

BYLAWS

HAYWARD REDEVELOPMENT AREA COMMITTEE FOR THE DOWNTOWN HAYWARD REDEVELOPMENT PROJECT

ARTICLE I - THE COMMITTEE

Section 1. Name of Committee

The name of the Committee shall be the "Hayward Redevelopment Area Committee for the Downtown Hayward Redevelopment Project" (hereinafter referred to as the "HRAC").

Section 2. Purpose

The HRAC shall provide a means for private citizen advice to the Redevelopment Agency of the City of Hayward (the "Agency"), on matters relating to the redevelopment of the Downtown Hayward Redevelopment Project (the "Project") in the City of Hayward (the "City"). In order to accomplish that purpose, the HRAC shall consult with and advise the Agency on:

- a. Those matters which deal with the planning and provision of residential facilities or replacement housing for those to be displaced by Project activities;
- b. Those matters which deal with the planning and provision of new commercial or industrial facilities and public improvements in the Project Area;
- c. Other policy matters which affect the residents and businesses of the Project Area, including the goals and objectives of redevelopment, the priority of specific projects, etc.; and
- d. Any other matters regarding the Project Area which may be submitted to the HRAC by the City Council, the Agency or the Planning Department.

The HRAC shall be and remain established throughout the period of preparation of the Redevelopment Plan for the Project and for a three-year period after the adoption of the Redevelopment Plan.

Section 3. Membership

a. Membership Categories and Qualifications

To be eligible for membership on the HRAC, a person must be either a:

(1) Residential Owner-Occupant:

To qualify under this category, the person must own and occupy, as his or her principal place of residence, a residential dwelling located within the Project Area.

(2) Residential Tenant:

To qualify under this category, the person must rent and occupy, as his or her principal place of residence, a residential dwelling located within the Project Area.

(3) Business Owner:

To qualify under this category, the person or the legal entity which the person represents must (a) own and operate a business within the Project Area, or (b) own real property within the Project Area and rent or lease that real property to others for business or residential uses, or (c) own and hold real property within the Project Area as an investment.

(4) Commercial Property Owner:

To qualify under this category, the person or the legal entity, which the owner represents, must own real property as an investment or leases such real property to others for business or residential uses.

(5) Representative of Existing Community Organization:

To qualify under this category, the person must be appointed to serve as a representative member by an existing nonprofit corporation or association of persons and/or entities which has its headquarters or a site office within the Project Area or has a substantial number of constituents who are persons and/or entities who reside or conduct business in the Project Area formed for the purpose of serving the community and generally recognized by persons within the Project Area as a community organization.

b. Total Membership

The total membership of the HRAC shall be seventeen (17), divided among the membership categories as shown below: In addition, it shall be a target goal that members appointed to the HRAC shall be representative of the respective geographic areas listed below:

- (1) Six (6) members shall be Residential Owner-Occupants;
 - Two (2) members – Downtown Area
 - Two (2) members – Burbank Area
 - Two (2) members – Mission-Foothill Area
- (2) Three (3) members shall be a Residential Tenant;
 - One (1) member – Burbank Area
 - Two (2) members – Mission-Foothill Area

- (3) Three (3) members shall be a Business Owner;
 - One (1) member – Burbank Area
 - Two (2) members - Mission Foothill Area
- (4) Two (2) members shall be a Commercial Property Owner
 - One (1) member – Burbank Area
 - One (1) member – Mission-Foothill Area
- (5) Three (3) members shall be representatives of Existing Community Organizations.
 - One (1) member – Burbank Area
 - One (1) member – Downtown Area
 - One (1) member – Mission-Foothill Area

Section 4. Conflict of Interest

No member shall participate in any decision which directly or indirectly affects his or her property or economic interests in a manner which is distinguishable from the effect on the Project Area as a whole or his or her interests in common with others similarly situated.

Section 5. Termination of Membership

Membership in the HRAC shall terminate in the event that:

- a. The member shall not be, or shall no longer be, a Residential Owner-Occupant, a Residential Tenant, a Business Owner, a Commercial Property Owner, or a representative of an Existing Community Organization; or
- b. The member shall not be a member, or shall no longer be a member, of that membership category from and for which he or she was elected or appointed; or
- c. The member shall have acted in violation of Section 10 of Article III of these Bylaws.

Section 6. Removal of Members

A member may be removed by an affirmative vote by a majority of the members of the HRAC present at a regular or special meeting of the HRAC at which a quorum is present, if, after a hearing, it is found and determined that any one of the grounds for termination specified in Section 5 of this Article I exists.

Section 7. Resignation

Any HRAC member may resign at any time by giving written notice to the Chairperson, who shall forward such notice to the HRAC and the Agency. Any such resignation will take

effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 8. Filling of Vacancies

In the event of a vacancy on the HRAC, the HRAC shall select a member to fill such vacancy as soon as reasonably practicable, provided, however, that if the vacancy is that of the representative member of an Existing Community Organization, the Existing Community Organization shall appoint a new representative member. New members must meet the qualifications set forth in Section 3.a. of Article I.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the HRAC shall consist of a Chairperson and a Vice-Chairperson, who shall be elected, in the manner set forth in this Article II.

Section 2. Chairperson

The Chairperson shall preside at all meetings of the HRAC, and shall submit such agenda, recommendations and information at such meetings as are reasonable and proper for the conduct of the business affairs and policies of the HRAC. The Chairperson shall sign all documents necessary to carry out the business of the HRAC. The Chairperson shall be an ex-officio member of all committees.

Section 3. Vice Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice-Chairperson shall assume the Chairperson's duties until such time as the HRAC shall elect a new Chairperson.

Section 4. Secretary

A Secretary shall be appointed by the Chairperson to keep the records of the HRAC, shall act as secretary at the meetings of the HRAC, shall record all votes, and shall prepare minutes and keep a record of the meetings in a journal of proceedings. The Secretary shall attest to and/or countersign all documents of the HRAC. The secretary need not be a member of the HRAC.

Section 5. Additional Duties

The officers of the HRAC shall perform such other duties and functions as may from time to time be required by the HRAC, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 6. Election

The Chairperson, Vice Chairperson and Secretary shall initially be elected from among the members of the HRAC at the HRAC's first regular meeting. Thereafter, the Chairperson, Vice Chairperson and Secretary shall be elected from among the members of the HRAC at each annual meeting. Such officers of the HRAC shall hold office until the next annual meeting of the HRAC following their election and until their successors are elected and in office. Any such officer shall not be prohibited from succeeding him or herself, but no person shall be elected as an officer for more than two consecutive terms.

Section 7. Removal of Officers

Upon an affirmative vote by a majority of the members of the HRAC present at a regular or special meeting of the HRAC at which a quorum is present, any officer may be removed from office, and his successor shall be elected pursuant to Section 8 of this Article II.

Section 8. Vacancies

Should the offices of the Chairperson, Vice Chairperson or Secretary become vacant, the HRAC shall elect a successor from among the HRAC members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE III - MEETINGS

Section 1. Annual Meetings

Annual meetings shall be held on the second Wednesday in September of each year at the hour of 7:00 p.m., at Hayward City Hall, California, provided, however, that should said date be a legal holiday, then any such annual meeting shall be held on the next business day thereafter ensuing which is not a legal holiday. At annual meetings, officers shall be elected; reports of the affairs of the HRAC shall be considered; and any other business may be transacted which is within the purposes of the HRAC. Notice of an annual meeting shall be published in a newspaper of general circulation in the Project Area at least once not less than ten (10) days prior to the date of the annual meeting.

Section 2. Regular Meetings

The HRAC shall meet regularly on the second Wednesday of each month, at the hour of 7:00 p.m., at Hayward City Hall, 777 B Street, Hayward, California. In the event that the regular meeting date shall be a legal holiday, then any such regular meeting shall be held on the next business day thereafter ensuing that is not a legal holiday. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, at least seventy-two (72) hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held upon call of the Chairperson, or an affirmative vote by a majority of the members of the HRAC present at a regular or special meeting of the HRAC at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the HRAC by written notice personally delivered or by mail at least twenty-four (24) hours before the time specified notice for a special meeting. At such special meeting, no business other than that designated in the call shall be considered.

Section 4. Adjourned Meetings

Any meeting of the HRAC may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting, provided the adjournment indicates the date, time and place of the adjourned meeting. HRAC members absent from the meeting at which the adjournment decision is made shall be notified by the Chairperson of the adjourned meeting.

Section 5. And Meetings to be Open and Public

All meetings of the HRAC shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

Section 6. Posting Agendas/Notices

The Secretary, or his or her authorized representative, shall post an agenda for each regular HRAC meeting or a notice for each special HRAC meeting containing a brief description of each item of business to be transacted or discussed at the meeting together with the time and location of the meeting. Agendas/notices shall be posted at Hayward City Hall, 777 B Street, Hayward CA, California at least seventy-two (72) hours in advance of each regular meeting and at least twenty-four (24) hours in advance of each special meeting. The Secretary shall maintain a record of such posting.

Section 7. Right of Public to Appear and Speak

At every regular meeting, members of the public shall have an opportunity to address the HRAC on matters within the HRAC's subject matter jurisdiction. Public input and comment on matters on the agenda, as well as public input and comment on matters not otherwise on the

agenda, shall be made during the time set aside for public comment; provided, however, that the HRAC may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda.

The Chairperson may limit the total amount of time allocated for public discussion on particular issues and/or the time allocated for each individual speaker.

Section 8. Non-Agenda Items

Matters brought before the HRAC at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon by the HRAC at that meeting unless action on such matters is permissible pursuant to the Ralph M. Brown Act (Gov. Code §54950 et seq.). Those non-agenda items brought before the HRAC, which the HRAC determines, will require HRAC consideration and action and where HRAC action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 9. Quorum

The powers of the HRAC shall be vested in the members thereof in office from time to time. A simple majority of the HRAC members then in office shall constitute a quorum for the purpose of conducting the HRAC's business, exercising its powers and for all other purposes, but less than that number may adjourn the meeting from time to time until a quorum is obtained. An affirmative vote by a majority of the members of the HRAC present at a regular or special meeting of the HRAC at which a quorum is present shall be required for approval of any questions brought before the HRAC.

Section 10. Unexcused Absences

If a member shall be absent without the consent of the HRAC from three (3) meetings, whether regular or special, within six (6) consecutive calendar months, such absence shall result in the termination of the membership of the absenting member. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies the Chairperson of his or her intent to be absent and the reasons therefor; provided, however, that a member shall be entitled to only two (2) excused absences within twelve (12) consecutive calendar months. At each meeting, after the roll has been called the Chairperson shall report to the HRAC the name of any member who has so notified him or her of his or her intent to be absent and the reason for such absence.

Section 11. Order of Business

All business and matters before the HRAC shall be transacted in conformance with Robert's Rules of Order (Newly Revised).

Section 12. Minutes (Action)

Minutes of the HRAC shall be prepared in writing by the Secretary. Copies of the minutes of each HRAC meeting shall be made available to each member of the HRAC and the Agency. Approved minutes shall be filed in the official book of minutes of the HRAC.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the HRAC before the Agency, the City Council, or any other public body shall be made by the Chairperson, the Vice-Chairperson in the Chairperson's absence or a member of the HRAC specifically so designated by the HRAC.

ARTICLE V - COMMITTEES

The HRAC may establish any standing committees and special committees, as it deems necessary.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the members of the HRAC present at a regular or special meeting of the HRAC at which a quorum is present, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the HRAC. Notice of the amendment shall identify the section or sections of these Bylaws proposed to be amended. The Agency shall be notified of any amendments to these Bylaws.