

**ACTION BY WRITTEN BALLOT
WALK SAN FRANCISCO**

Under California Corporations Code Section 5513, the undersigned member of Walk San Francisco, a California nonprofit public benefit corporation, hereby acts by written ballot with respect to the matter described below.

EACH MEMBER MUST PERSONALLY EXECUTE AND RETURN THIS BALLOT FOR THIS BALLOT TO BE COUNTED.

| | |
|---|---|
| AMENDMENT OF BYLAWS | |
| RESOLVED that the First Amendment to the Bylaws of Walk San Francisco, in the form presented together with this ballot, be adopted. | <input type="checkbox"/> APPROVE <input type="checkbox"/> DISAPPROVE |

This written ballot must be returned to Walk San Francisco at 995 Market Street, Suite 1450, San Francisco, CA 94103 no later than **5:00pm, Friday, May 30, 2014**, in order to be counted. The ballot may be returned in person, by regular mail, or by email to vote@walksf.org.

The quorum requirement for this written ballot will be satisfied when written ballots are received from twenty percent (20%) of the members. The affirmative vote of sixty percent (60%) of the votes cast is required to approve the First Amendment to the Bylaws.

When a member specifies a choice on any matter presented for a vote on this ballot, the vote shall be cast as the member directs.

Signature

Date (M/DD/YY)

First Name

Last Name

Email Address

Mailing Address

Instructions to complete the ballot:

Step 1) Sign your ballot: E-sign OR print, sign, scan and email your ballot to vote@walksf.org

To E-sign:

- Click on the signature box
- Under "sign as" drop down, select "New ID"
- "Add Digital ID" box pops up, select "A new digital ID I want to create now"
- Follow the prompts to enter your name, email address, create a password, and sign

Step 2) Submit your ballot: save the file to your computer and email it to vote@walksf.org **OR** click Submit and use a mail application.

**FIRST AMENDMENT TO THE BYLAWS
OF
WALK SAN FRANCISCO**

WHEREAS the Board of Directors of this corporation has determined that it is in the best interests of this corporation to amend the Bylaws to terminate voting memberships;

WHEREAS member approval of these amendments to the Bylaws is required pursuant to Corporations Code Section 5150,

NOW, THEREFORE, IT IS RESOLVED that the Bylaws of this corporation are hereby amended as follows:

1. Article 2 is deleted in its entirety and replaced with the following:

**Article 2
Membership**

Section 1. Members. The corporation shall have no members within the meaning of Section 5056 of the California Corporations Code. The Board of Directors may, by resolution, establish one or more classes of nonvoting members, and provide for eligibility requirements for membership and rights and duties of members, including the obligation to pay dues. Any reference to such persons as “members” shall not constitute such persons as members of this corporation under the California Nonprofit Public Benefit Corporation Law.

2. In Article 3, Section 2, the first sentence is deleted and replaced with the following:

Section 2. Number and Eligibility. The affairs of Walk San Francisco shall be conducted by a Board of Directors elected in accordance with Section 4 of this Article.

3. Article 3, Section 3 is deleted in its entirety.

4. Article 3, Section 4 is deleted in its entirety and replaced with the following:

Section 4. Election and Term of Directors. The directors then in office shall elect their successors. Each director shall be elected for a term of two (2) years and shall hold office until a successor has been elected and qualified.

5. In Article 3, Section 7, the last sentence is deleted.

6. Article 5 is deleted in its entirety.

7. Article 6 is deleted in its entirety.

Walk San Francisco Bylaws

2/27/02

Article 1 Introduction

Section 1. Name and Purpose Walk San Francisco is hereby organized as a nonprofit corporation for the public benefit in accordance with its Articles of Incorporation heretofore adopted and filed. The mission statement of the organization is:

Walk San Francisco promotes walking as a safe and sustainable form of transportation that increases our city's livability, enhances public life, and improves public and environmental health. We are a coalition of organizations and individuals that seeks to improve San Francisco's walking environment through activism and policy advocacy that educates residents, city agencies, and elected officials regarding the need for more pedestrian-friendly streets.

Article 2 Membership

Section 1. Eligibility. The organization shall have one class of members with rights as specified in these Bylaws. The qualifications or eligibility requirements for membership and the rights and obligations of members shall be as provided in these Bylaws or under applicable law.

Section 2. Qualifications for Membership. Membership in this corporation shall be open to any person or organization that supports Walk San Francisco.

Section 3. Application for membership. Any person or entity desiring to become a member of Walk San Francisco shall make such application in writing or other process set up by the Board of Directors. In the case of an organization or other entity, at the time of application the entity shall designate the name of the person who shall exercise the voting right of that entity, and may name such substitutes as may be desirable, in the event of the absence of that particular person

Section 4. Membership dues. Membership dues shall be assessed annually from each member of Walk San Francisco. The dollar amount of dues shall be set by

the Board of Directors. Dues may be reduced or waived at the discretion of the Board to accommodate unusual circumstances or the Board may accept specified hours of work on projects to be assigned by the Board or staff, in lieu of payment of dues. The Board may establish a different level of dues for organizations than for individual members.

Section 5. Membership Roster. This corporation shall keep a membership roster containing the name of each member and the last address provided to this corporation by the member for purposes of notice. The roster shall indicate whether a member has paid dues.

Section 6. Nonliability of Members. No member of this organization shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 7. Termination of Membership. Membership in this corporation shall continue until terminated as provided in this Section, or until the member dies, dissolves, or resigns in a writing delivered to the Secretary or President of this corporation. No such resignation shall relieve the resigning member of any accrued but unpaid obligations of such member to this corporation.

- A. Basis for Termination. Membership in the corporation shall terminate upon the occurrence of any of the following events or conditions:
- i. Nonpayment of Dues. A member's membership in this corporation shall automatically terminate 3 months after such member is sent written notice of the failure to pay dues or fees on or before their due date. A member may avoid such termination by paying the amount of delinquent dues or fees within such 3-month period.
 - ii. Failure to Qualify. On a good faith finding by the Board of Directors that a member no longer meets the qualifications set forth in Article 2, Sections 1 and 2, such member's membership in this corporation shall terminate.
 - iii. Interests of Organization. On a good faith finding by the Board of Directors, made in accordance with this Section, that continued participation by the member in this corporation, as a member is not in the best interests of this organization and the furtherance of its purposes.

Article 3

Directors and Officers

Section 1. Corporate Powers; Exercise By Board. This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board.

Section 2. Number and Eligibility. The affairs of Walk San Francisco shall be conducted by a Board of Directors elected by the general membership in accordance with Section 4 of this Article. The Board of Directors shall consist of nine elected members. Directors of this corporation must be members of this corporation in good standing at the time of their election.

Section 3. Nominations by Members. Any member may nominate himself or herself or any other member to be a Board Member at any time by providing notice to the President or Secretary.

Section 4. Election and Term of Directors. Directors shall be elected at the annual meeting by the general membership for the terms described below. Each director shall hold office until expiration of the term and until a successor has been elected. There shall be no limit to the number of successive terms which an officer or director may serve.

- a . Directors shall be elected for a term of two years. The terms of the nine Directors shall be staggered so that no more than five are elected each year.
- b . For the annual board election, general members can cast one vote for each vacant board position. The top vote getters obtaining at least 10 votes will be elected to fill the vacant positions of the Board.

Section 5. Officers. The officers of Walk San Francisco shall be a President, Secretary, and Treasurer. The corporation may also have, at the discretion of the directors, such other officers as may be appointed by the Board of Directors.

- a . President. The role of the President is to facilitate communications, including calling and chairing meetings and providing leadership in developing and implementing programs. The President shall be the chief executive officer of Walk San Francisco and, subject to the Board of Directors, shall have the general supervision and control of the business of the Coalition. The President shall be an ex officio member of all standing and ad hoc committees of the Coalition.
- b . Secretary. The Secretary shall keep, or cause to be kept, minutes of the proceedings of all meetings and an up-to-date roster of the members of Walk San Francisco. The Secretary shall supervise all correspondence of the Coalition, including the Coalition newsletter, and have such other duties as may be prescribed by

- the Board of Directors. The Secretary assumes the duties of the President for Board Meetings not attended by the President.
- c. Treasurer. The Treasurer shall keep, or cause to be kept, accurate and correct accounts of the business transactions of Walk San Francisco, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Treasurer shall present an audit to the Annual Meeting and shall have such other duties as may be prescribed by the Board of Directors. The Treasurer assumes the duties of the President for Board Meetings not attended by the President nor the Secretary.

Section 6 Election and Term of Officers. Officers shall be elected for a term of one year by the Board of Directors at the first Board Meeting following the annual election of the Directors.

Section 7. Vacancies. If for any reason a vacancy should occur among the Officers or Directors of Walk San Francisco, such vacancy may be filled by appointment by the Board of Directors. The term of the appointee shall last until the next annual meeting of the general membership at which time an election by the general membership can be held.

Section 8. Removal of Directors or Officers. A director or an officer may be removed by a two-thirds majority vote of the full board. The following represents cause for removal:

- a. Excessive absences from Board Meetings.
- b. Any breach of the director's duty of loyalty to the Organization or its members;
- b. Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- c. Any transaction from which the director derived an improper personal benefit.

Section 9. Board Meetings. A meeting of the Board of Directors shall be held at least four times a year. Notice of the annual meeting and any special meetings of the Board of Directors shall be given to each director at least two weeks before any such meeting. Special meetings of the Board of Directors may be called by the President or any three directors.

Section 10. Quorum. A majority of the total number of directors then in office shall constitute a quorum.

Section 11. Action Without a Meeting. Any action required or permitted to be taken by the Board on short notice may be taken without a meeting if seven members of the Board shall individually or collectively consent to such action. Such written consents shall be filed with the minutes of the proceedings of the Board.

Section 12. No Compensation of Directors. The Board of Directors shall serve without compensation, but may authorize, by resolution, the payment to a director of reasonable and actual expenses incurred in serving as a director of this corporation, including for attending meetings of the Board and Board Committees.

Article 4

Indemnification of Directors

Section 1. Right of Indemnity. To the fullest extent allowed by Section 5238 of the California Nonprofit Public Benefit Corporation Law, this corporation shall indemnify its agents in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions.

Section 2. Approval of Indemnity. On written request to the Board of Directors in each specific case by any agent seeking indemnification, to the extent that the agent has been successful on the merits, the Board shall promptly authorize indemnification in accordance with Section 5238(d). Otherwise, the Board shall promptly determine, by a majority vote of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct stated in Section 5238(b) or Section 5238(c), and, if so, may authorize indemnification to the extent permitted thereby.

Article 5

Meetings

Section 1. General membership meetings: Walk San Francisco shall hold regular meetings during the course of the year, at dates decided upon by members of the Board of Directors. There shall be at least seven days notice of regular meetings. A tentative schedule of meetings shall also be posted in the organization's newsletter.

- Section 2. Calling Meetings: Other meetings of the general membership shall be called by the Board of Directors on an as-needed basis. There shall be at least seven days notice of other meetings of the general membership.
- Section 3. Meeting of Standing Committees: Committee meetings should be held on a regular basis for the transaction of committee business. Notice shall be posted in the newsletter as to the time and place such committee meetings.
- Section 4. Ad hoc committee meetings: If the Board of Directors, or the Board of Directors and the general membership think a new or temporary committee should be formed, the director will choose an interim chairperson to set up a schedule of meetings and conduct the business of the committee.
- Section 5. Chairing Meetings: The director of Walk San Francisco shall chair general membership meetings. The chairperson of each committee shall chair committee meetings.
- Section 6. Minutes: At General Membership and Board of Director meetings, a designated secretary shall record the proceedings. Minutes shall be provided on request.

Article 6

Voting by General Membership

- Section 1. Current members may vote on issues brought before the general membership, but only if their dues have been paid and they are not a lobbyists registered by the City of San Francisco.
- Section 2. Manner of Voting: Voting on general membership issues will be done by ballot at meetings, through the mail, over the phone, or viva-voce. Manner of voting will be decided by the Board of Directors.
- Section 3. General Membership Voting Issues: The general membership will vote on issues that the Board of Directors decides to bring before the general membership. Such matters will include: voting for members of the Board of Directors. Other issues that could be brought before the general membership may include: endorsements of candidates for public office; endorsements of local and state propositions; endorsements of the plans of civic groups; endorsements of the plans of city, regional or state plans; and opposition to specific city, regional, and state plans.

Section 4. Quorum: The Board of Directors shall decide what percentage of the general membership present at a meeting, or what percentage of ballots returned by mail or votes entered over the phone by a specified date, shall constitute a quorum.

Section 5. Voting Outcomes: Issues or endorsements brought before the general membership for a vote shall require 60% of votes cast for passage or approval.

Section 6. Voting Results: Voting results shall be posted in the newsletter.

Article 7 Finances

Section 1. Deposits. Funds of Walk San Francisco shall be deposited by the Treasurer as directed by the Board of Directors.

Section 2. Drafts or other orders for the payment of money. Checks, drafts, or other orders for the payment of money or other obligations incurred may be signed by the Treasurer or by such other persons as may be authorized by the Board of Directors of Walk san Francisco.

Section 3. Expenditures and Contracts. Contracts and agreements requiring the expenditure of Walk San Francisco funds shall be approved by the Board of Directors.

Article 8 Committees

Section 1. Standing Committees or individuals may be appointed by the Board to work on specific projects and to represent Walk San Francisco with respect to those projects.

Article 9 Amending Bylaws

Section 1: The Bylaws may be amended, revised or repealed at any Board Meeting upon a two-thirds majority vote of the board members present. Prior to the amendment of the Bylaws at any Board Meeting, there shall be included in the written notice of said meeting sufficient information to advise the Board Members that such amendment shall be considered.

Article 10 Ratification

It is hereby certified that the above Walk San Francisco Bylaws were duly approved by the interim board of directors on February 27, 2002.

Michael Smith
President of the Board