

WEST OAKLAND PROJECT AREA COMMITTEE

BYLAWS

(as amended and restated through April 8, 2009)

ARTICLE I - THE COMMITTEE

Section 1. Name of Committee

The name of the Committee shall be the "West Oakland Project Area Committee" (hereinafter referred to as the "WOPAC"). The boundary of the Project Area is shown on the attached map (Appendix A).

Section 2. Purpose

The WOPAC shall provide a means for residents, businesses and community organizations to advise the Redevelopment Agency of the City of Oakland (the "Agency"), on matters relating to the redevelopment of the West Oakland Redevelopment Project (the "Project") in the City of Oakland (the "City") pursuant to the California Community Redevelopment Law, Health and Safety Code Section 33000, et seq.

In order to accomplish that purpose, the WOPAC shall consult with and advise the Agency on those policy matters which affect the residents of and businesses in the Project Area. This includes the goals and objectives of redevelopment, the priority of specific projects, the planning and provision of developments should displacement be caused by Project activities, the planning and provision of developments and public improvements in the Project Area, and any other matters regarding the Project Area which may be submitted to the WOPAC.

As part of its responsibilities, the WOPAC shall prepare a report and recommendation to the City Council on the proposed Redevelopment Plan for the Project and its implementation. The WOPAC 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, and as such period may be extended by the City Council.

Section 3. Membership

a Membership Categories and Qualifications

To be eligible for membership on the WOPAC, 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) 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 that has been elected or appointed to serve on the WOPAC.

b. Total Membership

The total membership of the WOPAC shall be divided among the membership categories as follows:

1. Three members shall be Residential Owner-Occupants. One of these members shall be from the Clawson/McClymonds/Bunche Subarea, one of these members shall be from the Hoover/West MacArthur Subarea, and one of these members shall be from the Prescott/South Prescott Subarea.
2. Three members shall be Residential Tenants. One of these members shall be from the Clawson/McClymonds/Bunche Subarea, one of these members shall be from the Hoover/West MacArthur Subarea, and one of these members shall be from the Prescott/South Prescott Subarea.
3. Three members shall be Business Owners. One of these members shall be from the Clawson/McClymonds/Bunche Subarea, one of these members

shall be from the Hoover/West MacArthur Subarea, and one of these members shall be from the Prescott/South Prescott Subarea.

4. Eight members shall be representatives of Existing Community Organizations. Two of these members shall be representatives of Existing Community Organizations from the Clawson/McClymonds/Bunche Subarea, two shall be representatives of Existing Community Organizations from the Hoover/West MacArthur Subarea, two shall be representatives of Existing Community Organizations from the Prescott/South Prescott Subarea, and two shall be representatives of Existing Community Organizations from the Project Area at large. Each Existing Community Organization may designate one alternate representative and may substitute representatives at any time.

Section 4. Conflict of Interest

No member shall participate in any decision which directly or indirectly affects his or her economic interests except if the decision will affect his or her interests in substantially the same manner as a significant segment of the other residents, households, property owners, homeowners, or businesses in the Project Area. Members are required to file statements of economic interests with the City as required by state law.

Section 5. Termination of Membership

Membership in the WOPAC shall terminate, subject to the hearing and findings requirement in Section 6 of Article I, 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 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 the member fails to recertify eligibility per Section 9 of Article I; or
- c. The member is in violation of Section 10 of Article III of these Bylaws; or
- d. For a member who is a representative of an Existing Community Organization, the Existing Community Organization no longer exists or has resigned from the WOPAC.

Section 6. Removal of Members

A member shall be removed by an affirmative vote by a majority of the active members of the WOPAC present at a regular meeting of the WOPAC 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. The affected WOPAC member shall be given notice of the hearing by telephone or personal communication or by first-class mail if the member cannot be reached by telephone or personal communication, at least 10 days prior to the hearing.

Section 7. Resignation

Any WOPAC member may resign at any time by giving written notice to the Co-Chairpersons, who shall forward such notice to the WOPAC 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 WOPAC, the WOPAC shall appoint 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. If an Existing Community Organization no longer exists or has resigned from the WOPAC, the WOPAC shall appoint a new Existing Community Organization from the appropriate subarea or at large, as the case may be, to replace the former Existing Community Organization. New members must meet the qualifications set forth in Section 3.a. and b. of Article I. The WOPAC or the Oakland City Council at their discretion may call for an election for vacant positions and/or positions held by members or Existing Community Organizations appointed by the WOPAC. In the event that an election is held, all positions then held by members or Existing Community Organizations who hold that position pursuant to a WOPAC appointment shall be included in such election, and the terms of such appointed WOPAC members or Existing Community Organizations shall run only until the election has been held and certified.

Section 9. Biennial PAC Re-Certification

Each WOPAC member must biennially complete and submit by April 1st a membership eligibility recertification form. Failure to submit and complete the form and provide the required backup documentation shall result in termination of membership per Section 5 and Section 6 of Article I.

ARTICLE II - OFFICERS

Section 1. Officers

The officers of the WOPAC shall consist of Co-Chairpersons, a Mock Secretary and a Mock Treasurer, who shall be elected in the manner set forth in this Article II.

A designated member of City staff shall act as Secretary to the WOPAC. The City Secretary shall keep the records of the WOPAC, shall record all votes, and shall prepare minutes and keep a record of the meetings in a journal of the proceedings and report such documents to the Mock Secretary, by the deadlines set forth and published for the WOPAC meeting.

Section 2. Co-Chairpersons

The Co-Chairpersons shall preside at all meetings of the WOPAC, 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 WOPAC. The Co-Chairpersons shall sign all documents necessary to carry out the business of the WOPAC. The Co-Chairpersons shall be ex-officio members of all committees. The Co-Chairpersons shall alternate the function of chairing the WOPAC meetings.

Section 3. Mock Secretary

The Mock Secretary shall receive all records of the WOPAC from the City Secretary and maintain such documents at a designated location within the West Oakland Project Area, for the benefit of the WOPAC.

Section 4. Mock Treasurer

The Mock Treasurer shall receive all financial records related to the Project Area upon receipt from the City, and maintain such documents at a designated location within the West Oakland Project Area, for the benefit of the WOPAC.

Section 5. Additional Duties

The officers of the WOPAC shall perform such other duties and functions as may from time to time be required by the WOPAC, these Bylaws, or other rules and regulations, or which duties and functions are incidental to the office held by such officers. The City shall also provide general assistance to the officers and members for the conduct of the business of the WOPAC, as well as provide staffing, supplies and meeting and office space.

Section 6. Election

The Co-Chairpersons shall initially be elected from among the active members of the WOPAC at the WOPAC's first regular meeting or as soon thereafter as possible. The Co-Chairpersons shall be the two nominated WOPAC members that receive the most votes respectively. Thereafter, the Co-Chairpersons shall be elected from among the active members of the WOPAC at each annual meeting. Such officers of the WOPAC shall hold office until the

next annual meeting of the WOPAC following their election and until their successors are elected and in office. Any such officer shall not be prohibited from succeeding himself or herself. Any other officers shall be elected in the same manner.

Section 7. Removal of Officers

Upon an affirmative vote by a majority of the active members of the WOPAC present at a regular or special meeting of the WOPAC at which a quorum is present, any officer may be removed from office. A thirty (30) day notice shall be required prior to any such action and his or her successor shall be elected pursuant to Section 8 of this Article II.

Should the offices of the Co-Chairpersons, Mock Secretary and Mock Treasurer become vacant, the WOPAC shall elect a successor from among the active WOPAC members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

Section 8. Vacancies

Should the offices of the Co-Chairpersons, Mock Secretary or Mock Treasurer become vacant, the WOPAC shall elect a successor from among the active WOPAC 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 of May of each year at or about the hour of 6:30 p.m., in Oakland, California, provided, however, that should said date be a legal holiday, then any such annual meeting shall be held on the following Wednesday thereafter ensuing which is not a legal holiday. At annual meetings, officers shall be elected; reports of the affairs of the WOPAC shall be considered; and any other business may be transacted which is within the purposes of the WOPAC.

Section 2. Regular Meetings

The WOPAC shall meet regularly on the second Wednesday of each month, at the hour of 6:30 p.m., in Oakland, California at a regular meeting place designated by WOPAC resolution or motion. In the event that the regular meeting date is a legal holiday, then any such regular meeting shall be held on the following Wednesday thereafter that is not a legal holiday. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail, ten (10) calendar days in advance, if practical, but not less than seventy-two (72) hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held upon call of the Co-Chairpersons, or an affirmative vote by a majority of the active members of the WOPAC present at a regular or special meeting of the WOPAC at which a quorum is present, for the purpose of transacting any business designated in the call, after notification of all members of the WOPAC by written notice personally delivered or by mail. At such special meeting, no business other than that designated in the call shall be considered. A notice, agenda and other necessary documents shall be delivered to the members, personally or by mail ten (10) calendar days in advance, if practical, but not less than seventy-two (72) hours prior to the meeting.

Section 4. Adjourned Meetings

Any meeting of the WOPAC 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. WOPAC members absent from the meeting at which the adjournment decision is made shall be notified by the Co-Chairpersons of the adjourned meeting.

Section 5. All Meetings to be Open and Public

All meetings of the WOPAC shall be open and public and conducted in conformance with open meeting laws, including the Ralph M. Brown Act (Gov. Code §54950 et seq.) and the City of Oakland Sunshine Ordinance. All persons shall be permitted to attend any such meetings, except as otherwise provided by law.

Section 6. Posting Agendas/Notices

The City Secretary, or his or her authorized representative, shall post an agenda for each regular WOPAC meeting or a notice for each special WOPAC 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 Oakland, California (a location readily accessible to the public) ten (10) calendar days in advance, if practical, but not less than seventy-two (72) hours in advance of each regular meeting and at least two business days in advance of each special meeting.

The City Secretary shall maintain a record of such posting. At a minimum, posting locations shall include the City of Oakland Bulletin Board at City Hall, the West Oakland Public Library, the West Oakland Senior Center, Poplar Recreation Center, Jubilee West Main Office and the City's website, in Spanish, English and/or other applicable language.

Section 7. Right of Public to Appear and Speak

At every meeting, members of the public shall have an opportunity to address the WOPAC on matters within the WOPAC'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 WOPAC may direct that public input and comment on matters on the agenda be heard when the matter regularly comes up on the agenda.

The Co-Chairpersons 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 WOPAC at a regular meeting which were not placed on the agenda of the meeting shall not be acted upon or discussed by the WOPAC at that meeting unless action or discussion on such matters is permissible pursuant to the Brown Act and the Sunshine Ordinance. Those non-agenda items brought before the WOPAC which the WOPAC determines will require WOPAC consideration and action and where WOPAC action at that meeting is not so authorized shall be placed on the agenda for the next regular meeting.

Section 9. Quorum and WOPAC Actions

The powers of the WOPAC shall be vested in the active members thereof in office from time to time. Forty-five percent (45%) of the total active WOPAC members then in office shall constitute a quorum for the purpose of conducting the WOPAC'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 active members of the WOPAC present at a regular or special meeting of the WOPAC at which a quorum is present shall be required for approval of any questions brought before the WOPAC. Only active WOPAC members may vote. A WOPAC member shall be considered an active member unless such member is on inactive status under Section 10 of Article III.

Section 10. Absences and Inactive Status

If a member is absent from three (3) consecutive regular meetings (whether excused or unexcused), such member shall thereafter be considered on inactive status. A member on inactive status may not vote, but may participate in discussions. A member on inactive status shall regain active status after the member attends two (2) consecutive regular meetings. If a member is absent from six (6) consecutive regular meetings, or is absent from 50% or more of the regular meetings held within a calendar year, such absences, if unexcused, shall result in the termination of the membership of the absenting member after a hearing is held and findings made pursuant to Section 6 of Article I. Notwithstanding the above, the WOPAC in its

discretion may decline to remove a member for excessive absences if it finds extenuating circumstances or otherwise deems that it would be in the best interest of the WOPAC for the member to remain. A member's absence shall be excused if, prior to the meeting from which said member will be absent, said member notifies a Co-Chairperson or Staff of his or her intent to be absent and the reasons therefore; provided, however, that a member shall be entitled to only three (3) excused absences within a calendar year. At each meeting, after the roll has been called, the Co-Chairpersons or Staff shall report to the WOPAC the name of any member who has so notified him or her of his or her intent to be absent. A member representing an Existing Community Organization shall be deemed present at a meeting for purposes of this Section if the alternative representative designated by that Existing Community Organization is present.

Section 11. Order of Business

All business and matters before the WOPAC shall be transacted in conformance with Robert's Rules of Order (Newly Revised), unless otherwise waived or modified by the WOPAC.

Section 12. Minutes

Minutes of WOPAC meetings shall be prepared in writing by the City Secretary. Copies of the minutes of each WOPAC meeting shall be made available to each member of the WOPAC, the Mock Secretary, and the Agency. Approved minutes shall be filed in the official book of minutes of the WOPAC. Minutes of the last regular or special meeting shall be made available for review and approval at least ten (10) calendar days, if practical, or at least 72 hours prior to the meeting.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the WOPAC before the Agency, the City Council, any other public body, or the press, shall be made by the Co-Chairpersons or a member of the WOPAC specifically so designated by the WOPAC.

ARTICLE V - COMMITTEES

The WOPAC may establish any standing committees and special committees as it deems necessary. This includes the Environmental Impact Report (EIR) Committee, the Eminent Domain Committee, the Infrastructure Committee, the Proposed Redevelopment Projects Committee, the Land Use Committee, the Bylaws Committee, among other Committees.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended upon an affirmative vote by a majority of the active members of the WOPAC present at a regular or special meeting of the WOPAC at which a quorum is present, but no such amendment shall be adopted unless at least thirty (30) days written notice thereof has previously been given to all members of the WOPAC. 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.

ARTICLE V- DEFINITIONS

All terms not defined in these Bylaws shall have the meaning given to them in the WOPAC Formation Procedures for the West Oakland Redevelopment Project adopted by the City Council.

ADOPTED BY THE WOPAC ON JUNE 12, 2002.

AMENDED ON January 12, 2005.

AMENDED ON April 8, 2009.

Co-Chairperson

Co-Chairperson