

08/31/84  
02/24/86  
01/08/97

BY-LAWS  
OF  
STARR KING PARK

ARTICLE I. NAME

Section 1. The name of this corporation is Starr King Park.

ARTICLE II. PRINCIPAL OFFICE

Section 1. The principal office of the corporation for the transaction of its business (the "Principal Office") is located at the San Francisco Public Library, Potrero Branch, 1616 - 20th Street, San Francisco, California 94107.

The Board of Directors (the "Board") may change the Principal Office from one location to another. Any change of location of the Principal Office shall be noted by the Secretary of the Board on these by-laws opposite this Section; or this Section may be amended to state the new location of the Principal Office.

ARTICLE III. PURPOSES

Section 1. Starr King Park will maintain, manage, and improve as open space the area:

PARCEL ONE

BEGINNING AT A POINT ON THE WESTERLY LINE OF WISCONSIN STREET, DISTANT THEREON 641.00 FEET SOUTHERLY FROM THE SOUTHERLY LINE OF 23RD STREET AND THENCE RUNNING SOUTHERLY ALONG SAID LINE OF WISCONSIN STREET AND ITS SOUTHERLY PROLONGATION 225.00 FEET TO THE FORMER NORTHERLY LINE OF 25TH STREET, AS SAID LINE OF 25TH STREET EXISTED PRIOR TO CONDEMNATION BY THE UNITED STATES DISTRICT COURT ACTION NO. 23204; THENCE AT A RIGHT ANGLE WESTERLY ALONG SAID FORMER LINE OF 25TH STREET 200.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 225.00 FEET THENCE AT A RIGHT ANGLE EASTERLY 200.00 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF NEW POTRERO BLOCK 191.

EXCEPTING THEREFROM THAT PORTION DESCRIBED AS FOLLOWS:

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BEGINNING AT A POINT ON THE WESTERLY LINE OF WISCONSIN STREET DISTANT THEREON 508.24 FEET NORTHERLY FROM THE FORMER NORTHERLY LINE OF 26TH STREET, AS SAID FORMER LINE EXISTED PRIOR TO THE VACATION OF A PORTION OF 26TH STREET BY ORDINANCE NO. 548-83 OF THE BOARD OF SUPERVISORS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ADOPTED NOVEMBER 28, 1983, AND THENCE RUNNING NORTHERLY ALONG SAID LINE OF WISCONSIN STREET 32.46 FEET; THENCE RUNNING SOUTHWESTERLY ON THE ARC OF A CURVE TO THE LEFT, WHOSE TANGENT DEFLECTS  $94^{\circ} 54' 17''$  TO THE LEFT FROM THE PRECEDING COURSE, WITH RADIUS 104.00 FEET, CENTRAL ANGLE  $25^{\circ} 47' 38''$ , A DISTANCE OF 46.82 FEET; THENCE RUNNING SOUTHWESTERLY TANGENT TO THE PRECEDING CURVE 59.43 FEET; THENCE RUNNING SOUTHWESTERLY, WESTERLY AND NORTHWESTERLY ON THE ARC OF A CURVE TO THE RIGHT TANGENT TO THE PRECEDING COURSE, WITH RADIUS 72.00 FEET; CENTRAL ANGLE  $101^{\circ} 21' 33''$  A DISTANCE OF 127.37 FEET TO A POINT ON THE EASTERLY LINE OF CAROLINA STREET; THENCE DEFLECTING  $160^{\circ} 39' 38''$  TO THE LEFT FROM THE TANGENT TO THE PRECEDING CURVE AT THE LAST SAID POINT AND RUNNING SOUTHERLY ALONG SAID EASTERLY LINE OF CAROLINA STREET 58.23 FEET; THENCE RUNNING SOUTHEASTERLY, EASTERLY AND NORTHEASTERLY ON THE ARC OF A CURVE TO THE LEFT, WHOSE TANGENT DEFLECTS  $52^{\circ} 22' 20''$  TO THE LEFT FROM THE PRECEDING COURSE, WITH RADIUS 108.00 FEET, CENTRAL ANGLE  $68^{\circ} 19' 35''$ , A DISTANCE OF 128.79 FEET; THENCE RUNNING NORTHEASTERLY TANGENT TO THE PRECEDING CURVE 58.38 FEET; THENCE NORTHEASTERLY ON THE ARC OF A CURVE TO THE RIGHT TANGENT TO THE PRECEDING COURSE, WITH RADIUS 72.00 FEET, CENTRAL ANGLE  $21^{\circ} 31' 05''$ , A DISTANCE OF 27.04 FEET; THENCE RUNNING NORTHEASTERLY, EASTERLY AND SOUTHEASTERLY ON THE ARC OF A COMPOUND CURVE, WITH RADIUS OF 10.00 FEET, CENTRAL ANGLE  $14^{\circ} 55' 11''$ , A DISTANCE OF 2.60 FEET TO SAID WESTERLY LINE OF WISCONSIN STREET AND THE POINT OF BEGINNING.

ALSO EXCEPTING THEREFROM THAT PORTION LYING WITHIN THE MAP OF PARKVIEW HEIGHTS, FILED MAY 8, 1985, SERIES NO. 493855, OFFICIAL RECORDS, CITY AND COUNTY OF SAN FRANCISCO.

FEET TO THE FORMER NORTHERLY LINE OF 25TH STREET, AS SAID NORTHERLY LINE OF 25TH STREET EXISTED PRIOR TO CONDEMNATION BY THE UNITED STATES DISTRICT COURT ACTION NO. 23204; THENCE AT A RIGHT ANGLE WESTERLY ALONG SAID FORMER LINE 100.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 366.67 FEET; THENCE AT A RIGHT ANGLE WESTERLY 100.00 FEET TO THE EASTERLY LINE OF DE HARO STREET; THENCE AT A RIGHT ANGLE NORTHERLY ALONG SAID LINE OF DE HARO STREET 199.33 FEET; THENCE AT A RIGHT ANGLE EASTERLY 100.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 233.33 FEET; THENCE AT A RIGHT ANGLE EASTERLY 50.00 FEET; THENCE AT A RIGHT ANGLE NORTHERLY 66.67 FEET TO SAID LINE OF 23RD STREET; THENCE AT A RIGHT ANGLE EASTERLY ALONG SAID LINE OF 23RD STREET 50.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM THAT PORTION LYING WITHIN THE MAP OF PARKVIEW HEIGHTS, FILED MAY 8, 1985, SERIES NO. 493855, OFFICIAL RECORDS, CITY AND COUNTY OF SAN FRANCISCO.

BEING PORTIONS OF NEW POTRERO BLOCKS 181 AND 182.

- (a) The purpose of Starr King Park is to create an outdoor open park, unrestricted and unhampered by enclosures.
- (b) Starr King Park is organized as a private operating foundation dedicated to the preservation and maintenance of open space.
- (c) The specific and primary purposes of Starr King Park are to use the land described in this Article III in such a manner as to provide community stewardship of that land so that the benefit thereof may be enjoyed by future generations, and to meet the open space needs of this urban area, all in accordance with Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

#### ARTICLE IV. BOARD OF DIRECTORS

Section 1. The authorized number of members of the Board of Directors is nine (9), unless such number is changed pursuant to amendment of these by-laws. However, if at times the number of board members shall be fewer than nine (9) due to vacancies on the board, action and business of the board shall continue to be conducted with the remaining directors acting as a full board. Members of the Board of Directors shall be elected at large from the Potrero Hill neighborhood, said neighborhood being the area bounded by:

POTRERO AVENUE ON THE WEST, 16TH STREET ON THE NORTH,  
THIRD STREET ON THE EAST AND ARMY STREET ON THE SOUTH.

- Section 2. Election and Term. Nine (9) residents of the above-described Potrero Hill neighborhood will be elected at the annual February meeting of the Board of Directors, commencing February, 1986, and each member of the Board of Directors shall serve a term of two (2) years.
- Section 3. Powers. The activities and affairs of the corporation will be conducted and all corporate powers will be exercised by or under the authority and direction of the Board of Directors.
- Section 4. Meetings. All meetings of the Board of Directors will be open to the public. The regular annual meeting will be held on the first Wednesday in the month of February at the Potrero Hill Neighborhood House. Additional regular meetings of the Board of Directors will be held monthly. Notice of such regular meetings will be given as determined by resolution of the Board of Directors.
- Special meetings of the Board of Directors may be called by any officer of the Board or by any two Board members. Notice of such special meetings will be given to all directors and officers of the Board a minimum of twenty-four hours in advance of the meeting if delivered personally or by telephone, FAX or telegraph.
- Section 5. Quorum. A quorum for the transaction of business shall consist of one more than half the number of Board members currently on the Board, but in no event fewer than four (4) members. There will be no proxies; members of the Board of Directors must be present at the meeting to vote.
- Section 6. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting of the Board may be taken without a meeting if all members of the Board consent in writing to such action which shall have the force of a unanimous vote. This consent may be submitted individually or collectively.
- Section 7. Resignation. Any director may resign upon written notice given at least two weeks in advance of such resignation to the President and the Secretary of the Board of Directors.
- Section 8. Vacancies. The Board of Directors shall have the power, between annual meetings, to elect new directors to serve out to the date of expiration of the term thereof any vacancies on the Board, whether such vacancies be caused by resignation, termination or death of any Board member.
- Section 9. Just Cause. Members of the Board of Directors are subject to censure or termination for just cause, including but not limited to incapacity and incompetence, by a majority vote of a quorum of the Board of Directors, after a special hearing called by the Board of Directors at which the Board member subject to censure or termination is given notice and an opportunity to be heard.

Section 10. Subcommittees. Subcommittees may be appointed by the Board of Directors when deemed necessary by the Board.

#### ARTICLE V. OFFICERS

Section 1. Names of Officers. The officers of this corporation are the President, Vice-President, Secretary and Treasurer. No person shall serve concurrently in more than one office.

Section 2. Selection and Term. Officers will be selected annually by a majority vote of the directors at the annual meeting, at which a quorum of at least five (5) members of the Board must be present.

Officers shall be selected from the members of the Board of Directors and shall serve without compensation; provided, however, that said officers shall be entitled to reimbursement for costs incurred on behalf of the corporation pursuant to Article IX hereof.

Any officer may resign upon two week's prior written notice to the President and Secretary of the Board of Directors.

Section 3. Duties. The President shall preside at all meetings of the Board of Directors. She/He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him or her by the Board of Directors.

At the request of the President, or in the event of his or her absence or disability, the Vice-President shall perform the duties and possess and exercise the powers of the President and, to the extent authorized by law, the Vice-President shall have such other powers as the board of Directors may determine, and shall perform such other duties as may be assigned to him or her by the Board.

The Secretary shall have charge of such books, documents and papers as the Board of Directors may determine and shall have custody of the corporate seal if there be a corporate seal. He/She shall attend and keep the minutes of all meetings of the Board of Directors. She/He shall keep a record containing the names of the directors and officers of the Board, showing their place of residence and proper address for the mailing of the notice of meetings of the Board. Such books, documents and papers shall be open to the public upon wirtten request to the Board of Directors. She/He may co-sign with the President or the Vice-President, in the name of and on behalf of the corporation, any contracts or agreements authorized by the Board of Directors. She/He may affix the seal of the corporation. She/He shall in general perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him or her by the Board.

The Treasurer shall have custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. She/He must be bonded by the Starr King Park corporation for the faithful performance of his or her duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper he/she may endorse on behalf of the corporation for collection checks, notes and other obligations, and shall deposit the same to the credit of the corporation at such bank or banks, depository or other financial institution as the Board of Directors may designate. He/She shall sign all receipts and vouchers and, together with the President, shall make such payments as may be necessary or proper to be made on behalf of the corporation. He/She shall enter regularly on the books accurate accounts of all moneys and obligations received and paid or incurred by him or her for or on account of the corporation, and shall exhibit such books at all reasonable times to any director of the corporation. He/She shall in general perform all of the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

#### ARTICLE VI. TRANSACTIONS

- Section 1. The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of and is fair and reasonable to the corporation and, after reasonable investigation under the circumstances, determines that this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such action must be approved by a two-thirds (2/3) vote of the full Board of Directors being six (6) directors. The Board member involved in such transaction shall be excluded from voting to approve the transaction.

#### ARTICLE VII. INDEMNIFICATION

- Section 1. This corporation shall provide indemnification to the members of the Board of Directors to the full extent authorized by law. The Board of Directors shall adopt a resolution authorizing the purchase of insurance on behalf of the corporation or all agents of the corporation against any liability asserted against, or incurred by, said agents in such capacity, or arising out of the agent's status.

#### ARTICLE VIII. FISCAL YEAR

- Section 1. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each calendar year.

ARTICLE IX. PROHIBITION AGAINST  
SHARING CORPORATE EARNINGS

Section 1. No director, officer, employee or member of a committee or subcommittee of, or person connected with the corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation. However, this Section shall not be construed to prevent the payment to any such person of such reasonable expenses for services rendered to or for the corporation in effecting any of its purposes, which expenses shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

ARTICLE X. AMENDMENT

Section 1. These by-laws may be amended by the vote of a minimum of six (6) members of the Board of Directors. Any vote to amend these by-laws shall be held at a duly called meeting at which a quorum plus one (1) is present, provided, however, that the proposed amendment has been announced at the previous meeting at which a quorum was present. The proposed amendment must also be included in the notice, if any, of the meeting at which such action to amend is proposed to take place. Public notice of the proposed meeting on a change of the by-laws may be given at least two weeks prior to the meeting in a manner reasonably calculated to reach all persons in the Potrero Hill neighborhood, as defined in Article IV hereof.

ARTICLE XI. TERM

Section 1. The corporation shall commence as of the date upon which the Articles of Incorporation of Starr King Park are filed with the Secretary of State of the State of California, and shall continue in perpetuity unless dissolved earlier in accordance with the terms of these by-laws and of the Articles of Incorporation.