

PARTNERSF

Bylaws

of PartnerSF, a California Nonprofit Public Benefit Corporation

DRAFT — PENDING BOARD ADOPTION

These Bylaws have not yet been adopted. They take effect only when adopted by the Board of Directors, as recorded in the Secretary's certificate at the end of this document.

Revised draft · October 2026 · San Francisco, California

Article I — Name and Offices

Section 1.1. Name. The name of this corporation is PartnerSF (the "Corporation").

Section 1.2. Principal Office. The principal office of the Corporation shall be located in the City and County of San Francisco, State of California, at such address as the Board of Directors (the "Board") may designate by resolution. The Board may change the principal office from one location to another within the State of California by resolution; such a change shall be recorded in the minutes and shall not be considered an amendment of these Bylaws.

Section 1.3. Other Offices. The Corporation may also maintain offices at such other places, within or outside the State of California, as the Board may from time to time determine or as the business of the Corporation may require.

Article II — Purpose

Section 2.1. General Purpose. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 2.2. Specific Purpose. The specific purpose of the Corporation is to build private-civic partnerships that strengthen San Francisco neighborhood economies and community wellbeing through neighborhood-level research and public programming.

Article III — Membership

Section 3.1. No Members. The Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Corporation Law. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

Section 3.2. Associates and Supporters. Nothing in this Article shall be construed as limiting the right of the Corporation to refer to persons associated with it as "members" even though such persons are not members as defined in Section 5056 of the California Nonprofit Corporation Law, and no such reference shall constitute anyone a member within the meaning of said Section. The Corporation may confer, by amendment of its Articles or these Bylaws, some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote on matters specified in the California Nonprofit Corporation Law.

Article IV — Board of Directors

Section 4.1. General Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4.2. Number of Directors. The authorized number of directors shall be not less than three (3) and not more than fifteen (15), with the exact number to be fixed from time to time by resolution of the Board. The initial number of directors shall be three (3).

Section 4.3. Qualifications. Directors shall be natural persons who are committed to the mission and purposes of the Corporation. Directors need not be residents of the State of California. No more than forty-nine percent (49%) of the persons serving on the Board may be "interested persons" as defined in Section 5227 of the California Nonprofit Corporation Law.

Section 4.4. Election and Term of Office. Directors shall be elected by a majority vote of the directors then in office at the annual meeting of the Board. Each director shall serve a term of three (3) years, commencing on the date of election, and may serve a maximum of two (2) consecutive terms. After a one-year absence from the Board, a former director may be re-elected.

Section 4.5. Staggered Terms. The directors shall be divided into three (3) classes, as nearly equal in number as possible, with the terms of office of one class expiring each year. At the first meeting of the Board, the initial directors shall determine by lot which directors shall serve initial terms of one (1), two (2), or three (3) years in order to establish the staggered term structure.

Section 4.6. Vacancies. A vacancy on the Board shall exist upon the death, resignation, or removal of any director, or whenever the authorized number of directors is increased. Vacancies on the Board may be filled by approval of the Board or, if the number of directors then in office is less than a quorum, by a majority of the directors then in office or by a sole remaining director. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

Section 4.7. Resignation. Any director may resign by giving written notice to the Chair, the Secretary, or the Board. Such resignation shall take effect at the time specified therein or, if no time is specified, upon receipt. Unless otherwise specified, acceptance of the resignation shall not be necessary to make it effective.

Section 4.8. Removal. Any director may be removed, with or without cause, by the vote of a majority of the directors then in office at a special meeting called for that purpose, provided that notice of the proposed removal has been given to the director in question at least ten (10) days prior to the meeting. A director who is absent from three (3) or more consecutive regular Board meetings without prior notice may be deemed to have resigned, upon determination of the Board.

Section 4.9. Compensation. Directors shall serve without compensation for their services as directors, but may be reimbursed for actual and necessary expenses incurred in the performance of their duties. Nothing herein shall preclude a director from serving the Corporation in another capacity and

receiving reasonable compensation for such service.

Article V — Meetings of the Board

Section 5.1. Annual Meeting. The Board shall hold an annual meeting during the first quarter of each fiscal year for the purposes of organization, election of directors and officers, and the transaction of other business. The annual meeting shall be held at a time and place determined by the Board or the Chair.

Section 5.2. Regular Meetings. The Board shall hold regular meetings at least four (4) times per year, at such dates, times, and places as determined by the Board or the Chair. Notice of regular meetings shall be given to each director at least seven (7) days prior to the meeting.

Section 5.3. Special Meetings. Special meetings of the Board may be called by the Chair, the Vice Chair, the Secretary, or any two (2) directors. Notice of special meetings shall state the date, time, place, and purpose of the meeting and shall be given to each director at least forty-eight (48) hours prior to the meeting, by personal delivery, telephone, electronic mail, or other electronic means.

Section 5.4. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 5.5. Participation by Electronic Means. Directors may participate in any meeting of the Board through the use of conference telephone, video conferencing, or any other communications equipment by means of which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 5.6. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 5.7. Minutes. The Secretary or the Secretary's designee shall keep or cause to be kept minutes of each meeting of the Board, recording all actions taken, votes, and the substance of all matters discussed.

Article VI — Officers

Section 6.1. Officers. The officers of the Corporation shall be a Chair of the Board, a Vice Chair, a Secretary, and a Treasurer. The Corporation may also have such other officers as the Board may designate from time to time. One person may hold two or more offices, except that neither the Secretary nor the Treasurer may serve concurrently as the Chair.

Section 6.2. Election and Term. Officers shall be elected by the Board at the annual meeting and shall serve terms of one (1) year. Officers may be re-elected to successive terms without limit.

Section 6.3. Chair of the Board. The Chair shall preside at all meetings of the Board, shall have general supervision of the affairs of the Corporation, and shall perform all duties incident to the office of Chair and such other duties as may be assigned by the Board.

Section 6.4. Vice Chair. In the absence of the Chair, the Vice Chair shall perform all duties of the Chair and shall have such other powers and duties as may be assigned by the Board or the Chair.

Section 6.5. Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the Board, shall give or cause to be given all required notices, shall maintain the corporate records, and shall have such other powers and duties as may be assigned by the Board or the Chair.

Section 6.6. Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall keep or cause to be kept adequate and correct accounts of the Corporation's properties and financial transactions, and shall render reports and accountings to the Board as required. The Treasurer shall ensure that all money and other valuables are deposited in the Corporation's name in designated depositories and shall disburse funds as directed by the Board.

Section 6.7. Executive Director. The Board may appoint an Executive Director who shall serve at the pleasure of the Board and be the chief executive officer of the Corporation. The Executive Director shall, subject to the control of the Board, supervise and control the day-to-day affairs of the Corporation, manage all employees and contractors, and have such other powers and duties as the Board may prescribe. The Executive Director shall not be a voting member of the Board unless separately elected as a director.

Section 6.8. Removal. Any officer may be removed, with or without cause, by the Board at any regular or special meeting.

Article VII — Committees

Section 7.1. Standing Committees. The Board shall establish the following standing committees, each chaired by a director appointed by the Chair of the Board:

- (a) **Executive Committee.** Composed of the Chair, Vice Chair, Secretary, and Treasurer. The Executive Committee may exercise all powers of the Board between meetings, except those powers reserved by law or these Bylaws exclusively to the full Board.
- (b) **Finance Committee.** Responsible for overseeing the Corporation's financial affairs, reviewing the annual budget, monitoring financial performance, and recommending financial policies to the Board.
- (c) **Governance and Nominating Committee.** Responsible for identifying, vetting, and recommending candidates for election to the Board, overseeing Board orientation and development, and reviewing and recommending changes to governance policies.

Section 7.2. Ad Hoc Committees. The Board or the Chair may create ad hoc committees as needed to address specific issues. Ad hoc committees shall be dissolved upon completion of their assigned tasks or by action of the Board.

Section 7.3. Committee Authority. No committee shall have the authority to: (a) fill vacancies on the Board; (b) amend the Articles of Incorporation or Bylaws; (c) approve any transaction involving self-dealing; (d) approve any action requiring Board approval under the California Nonprofit Corporation Law.

Article VIII — Indemnification

Section 8.1. Right to Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify its directors, officers, employees, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that the person is or was a director, officer, employee, or agent of the Corporation, provided such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation.

Section 8.2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any director, officer, employee, or agent against any liability asserted against or incurred by such person in such capacity, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

Article IX — Fiscal Matters

Section 9.1. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, unless otherwise determined by the Board.

Section 9.2. Books and Records. The Corporation shall keep correct and complete books and records of account and minutes of the proceedings of the Board and its committees. All books and records of the Corporation may be inspected by any director for any proper purpose at any reasonable time.

Section 9.3. Annual Report. The Board shall cause an annual report to be prepared within one hundred twenty (120) days after the close of the fiscal year, which shall contain a balance sheet as of the end of the fiscal year, an income statement for the fiscal year, and a statement of changes in financial position for the fiscal year.

Section 9.4. Annual Review or Audit. The Corporation shall cause its financial statements to be reviewed or audited annually by an independent certified public accountant, as the Board may determine appropriate given the size and financial position of the Corporation.

Article X — Conflicts of Interest

Section 10.1. The Corporation shall adopt and maintain a Conflict of Interest Policy in compliance with the requirements of the Internal Revenue Service for organizations exempt under Section 501(c)(3) of the Code. All directors, officers, and key employees shall be required to review and sign the Conflict of Interest Policy annually.

Article XI — Amendment

Section 11.1. These Bylaws may be adopted, amended, or repealed by the vote of a majority of the directors then in office at a duly held meeting of the Board at which a quorum is present, provided that written notice of the proposed amendment has been given to all directors at least seven (7) days prior to the meeting at which the amendment is to be considered.

Certificate of Secretary

I certify that I am the duly elected Secretary of PartnerSF, a California nonprofit public benefit corporation, and that these Bylaws were adopted by the Board of Directors on the date below, by ☐ vote at a duly held meeting of the Board, or ☐ unanimous written consent of the directors.

Date adopted _____

Name _____

Signature _____