

BYLAWS

Dogpatch & Northwest Potrero Hill Green Benefit District (GBD)

A California Nonprofit Public Benefit Corporation
Version 1.6

[Adopted by the Interim Board of Directors on September 30, 2015 and revised by the Board of Directors November 14, 2018

ARTICLE 1

ORGANIZATION

Section 1.1. Name - The name of this organization shall be Dogpatch & Northwest Potrero Hill Green Benefit District (the "GBD").

Section 1.2. Location - The principal office of the GBD 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 GBD (hereinafter, the "GBD Board").

Section 1.3. Boundaries - Pursuant to the California Streets and Highways Code Section 36612, the GBD is formed to manage the benefit assessment district known as the *Dogpatch & Northwest Potrero Hill Green Benefit District* (hereinafter, the "District"). The District'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.

Section 1.4. Structure and Authority - The GBD is a nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The GBD shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

The GBD 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 GBD 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 B* by this reference.

The GBD 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 GBD, and definitions in the California Nonprofit Public Benefit Corporation Law shall govern these Bylaws.

Subject to the provisions of the California Nonprofit Corporation Law, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 1.5. Fiscal Year - The fiscal year of the GBD shall begin on July 1st and end on June 30th of the following year.

ARTICLE 2 PURPOSE

Section 2.1. Purposes - The primary purposes of the GBD shall be to create, expand, enhance, clean, and maintain open spaces, parks, plazas, parklets, gardens, sidewalk greenings, and such other physical public realm areas within the District's boundaries as may be determined from time to time by the Board.

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

ARTICLE 3 NONPARTISAN ACTIVITIES and DEDICATION of ASSETS

Section 3.1 Dedication of Assets - The property of this GBD is irrevocably dedicated to charitable purposes meeting the requirements of the California Revenue and Taxation Code, Section 214. No part of the income or assets of the GBD shall inure to the benefit of any Director of the GBD or to any private person.

Upon dissolution of the GBD all assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed in accordance with the Administration Agreement (Article 11) between the GBD and the City and County of San Francisco dated November 17, 2015. Non-assessment funds 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.

Section 3.2 Non-Partisan Activities - GBD Directors or employees who attempt to influence legislation on behalf of the organization shall do so only if the purpose of the legislation is consistent with and/or constructive to the GBD's mission and only with express approval of the Board. No Board member shall refer to their Board membership or past Board membership in any manner regarding

legislation without express approval of the Board. No efforts by the GBD regarding legislation shall include publication or dissemination of information or materials or shall be so extensive as to be considered "substantial" by IRS regulation. The GBD shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 4 MEMBERSHIP

Section 4.1. Membership The GBD shall not have any members as defined in Section 5056 of the California Corporations Code.

ARTICLE 5 BOARD OF DIRECTORS

Section 5.1. Board Seats - The Board of the GBD shall consist of those individuals whose specifically designated seats and terms are set forth in *Exhibit C*, attached hereto and incorporated herein by this reference. Each member shall serve until the expiration of the term designated for their designated seat, or their death, resignation, or removal, whichever occurs first.

Section 5.2. Directors - The Board of Directors 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 set forth in *Exhibit C*.

Section 5.3. Board Composition - The Board will designate criteria for each of the Director seats in accordance with the following guidelines:

Director seats shall be apportioned between the Zones according to the geographic distribution of net assessments from those Zones as shown in *Exhibit A* (Boundaries of the District) and reflected in *Exhibit C* (Board Seats with Terms) with the exception that no zone will be represented by fewer than 3 Directors.

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

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

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

At least two Directors shall be Green Space Advocates who possess expertise consistent with and helpful to the mission of the GBD and who may or may not live in the district.

Section 5.4. Vacancies - In the case of a Director's resignation, death, or removal, the Board shall appoint a qualified candidate. A Director selected to fill a vacancy shall serve the complete term of the vacated seat.

Section 5.5 Term - Each elected Director shall serve a three-year term beginning with the April board meeting following the Director's election to the Board. All partial terms greater than half a term shall be considered as full terms in determining the number of successive terms. No Director shall serve more than two consecutive terms. A Director may be re-elected to the Board after an absence of at least twelve months. Each Director, including one elected or one appointed to fill a vacancy, shall hold office until expiration of the term of the seat to which elected or appointed. If a Director ceases to qualify for their specific seat, they shall resign or be removed.

Section 5.6. Compensation - No Director shall be compensated by the GBD for services rendered to the organization during their term of office. No spouse, sibling, parent, child or employee of a sitting Director maybe be compensated by the GBD except by Board approval. Any Director may be reimbursed for reasonable expenses as determined by resolution of the Board.

Section 5.7. Duties

- a. Each Director shall register their current postal and email address with the Secretary, and notices sent to them at either address shall be considered valid.
- b. 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 GBD, by the Management Plan, by these Bylaws, and by action of the Board.
- c. The Board is authorized to enter into contracts and agreements, borrow or lend funds, accept and make grants and donations, encumber property of the GBD, contract for services and pay for such services, and undertake all financial and programmatic actions as are necessary or desirable to further the purposes of the GBD.
- d. 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 GBD including, but not limited to, the Executive Director.
- e. 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.
- g. Directors shall not be personally liable for the debts, liabilities, or other obligations of the GBD.

h. All Directors, officers, contractors, employees, and staff of the GBD shall adhere to the Conflict of Interest Policy of the GBD, attached hereto and incorporated herein as *Exhibit D*.

Section 5.8. Standard of Care - Any Director shall perform the duties in good faith and in the best interests of the GBD and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing its duties, a Director shall be entitled to rely on information, opinions, reports, including financial statements and other financial data, prepared or presented by an officer or employee of the GBD or an expert or professional competent in their field. Except as provided for in California Corporations Code Section 5233, a person who performs the duties of a Director in accordance with the above standard of care shall have no liability based on any alleged failure to discharge their duties, actions or omissions that exceed or defeat a charitable purpose to which the GBD is dedicated.

Section 5.9. Resignation - A Director may resign by giving written notice to the President.

Section 5.10. 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, 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 their designated seat, or who fails to adhere to the Code of Conduct. The Board may remove 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 GBD Public Benefit Corporation Law. Vacancies shall be filled in accordance with TERMS, herein.

ARTICLE 6

ELECTIONS

Section 6.1. Elections - Board elections shall be held in the month of March of each year unless prevented by conditions beyond the control of the Board.

Section 6.2. Voting Eligibility - The Directors of the GBD shall be elected by district property owners under the terms set forth herein:

- a. Each individual or entity owning property within the boundaries of the District shall be entitled to a minimum of one vote per ballot.
- b. Each property owner's annual assessment(s) shall be divided by 3,000 and the resulting number added to 1 (the minimum vote guarantee).
- c. 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 dividing the combined assessments of the multiple properties by 3,000.

Section 6.3. 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 GBD website, sent electronically to all email addresses in the GBD database and sent via USPS postal mail to all District property owners. Nominations and applications will be made on the GBD website.

Section 6.4. Balloting - Votes shall be collected by digital and/or printed and mailed ballots. Distribution of ballots and vote tabulation shall be managed by an ad hoc Balloting Oversight committee consisting of 2 Directors and 1 non-Director as approved by the Board.

ARTICLE 7

OFFICERS

Section 7.1. 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 current Directors.

Section 7.2. 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.

Section 7.3. Election - Officers shall be elected by the Board at the April Board Meeting following the election of Directors. Candidates may be nominated by the Board in writing, digitally or via post to the President, and from the floor. 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.

Section 7.4. 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 President. 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.

Section 7.5. Vacancy - Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by a Director by vote of the Board according to the guidelines in Section 7.3. A Director selected to fill a vacancy shall serve the complete term of the vacated seat.

Section 7.6. 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 Rosenberg's Rules of Order unless superseded by these Bylaws. At any time the GBD does not have an Executive Director, the President shall, subject to the approval of the Board, shall assume the duties of the Executive Director.

Section 7.7. 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.

Section 7.8. 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 GBD'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 California Brown Act, the California Public Records Act, City of San Francisco Sunshine Ordinance, and the Administration Agreement between the GBD and the City and County of San Francisco, 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 insure that a GBD website is 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.

Section 7.9. Treasurer - The Treasurer shall be the custodian of, and be responsible for all funds and securities of the GBD; shall deposit all funds in the name of the GBD in such banks, trust companies, or other depositories as are designated by the Board.

The Treasurer shall work with the Executive Director to 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 GBD financial transactions and a summary of the GBD'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 GBD from any source; and shall accept and acknowledge amounts over \$25 on behalf of the GBD all additional funds, contributions, gifts, bequests, grants, or property received by the GBD.

The Treasurer shall disburse, or cause to be disbursed, the funds of the GBD 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 GBD'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 within a reasonable time to any Director, or to his or her agent or attorney, on request thereof.

The treasurer shall insure that relevant GBD financial records are available for an annual audit or audit review prepared by an outside CPA.

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

Section 7.10. 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 Rosenberg's Rules of Order, and takes precedence over that of any presiding officer.

Section 7.11. Signing Authority - Except in those instances in which the authority to execute any document is expressly delegated to another office or agent of the GBD by the Board or these Bylaws, the President or the Executive Director may execute on behalf of the GBD any contracts, deeds, mortgages, bonds, or other instruments or writings that have been authorized by the Board to conduct the GBD's business in its ordinary course.

ARTICLE 8

MEETINGS

Section 8.1. Locations - All Board and standing committee meetings of the GBD shall be held within the Potrero Hill or Dogpatch neighborhoods.

Any Board 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.

Section 8.2. Annual Meeting - The Annual meeting of the Board shall be held in April of each year and shall include the election of officers, mid-year reports of the Treasurer and the Executive Director, and transaction of other business that may come before the Board.

Section 8.3. Special Meetings - Special meetings may be called by the President, Vice-President, or by any four (4) Directors, and shall adhere to the location and notification requirements of these Bylaws and the California Brown Act.

Section 8.4. Meeting Notice - Mail notice shall be deemed delivered upon its deposit in the USPS postal mail; 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. All meetings shall be noticed by posting the meeting agenda at the San Francisco Library, on the GBD calendar and on the GBD website.

Section 8.5. Presiding Officer - Meetings of the Board shall be presided over by the President or, in their absence, by the Vice President, or, in the absence of both officers, by the Secretary, or, in the absence of those 3 officers, the Treasurer. If none are available, then a meeting Chair chosen by vote of the Directors present.

Section 8.6. Quorum - A quorum shall consist of at least 50% plus 1 of the number of Directors. 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.

Section 8.7. California Brown Act Compliance - Meetings shall be conducted in compliance with the California Brown Act.

ARTICLE 9

COMMITTEES

Section 9.1. Standing Committees - The Board has two standing committees: Executive and Service. Additional standing committees may be created at the discretion of the Board. All standing committee meetings shall be noticed and held in accordance with the California Brown Act requirements. No committee shall consist of a quorum of the Board.

Section 9.2. Executive Committee - The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer and up to two Directors appointed by the President of the Board. The Executive Committee shall work with the Executive Director to oversee the business and affairs of the Corporation between meetings of the board. It may exercise only the authority given to it by the Board and documented in minutes.

a. Executive Committee - Purpose - The Executive Committee establishes goals and objectives for the organization and makes recommendations to the Board of Directors on all major policy matters. The Executive Committee acts as an Interim Board and is empowered to act on behalf of the Board of Directors, and does so in matters which are considered by the President and/or Board of Directors to require special consideration or handling, or matters which are timely and cannot wait for the next meeting of the full Board. Such interim actions must be reported to the full Board of Directors as promptly as possible.

b. Executive Committee - Meetings - The Executive Committee shall meet at any time when a meeting is called by the President or by a quorum of the committee. All members of the Executive Committee shall be notified of meetings as required by the California Brown Act. The Executive Committee, including the President, can set the agenda for regular Board meetings. A quorum of the

Executive Committee shall consist of two thirds of its members. Executive Committee meetings are open to Board members and the general public.

Section 9.3. Service Committee - The majority of Service Committee members shall be Directors. The Service Committee may include other non-voting members.

a. Service Committee - Purpose - The Service Committee plans and oversees the work of the GBD's landscape and cleaning contractors. The committee solicits, reviews and makes recommendations to the Board concerning suggestions and requests for small capital projects. Committee members assist in the planning for park and greenspace maintenance and improvements.

b. Service Committee - Meetings - The Service committee meets monthly with the meeting date and location posted to the GBD Calendar.

Section 9.4. Ad Hoc Committees - The Board may create ad-hoc committees. These committees shall not have independent authority and shall serve in an advisory capacity. Such committees:

- a. Must be composed of less than a quorum of the board,
- b. May include non-board members,
- c. Must have a finite charge by the Board and be required to report back to the Board within a specific period,
- d. Shall be created to deal with a specific subject and make recommendations to the Board,
- e. Shall establish their own meeting schedule, and
- f. Shall have no continuing subject matter jurisdiction.
- g. Ad Hoc committees shall not be required to follow the meeting requirements of Board Committees.

ARTICLE 10

EXECUTIVE DIRECTOR

Section 10.1. Position - The Board shall hire an Executive Director (ED) as the Chief Operating Officer (COO) of the GBD. The ED shall discharge all responsibilities and perform all duties usually incident to the office of COO as well as such other duties prescribed by the Board. The ED shall represent the GBD in any and all public forums with local, state and federal jurisdictions. The ED shall not concurrently serve as a Director of the GBD.

Section 10.2. 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 GBD, 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 GBD, all matters of policy which may affect the GBD, 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 GBD, the ED may negotiate on behalf of the GBD any contracts as the conduct of the GBD's business in its ordinary course requires. All entities with which the GBD 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 GBD. Execution of all contracts in excess of \$10,000 must be approved by the Board.

ARTICLE 11

INDEMNIFICATION BY CORPORATION

Section 11.1. Non-Liability of Directors - The Directors shall not be personally liable for the debts, liabilities, or other obligations of the GBD.

Section 11.2 Right to Indemnification - The GBD shall indemnify its Directors and Executive Officers and employees to the full extent permitted by the California Nonprofit Corporation Law so long as the Director, Executive Officer, or employee was acting within good faith in a manner that is in the best interest of the GBD and within the course and scope of its role within the GBD. The GBD shall not be required to indemnify any Director or Executive Officer or employee in connection with any proceedings against the GBD or its Directors, officers, employees, or other agents unless the indemnification is required by law or the proceeding was authorized by the Board, or the Board, in its sole discretion, provides such indemnification.

Section 11.3. Insurance - The GBD shall have the power to purchase and maintain insurance on behalf of any Director, officer, employee, or agent of the GBD against any liability asserted against or incurred by the Director, officer, employee, or agent in any such capacity or arising out of the status of the Director, officer, employee, or agent.

ARTICLE 12

CORPORATE RECORDS AND REPORTS

Section 12.1. Documents - The GBD shall maintain all Minutes of meetings, all books and records of account including all financial records, a copy of the Articles of Incorporation and Bylaws at its principal location in the State of California.

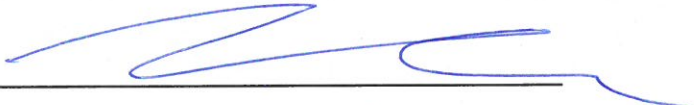
Section 12.2 Annual Report. The Annual Report shall be delivered to all Directors in accordance with the requirements of the California Corporations Code. The GBD shall obtain a financial audit for a tax year in which it receives gross revenue of Two Million Dollars (\$2,000,000) or more, excluding grants or contract income from any governmental entity for which that entity requires an accounting. Any audited financial statements obtained by the GBD shall be made available to the Attorney General and the public. Such statements shall be maintained at the principal location of the GBD for three years.

ARTICLE 13
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.

CERTIFICATE OF SECRETARY

I, Kate Eppler, hereby certify that I am the duly elected and acting Secretary of the Dogpatch & Northwest Potrero Hill Green Benefit District, a California GBD public benefit corporation and that the foregoing Bylaws, consisting of 13 pages, constitutes the Bylaws of the GBD Corporation as duly adopted by the Board of Directors effective on this ____ day of November 2018.



Secretary of the Board of Directors

EXHIBITS

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

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

Exhibit C - 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 D – Conflict of Interest Policy

The GBD's 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 GBD actions, positions, policies, or goals. In order to minimize these real or perceived situations the GBD 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.