

BYLAWS
OF
SAN FRANCISCO TOMORROW, INC.

ARTICLE I. NAME AND OBJECTIVES

Section 1. Name. The organization shall be known as San Francisco Tomorrow, Inc., hereinafter referred to as "SFT" or "San Francisco Tomorrow".

Section 2. Purposes. The specific and primary purposes of this organization are to initiate, sponsor, promote and carry out plans, policies, and activities which will cultivate within the City and County of San Francisco a physical environment which is in harmony with its natural setting and the needs of its inhabitants; to create respect for its priceless natural features, its human population, its flora, and its rich endowment of animal, bird and marine life, each in proper relation to the other; to foster the orderly development of the City as a fit place to live and to work; to promote and encourage the highest standards of government leadership; and to educate the public and its elected officials to the urgency of preserving the fragile environment which places San Francisco among the great cities of the earth.

Section 3. Principal Office. The Principal office for the transaction of the business shall be in San Francisco, California. The Board of Directors may from time to time change the principal office from one location to another in the City.

Section 4. Effective Date. These Bylaws shall be effective September 1, 1988.

ARTICLE II. MEMBERSHIP

Section 1. Members. A person who supports the principles of the organization, shall, upon payment of the dues prescribed by the Board of Directors, become an active member of SFT, with full voting and other privileges; and such member shall continue to be an active member provided such member qualifies under such rules as the Board of Directors may provide. An "active member" is a member current in his or her annual dues.

Section 2. Voting. Each active member shall be entitled to one (1) vote in the affairs of this organization, provided that no member shall be entitled to vote at any membership meeting unless the member has been an active member for at least thirty (30) days prior to said meeting. Voting by proxy shall not be allowed at membership meetings nor at Board meetings. Written absentee ballots are allowed at Board Meetings.

Section 3. Disqualification. A member may be suspended or expelled for cause by a two-thirds (2/3) vote of the members present at a meeting of the Board of Directors or the general membership.

Section 4. Meeting. The annual meeting of the members of the corporation shall be held in May of each year in San Francisco, California. Two weeks' written notice of such annual meeting (inclusion of the meeting announcement in the SFT newsletter is sufficient) shall be given to each active member of the corporation. Special meetings of the members may be called in the same manner as special meetings of the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Number of Directors. The Board of Directors shall consist of twenty-five (25) members. A majority of the Board shall constitute a quorum for the transaction of business of the Board. No more than four non-voting directors called "Director-elect" shall be appointed by the Board of Directors.

Section 2. Powers of the Directors. Subject to the powers of the members as provided by law or as herein set forth, all powers of the corporation shall be exercised by and under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove all the other officers, agents and employees of the corporation; prescribe such powers and duties for them as may not be inconsistent with the law and with the Articles of Incorporation and these Bylaws; fix their compensation and require from them security for faithful service.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with the law, and with the Articles of Incorporation or the Bylaws, as they deem best.
- (c) To change the principal office for the transaction of the business of the corporation for one location to another within the City and County of San Francisco, State of California; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California; to designate the location of the annual meeting of members of the corporation in said city; and to adopt and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal at all times complies with the provision of the law.
- (d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities therefore.

Section 3. Election and Term of Office. The directors of the corporation shall be elected at each annual meeting of the members, and shall hold office until their respective successors are elected or until said director or directors shall resign. The term of office for each director shall be for two (2) years, twelve (12) directors being elected in odd numbered years and thirteen (13) being elected in even numbered years.

The said notice to active members of each annual meeting shall contain a list of:

- (a) The names of those directors whose terms have not expired and will continue to serve on the Board.
- (b) The names of those directors who were appointed by the Board of Directors to fill the unexpired terms of directors who were reelected at the previous annual meeting and whose appointment shall be confirmed at that annual meeting.
- (c) The names of these members nominated to stand for election to the Board of Directors by the nominating committee of the corporation at that annual meeting.

At each annual meeting active members may nominate additional active members to stand for

election to the Board of Directors for the terms commencing that year and nominate additional active members to fill the unexpired terms of members of the Board of Directors.

In the event that members nominate active members to fill said unexpired terms active members to stand for election to the Board of Directors that year, then :

- (a) Each nominee or appointee shall be voted on by show of hands, individually, by the active members present at the annual meeting.
- (b) The nominees or appointees for said unexpired terms receiving the largest number of votes shall fill said terms.
- (c) The nominees standing for the openings on the Board of Directors to be elected that year receiving the largest number of votes shall be elected to the Board.

Section 4. Vacancies. When a Board vacancy occurs, the Board shall elevate the first Director-elect in line to fill the term. The members of the Board so appointed shall be confirmed by the members of the organization at the next annual meeting of the members. If there are more vacancies than Directors-elect, the Board shall make appointments to fill the remaining vacancies in the Board.

Section 5. Place of Meeting. Regular meetings of the Board of Directors shall be held at such other locations in the City and County of San Francisco State of California, as the Board may from time to time designate. Special meetings of the Board may be held at the location so designated by the Board of Directors.

Section 6. Organization Meeting. The primary purpose of the regular monthly meeting of the Board of Directors following each annual meeting of the members shall be for organization, the election of officers of the corporation by the Board of Directors and the transaction of other business of the corporation.

Section 7. Regular Meetings. Regular meetings of the Board of Directors shall be held once each month, on the second Wednesday thereof or on such other day of each month as the Board may designate from time to time.

Section 8. Special Meetings. Special Meetings of the Board of Directors for any purpose of purposes shall be called at any time by the president of the corporation, or by a majority of the directors.

Notice of time and place of special meetings may be made in writing, addressed to the respective director at the address of the director shown upon the records of the corporation, by prepaid mail deposited in the United States Post Office at least three (3) days prior to the holding of the meeting, or said notice may be made by telephone call placed to the telephone number of the respective director as shown upon the records of the corporation, at least two (2) days prior to the time of the holding of the meeting.

The transactions of any meeting of the Board of Directors however called and noticed and whenever held, shall be valid as though as at a meeting duly held after regular call and notice, if a quorum is present and if either before or after the meeting each of the directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting

Section 9. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of the directors present may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. Notice of time and place of holding an adjourned meeting shall be given to absent directors.

Section 10. Compensation. The directors shall receive no compensation for their service, but may receive reimbursement for reasonable expenses incurred.

Section 11. Removal. A director may be removed from office for cause by a two-thirds (2/3) vote of all other directors.

ARTICLE IV. COMMITTEES

Section 1. Standing Committees. There shall be the following Standing Committees, whose members and chairperson are to be appointed by the president.

(a) Nominating. The nominating committee shall submit:

- i. To the secretary of the corporation, for distribution to the active members, four (4) weeks prior to each annual meeting of the members, in writing, names of members of the Board whose terms have not expired and will continue to serve on the Board for another year; the names of the members of the Board who have been appointed to fill vacancies on the Board and who must be confirmed by the members at the annual meeting; and nominees to fill the openings on, the Board of Directors that year.
- ii. To the Board of Directors a proposed slate of officers for the corporation at the regular monthly meeting of the Board of Directors following each annual meeting of the members.
- iii. To the Board of Directors the names of active members of the corporation to fill vacancies on the Board pursuant to Section 4 of Article V hereof.
- iv. To the Board of Directors names of active members to fill vacancies in the offices of the corporation to be filled pursuant to Section 3 of the Article VII hereof.

(b) Political Action. The Political Action Committee shall study, discuss and make recommendations to the Board on endorsement of candidates for public office, propositions and issues.

(c) Issue Committees. Three shall be committees on specific issues, including but not limited to, transportation, open space, waterfront and downtown office growth.

Section 2. Adhoc Committees. There shall be such other special or short-term committees as the Board shall determine.

Section 3. Chairpersons. Chairpersons of each committee appointed by the president shall perform all necessary duties requested by the president. The president may, subject to the approval of the Board of Directors, discharge a chairperson and appoint another.

ARTICLE V. OFFICERS

Section 1. Officers. The officers of the corporation shall be a president, vice president, secretary and treasurer, and such other officers as the Board of Directors may appoint. The Board of Directors shall elect all officers of the corporation for terms of one (1) year, or until their successors are elected and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 2. President. Subject to the control of the Board of Directors, the president shall have the general supervision, direction and control of the business and affairs of the corporation. The president shall preside at all meetings of the members and directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 3. Vice President. In the absence or disability of the president, the vice president shall perform all the duties of the president. The vice president shall have other such powers and duties as may be prescribed from time to time by the Board of Directors.

Section 4. Secretary. The secretary shall keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the corporation and affix same to such papers and instruments as may be required in the regular course of business; shall make such service of such notices as may be necessary and proper; shall supervise the keeping of the books of the corporation; and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Section 5. Treasurer. The treasurer shall receive and safely keep all funds of the corporation and deposit same in such bank or banks as may be designated by the Board of Directors. The treasurer shall have such other powers and duties as may be from time to time prescribed by the directors.

ARTICLE VI. GENERAL

Section 1. Disbursements. The president and treasurer (and/or such other persons designated by the Board) shall be authorized to sign checks on behalf of the organization. Only one (1) signature is required for the disbursement of funds. The Board shall approve or ratify all disbursements in excess of \$50.00. Amended June 9, 1993 to read: Two signatures are required for disbursements of funds in excess of \$200. The Board shall approve or ratify all disbursements that exceed this amount that are not usual expenses associated with the business of the corporation.

Section 2. Titles and Headings Not to Control. The titles to Articles and headings of sections in these Bylaws are placed herein for the convenience of reference only and in case of conflict, the text, rather than such titles or headings, shall control.

Section 3. Separability. If any provision of these Bylaws is held illegal or invalid for any reason, then such illegality or invalidity is not to affect the remaining portions of these Bylaws. They shall be construed and remain in force as if the illegal or invalid portions had never been inserted or established, if the remaining portion will enable the objectives and purposes of the organization to be accomplished. Should any of the provisions or parts of these Bylaws be declared illegal or invalid, the Board shall immediately meet to consider whether it is prudent and possible to adopt a new provision to take the place of that declared illegal or invalid.

ARTICLE VII. AMENDMENT OF BYLAWS

These Bylaws may be amended or repealed and new Bylaws adopted by a two-thirds (2/3) vote of

the Board of Directors at any meeting of the Board of Directors, except that a Bylaw fixing changing the number of directors may be adopted, amended or repealed only by vote or written consent of a majority of the active members of the corporation.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify that I am the duly elected and acting secretary of San Francisco Tomorrow, Inc., a California corporation, and that the foregoing Bylaws comprised of 7 pages constitute the Bylaws of said corporation as duly adopted at a meeting of the Board of Directors duly held on _____.

IN WITNESS THEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this ____ day of _____ 19____

Secretary