

# APPENDICES

## A. GOVERNANCE OF THE DOGPATCH & NWPH GBD

### *Owner's Non-Profit Association Board of Directors*

By-laws will be written by the GBD Formation Committee of (the "Interim Board") stating requirements for the permanent Board of Directors' composition, responsibilities, and election process.

To ensure equitable opportunity and representation on the permanent Board of Directors, the following guidelines, shall be used by the Interim Board in drafting of the owners' non-profit corporation by-laws:

#### **Board Member Elections:**

- Requests for nominations shall be posted in the local paper, on the GBD website and shall be emailed to all email lists registered with the GBD.
- Nominations for Board of Directors positions will be accepted in person at a scheduled Interim Board meeting, which shall be noticed on the GBD's website at least three weeks in advance of the meeting.
- Ballots will be mailed to property owners and will need to be mailed back within 3 weeks, or submitted in person at a scheduled Board meeting, which shall be noticed on the GBD's website at least three weeks in advance of the meeting.
- A "Good Governance Committee" selected by the Interim Board will count ballots and be witnessed by at least one non-Board member.
- Final results will be announced at the next scheduled Interim Board meeting.

#### **Board of Directors Composition:**

- 10-14 members
- Geographic distribution reflecting the budget ratio between zones: 80% from Zone 1 and 20% from Zone 2
- 60% property owners, at least half of which must hold primary residence within the GBD
- 40% non-property owners, half of which should be green space advocates with substantial experience, and 2 of which should represent residential and commercial tenants

#### **Board Member Terms:**

- Board Members will be appointed for a maximum term of 5 years (50% of Board members will start with one-year terms to allow for staggered terms to prevent wholesale change of the Board)

#### **Responsibilities:**

- Hiring of the GBD Manager to execute services outlined in the Management Plan
- Budget management, including reallocation of funding within service categories
- Establishment of rules and regulations to be employed in the administration of the GBD
- Advocating for the interests of the GBD and active pursuit of outside funding to leverage GBD investments

- “Green Thumb” Guideline: all board members should demonstrate a willingness to learn about, professional experience in, or a demonstrated interest in green infrastructure, public realm enhancement, and neighborhood livability issues. Additionally, the Board should work closely with the SFPUC to comply with storm water guidelines for any projects within the GBD.

*Board members are volunteers, and shall not receive compensation or benefits.*

### **Public Access & Transparency**

The owners’ non-profit corporation of the GBD is required to comply with specified state open meeting and public records laws, the Ralph M. Brown Act (Government Code §§54950 et. seq.) and the California Public Records Act (Government Code §§6250 et. seq.). Brown Act compliance is required when GBD business is heard, discussed, or deliberated, and Public Records Act compliance is required for all documents relating to GBD business.

### **Conflict of Interest Policy**

The Board of Directors and the owners’ non-profit corporation will develop and be subject to standard non-profit rules of governance, including ethical rules governing disclosure of conflicts of interest and prohibitions against self-dealing. The policy will:

- Require those with a conflict (or who think they may have a conflict) to disclose the conflict/potential conflict
- Recuse and prohibit financially interested board members from any matter that gives rise to a conflict between their personal financial interests and the GBD’s interests

The Initial Board of the Nonprofit shall consist of those individuals whose specifically designated seats and staggered 1-, 2-, or 3-year terms are set forth in Exhibit B, attached hereto and incorporated herein by this reference. Each member shall serve until the expiration of the term designated for his or her designated seat, or his or her death, resignation, or removal, whichever occurs first. If necessary, the terms of the tenant qualified seats shall be a 1-year and a 2-year term determined by a method of random selection.

**TERMS** Except for the terms of the Initial Board, each Director shall serve a three-year term. No Director shall serve more than two consecutive terms (including the term served on the Initial Board). A Director may be reelected to the Board after an absence of at least twelve months. Each Director, including one elected to fill a vacancy, shall hold office until expiration of the term of the seat to which elected, or until a successor is elected.

If a Director ceases to qualify for their specific seat, they shall immediately resign. In the case of any resignation, the Board, at its next regular meeting, shall select a replacement to serve until the next annual election at which time a qualified individual shall be elected to serve for the remainder of that term. All partial terms greater than half a term shall be considered as full terms in determining the number of successive terms.

**REQUIREMENTS** Directors shall reflect the geographic distribution of funds between Zone 1 and Zone 2 as shown in Exhibit A and reflected in Exhibit B.

Approximately 60% of the authorized number of Directors shall own real property within the GBD.

At least 50% of the individuals who own real property in the GBD must maintain their primary place of residence within the GBD during their term of office.

Approximately 20% of the Directors shall be experienced green space advocates, as determined by the Board of Directors in their reasonable discretion, who may not own real property within the GBD.

Approximately 20% of the Directors shall be residential or commercial tenants within the GBD.

**INTERESTED PERSONS** At any time not more than 25% of the members of the Board may be Interested Persons. For the purpose of this section, Interested Persons is a term defined as: any person compensated by the Nonprofit for services rendered to it currently or within the previous twelve months, whether as a full- or part-time officer, employee, independent contractor, or otherwise; or is a brother, sister, ancestor, descendant, spouse, brother- or sister-in-law, son- or daughter-in-law, mother- or father-in-law of a Director.

**DUTIES** Each Director shall register their current postal and email address with the Secretary, and notices sent to them at such addresses shall be considered valid.

Directors shall meet at such times and places as required and perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of the Nonprofit, by the Management Plan, by these Bylaws, and by action of the Board.

The Board is empowered to employ, enter into contract with, discharge, remove, prescribe the duties of, and to fix the compensation, if any, of all agents, contractors, and employees of the Nonprofit including, but not limited to, the Executive Director.

Directors may specifically delegate one or more of these aforementioned duties to the Executive Director over whom they maintain supervisory authority, except for those restrictions specified in these Bylaws.

**Exhibit A – Boundaries of the GBD, shown as a map with Zones 1 and 2 outlined on the map**

**Exhibit B - Board Seats with terms**

After the Interim Board, Directors will serve terms in 3-year cycles beginning in these years. The current serving board member list, by seat, will be updated yearly.

- Seat 1 – Dogpatch Property Owner 2019
- Seat 2 – Dogpatch Property Owner 2019
- Seat 3 – Dogpatch Property Owner 2018
- Seat 4 – Dogpatch Property Owner 2018
- Seat 5 – Dog Patch Property Owner 2020
- Seat 6 – Dogpatch Property Owner 2020
- Seat 7 – NW Potrero Property Owner 2019
- Seat 8 – NW Potrero Property Owner 2018
- Seat 9 – Dogpatch Tenant 2020
- Seat 10 – NW Potrero Tenant 2018
- Seat 11 – Green Space Advocate 2019
- Seat 12 – Green Space Advocate 2018
- Seat 13 – Green Space Advocate 2020
- Seat 14 - Dogpatch Property Owner 2020
- Seat 15 - Dogpatch Tenant 2019

**Exhibit C – Conflict of Interest Policy**

The Nonprofit Directors are volunteers and may have sources of income and/or interests that may be in actual conflict, or perceived by others as being in conflict, with one or more Nonprofit actions, positions, policies, or goals. In order to minimize these real or perceived situations the Nonprofit adopts the following policy:

All Directors shall disclose any leadership positions in other organizations that operate in the Potrero Hill or Dogpatch neighborhoods, as well as any city- or state-wide groups which may affect these neighborhoods.

Prior to discussing an agenda item that has a potential financial connection to a Director, or his or her family member related by blood or marriage to a Director, such connection must be disclosed and the Director recuse his or her self from any and all participation in that agenda item. (Recusal includes not taking part in any discussion or vote on the item, not serving as an information resource on the item, and physically exiting the meeting room.)

Meeting minutes shall record all recusals.

**Exhibit D – Dogpatch and Northwest Potrero Hill Green Benefit District Management Plan**