

BYLAWS

DOGPATCH & NORTHWEST POTRERO HILL GREEN BENEFIT DISTRICT

A California Nonprofit Public Benefit Corporation
Version 1.5

[Adopted by the Interim Board of Directors on September 30, 2015 and revised by the Board of Directors
January 17, 2018]

Article 1 -- NAME, OFFICES, STRUCTURE, BOUNDARIES, and PURPOSE

NAME The name of this Corporation shall be Dogpatch & Northwest Potrero Hill Green Benefit District (hereinafter, the “Nonprofit”).

OFFICE The principal office of the Nonprofit shall be located at 1459 18th Street, #369, San Francisco, CA 94107. The principal office and any additional offices may be located in such other places within the San Francisco Potrero Hill or Dogpatch neighborhoods as may be determined from time to time by the Board of Directors of the Nonprofit (hereinafter, the “Board”).

STRUCTURE The Nonprofit is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The Nonprofit shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The Nonprofit is in compliance with the California Government Code, Section 53750-53754, and the San Francisco Business and Tax Regulations Code Article 15A, including Disestablishment Limitation Section 15A.2(f).

The Nonprofit is formed in compliance with the Dogpatch & Northwest Potrero Hill Green Benefit District Management Plan (hereinafter, the “Management Plan”), attached hereto and incorporated herein as Exhibit D by this reference.

The Nonprofit is empowered to exercise all rights and powers conferred by the laws of the State of California upon nonprofit corporations, including, but not limited to, receipt of assessments, gifts, grants, bequests, and contributions in any form; and to use, apply, invest, or distribute the same for the purposes specified in these Bylaws.

Unless noted otherwise, the general provisions, rules of construction, activities and affairs of the Nonprofit, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern these Bylaws

BOUNDARIES Pursuant to the California Streets and Highways Code Section 36614.5, the Nonprofit is formed to manage the benefit assessment district known as the *Dogpatch & Northwest Potrero Hill Green Benefit District* (hereinafter, the “GBD”). The GBD’s boundaries shall be those portions of the City and County of San Francisco as shown in Exhibit A, attached hereto and incorporated herein by this reference.

PURPOSES The primary purposes of the Nonprofit are to create, expand, enhance, clean, and maintain open spaces, parks, play areas, plazas, parklets, gardens, sidewalk greenings, and such other physical public realm areas within the GBD’s boundaries as may be determined from time to time by the Board.

The Nonprofit will promote sound ecological practices and green infrastructure with a locally controlled, sustainable, and transparent funding structure, and will support community volunteer efforts in the GBD which are compatible with the Management Plan and these Bylaws.

Article 2 - DEDICATION OF ASSETS

The property of this Nonprofit is irrevocably dedicated to charitable purposes meeting the requirements of the California Revenue and Taxation Code. No part of the income or assets of the Nonprofit shall inure to the benefit of any Director of the Nonprofit or to any private person.

Upon dissolution of the Nonprofit all assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed by the Board to one or more organizations which are operated exclusively for charitable purposes and are qualified as Internal Revenue Code Section 501(c)(3) corporations. Distribution of any assets not so distributed shall be determined by the Superior Court of the City and County of San Francisco.

Article 3 - NONPARTISAN ACTIVITIES

No substantial part of the activities of the Nonprofit shall consist of the publication or dissemination of information or materials with the purpose of influencing legislation. The Nonprofit shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No Board member shall refer to their Board membership or past Board membership in any manner regarding either legislation or political candidacy.

Article 4 - MEMBERSHIP

The Nonprofit shall not have any members as defined in Section 5056 of the California Nonprofit Public Benefit Corporation Law. References to “members” are to the Board as provided in Section 5310 of said Law. Any rights accruing to members under this Law shall be held by the Directors.

Article 5 - BOARD OF DIRECTORS

INTERIM BOARD The Nonprofit’s Formation Committee shall serve as its Interim Board until such time as a Board election has been held and certified in accordance with the Management Plan.

INITIAL BOARD Election of the Initial Board shall be held in accordance with the Management Plan, and all candidates shall run for specific seats as delineated in Exhibits A and B.

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

DIRECTORS The Board shall consist of at least ten, but no more than fifteen Directors, unless changed by amendment of these Bylaws. The Directors shall be elected by a majority vote of the property owners within the district. Candidates shall run for specific seats as delineated in Exhibits A and B

BOARD COMPOSITION Directors shall closely approximate the geographic distribution of net assessments between Zone 1 and Zone 2 as shown in Exhibit A and reflected in Exhibit B.

No Zone (as described in Exhibit A) in the Nonprofit shall have fewer than three Directors.

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 15% of the Directors shall be experienced green space advocates, as determined by the Board of Directors in their reasonable discretion, who may or may not own real property within the GBD.

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

ELECTIONS Board elections shall be held in March of each year in general accordance with the procedure created by the Interim Board for the election of the Initial Board or modified by a majority vote of the Board.

ELECTION PROCESS

All property owners within the boundaries of the GBD shall be eligible to vote and the election will be conducted in the following manner:

NOMINATIONS Prior to the annual election of Directors, notice of the call for Director nominations and applications shall be posted in a local paper, posted on the Nonprofit website, and be sent electronically to all email addresses in the Nonprofit database. Nominations and applications will be made on the Nonprofit website.

VOTE WEIGHTING The Directors of the Nonprofit shall be elected by district property owners under the terms set forth herein:

Each individual or entity owning property within the boundaries of the District shall be entitled to a minimum of one vote per ballot.

Each property owner's annual assessment(s) shall be divided by 3,000 and the resulting number added to 1 (the minimum vote guarantee).

For the purposes of the election, unique owners of multiple properties shall be considered a single owner with one minimum vote plus additional vote(s) determined by the dividing the combined assessments of the multiple properties by 3,000.

BALLOTING Votes shall be collected by digital and/or printed and mailed ballots. Distribution of ballots and vote tabulation shall be handled by an independent professional company with suitable experience.

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.

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.

Directors shall not receive compensation for their services as members of the Board. Any Director may be reimbursed for reasonable expenses as determined by resolution of the Board.

Directors shall not be personally liable for the debts, liabilities, or other obligations of the Nonprofit.

All Directors, officers, contractors, employees, and staff of the Nonprofit shall adhere to the Conflict of Interest Policy of the Nonprofit, attached hereto and incorporated herein as Exhibit C.

POWERS The Board, except as otherwise provided in these Bylaws may, by resolution, authorize any officer or agent of the Nonprofit to enter into any contract or execute and deliver any instrument in the name and on behalf of the Nonprofit. Such authority may be general or specific. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Nonprofit, pledge its credit, or render it liable monetarily or in any other manner for any purpose or for any amount.

COMMITTEES The Board, at its discretion, may create standing or ad hoc committees.

MEETINGS All meetings of the Nonprofit shall be held at such place within the Potrero Hill or Dogpatch neighborhoods as has been designated from time to time by resolution of the Board.

Any meeting may be held, in whole or in part, by conference telephone or electronic video screen communication, so long as all Directors participating in such meeting and all members of the public in attendance can hear and communicate with one another concurrently.

The Annual meeting of the Board shall be held in April of each year and shall include the election of officers, filling of any Board vacancies, mid-year reports of the Treasurer and the Executive Director, and transaction of other business that may come before the Board.

Regular meetings of the Board shall be held at such time and place within the Potrero Hill and Dogpatch neighborhoods as may be designated from time to time by resolution of the Board. All meetings shall be in compliance with the Ralph M. Brown Act including notification and posting of the meeting agenda both physically and on the Nonprofit's website.

Special meetings may be called by the President, Vice-President, or by any 4 Directors, and shall adhere to the location and notification requirements of these Bylaws.

All meetings shall be noticed and held in accordance with the Ralph M. Brown Act requirements. Mail notice shall be deemed delivered upon its deposit in the mails; electronic mail shall be deemed delivered on transmission. In addition to Board members, meeting notices shall be sent to members of the public and those organizations who have requested such notice.

Meetings of the Board shall be presided over by the President or, in his or her absence, by the Vice President, or, in the absence of both officers, by a chair chosen by vote of the Directors present.

QUORUM A quorum shall consist of at least 50% plus 1 of the number of authorized Directors regardless of the number of Directors present at a meeting. No business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair shall entertain at such a meeting is a motion to adjourn.

RESIGNATION Any Director may resign effective upon giving written notice to the President, Secretary, or Board, unless the notice specifies a latter time for effectiveness. No Director may resign if the Nonprofit would

then be left without a duly elected Director in charge of its affairs, except upon notice to the Attorney General of the State of California.

REMOVAL The Board may remove any Director who misses more than 25% of the Board meetings in any 12-month period without consent from the Board, the President, and/or the Vice President. The Board shall remove any Director who ceases to meet any of the qualifications set forth in these Bylaws, including those which are designated for and applicable to his or her designated seat.

VACANCIES Board vacancies shall exist on the death, resignation, or removal of any Director; or whenever the number of authorized Directors is increased. The Board may declare vacant the seat of a Director who has been declared of unsound mind by a final order of the Superior Court; or convicted of a felony; or been found, by final order or judgment of any court to have breached any duty of the California Nonprofit Public Benefit Corporation Law. Vacancies shall be filled in accordance with TERMS, above.

Article 6 - INDEMNIFICATION

The Nonprofit shall indemnify its Directors to the full extent permitted by the California Nonprofit Public Benefit Corporation Law, and shall purchase and maintain insurance on behalf of any Director or agent of the Nonprofit against any liability asserted against or incurred by any Director or agent while acting in such capacity. The Board shall purchase and keep in effect liability and such other insurance as deemed necessary and appropriate.

Article 7 - OFFICERS

NUMBER The officers shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be designated by the Board. Officers shall have powers and duties as specified herein and as may be additionally prescribed by the Board. No Director may hold more than one office concurrently other than Parliamentarian, if one is so designated by the Board. All officers shall be presently seated Directors.

TERM Officers shall serve a one-year term and may be re-elected to such office. Each officer shall hold office until he or she resigns, is removed, is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

ELECTION Officers shall be elected by the Board directly following the election of Directors at each annual meeting. Candidates may be nominated by the Board, from the floor, or both. If for any reason the election of any officer is not held at such meeting, an election shall be held as soon thereafter as conveniently possible.

REMOVAL Any officer may be removed, with or without cause, by the Board at any time. Any officer may resign at any time by written notice to the Board, the President, or the Secretary. Any resignation shall take effect at the date of the receipt of such notice or at any later date specified therein. The acceptance of a resignation shall not be necessary to make it effective.

VACANCY Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, or any officer shall be filled by a Board member by vote of the Board. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall act to fill the vacancy.

PRESIDENT The President shall perform all normal duties incident to this office and such other duties as may be required by law, by these Bylaws, or which may be prescribed by the Board. The President shall preside at all meetings of the Board. The President, in the absence of a duly appointed Parliamentarian, shall adhere to the current issue of Robert's Rules of Order unless superseded by these Bylaws. At any time the Nonprofit does not have an Executive Director, the President shall, subject to control of the Board, assume the duties of the Executive Director.

VICE PRESIDENT The Vice President, in the absence of the President, or in the event of his or her inability or refusal to act, shall perform all the duties of the President, and, when so acting, shall have all the powers of, and be subject to the restrictions on the President. The Vice President shall have such other powers and duties as may be prescribed by the Board.

SECRETARY The Secretary shall certify and keep the original or copy of these Bylaws as currently amended; shall maintain an accurate list of all Directors, the seats they hold, and their current contact information; shall maintain an accurate list of all members of the public who have requested meeting notification; shall keep a book of minutes of all meetings, regular, special, or otherwise, recording therein the

time and place of the meeting, how called, how noticed, the Directors present, and an accurate record of the proceedings.

The Secretary is the custodian of the Nonprofit's records and shall make the same available at all reasonable times to any Director, or to his or her agent or attorney, on request thereof; shall see that all notices are given in accordance with these Bylaws, as are required by the Ralph M. Brown Act, and by instruction of the Board.

The Secretary shall prepare an annual calendar of regular meetings which may be adjusted from time to time by the Board.

The Secretary shall cause a GBD website to be created and maintained in a current and timely manner; and shall perform all duties normally incident to the office and such other duties as may be assigned from time to time by the Board.

TREASURER The Treasurer shall be the custodian of, and be responsible for all funds and securities of the Nonprofit; shall deposit all funds in the name of the Nonprofit in such banks, trust companies, or other depositories as are designated by the Board.

The Treasurer shall prepare an annual budget which is consistent with the Management Plan; and shall present a review of such budget, together with an accounting of all Nonprofit financial transactions and a summary of the Nonprofit's financial condition, quarterly and at such other times as may be requested by the Board. The Treasurer shall cause a certified financial statement to be prepared and submitted to the Board at each annual meeting.

The Treasurer shall receive and give receipt for all monies due and payable to the Nonprofit from any source; and shall accept and acknowledge on behalf of the Nonprofit all additional funds, contributions, gifts, bequests, grants, or property received by the Nonprofit.

The Treasurer shall disburse, or cause to be disbursed, the funds of the Nonprofit as directed by the Board, taking proper vouchers for such disbursements. All disbursements in excess of \$10,000, must be signed by any two of the following: Executive Director, President, Vice President, or Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, in a timely and accurate manner accounts of the Nonprofit's properties and financial transactions, including accounts of its assets, liabilities,

receipts, disbursements, gains and losses in accordance with generally accepted accounting practices. These records, and any other financial records maintained by the Treasurer, shall be exhibited at all reasonable times to any Director, or to his or her agent or attorney, on request thereof.

The Treasurer shall perform all duties normally incident to this office or which may be assigned from time to time by the Board.

PARLIAMENTARIAN The Board may select from among its members, or from a source outside of the Board, a Parliamentarian to attend all or specific meetings and rule on the legality and propriety of motions and actions then before the Board. Such ruling would be in accordance with these Bylaws and the then current edition of Robert's Rules of Order, and takes precedent over that of any presiding officer.

Article 8 - EXECUTIVE DIRECTOR

POSITION The Board shall hire an Executive Director (ED) as the Chief Operating Officer of the Nonprofit. The ED shall discharge all responsibilities and perform all duties usually incident to the office of Chief Operating Officer as well as such other duties prescribed by the Board. The ED shall not concurrently serve as a Director of the Nonprofit.

DUTIES Subject to the direction and control of the Board, the ED shall be responsible for the general supervision and active management of the day-to-day business and affairs of the Nonprofit, other than those duties and responsibilities specifically assigned to other positions by these Bylaws. The ED shall implement and carry into effect those resolutions and directions of the Board pertaining to this position, and in accordance with any employment contract. The ED shall report to the Board at each regular meeting on all matters within his or her knowledge which are deemed pertinent or of interest to the Nonprofit, all matters of policy which may affect the Nonprofit, and all matters specifically requested by the Board.

Except in those instances where the authority is expressly delegated to an officer or agent of the Nonprofit, the ED may negotiate on behalf of the Nonprofit any contracts as the conduct of the Nonprofit's business in its ordinary course requires. All entities with which the Nonprofit contracts must hold such valid licenses as are required by the State of California and the City and County of San Francisco, and shall have and keep in effect such insurance as may be required by the Nonprofit. Execution of all contracts in excess of \$10,000 must be approved by the Board and be signed by the ED and by one of the following: the President, Vice President, or Treasurer.

The ED shall submit a report at each regular meeting of the Board; and prepare, or cause to be prepared, an Annual Report of the Nonprofit for distribution to the Board and the public at each annual meeting.

Article 9 - FISCAL YEAR

The fiscal year of the Nonprofit shall end on June 30th of each year.

Article 10 - AMENDMENTS

These Bylaws may be amended or repealed, or new Bylaws adopted by a majority vote of the Board at any regular or special meeting. A complete copy of each proposed change in the Bylaws shall be included in the meeting notice at which such amendments or changes are to be considered.

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 – Dogpatch Property Owner or Tenant 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