

AMENDED AND RESTATED BY-LAWS
OF
TARAVAL-PARKSIDE MERCHANTS ASSOCIATION
DBA PEOPLE OF PARKSIDE SUNSET

ARTICLE I- NAME

The name of this corporation shall be "Taraval-Parkside Merchants Association".

ARTICLE II- PRINCIPAL OFFICE

The principal office of this organization shall be located in the City and County of San Francisco, State of California. The Executive Board of this Association is granted full power and authority to designate the address of this organization within the City and County of San Francisco, and to change such address from one location to another within said City and County and State.

ARTICLE III- PURPOSE

The purpose of this organization shall be to advance the interests of the Parkside District Merchants and the mutual interests of the individual members of the said Association, to advance the interests of the members of the community, to provide a medium for the exchange of ideas, methods and information toward the betterment of the business interests and quality of life in the district, and to provide unity of the purpose of all the business and professional men and women in the district.

ARTICLE IV- TERRITORIAL DEFINITIONS

The territory covered by this organization is the south side of Quintara Street to the north, the north side of Sloat Boulevard to the south, the west side of 19th Avenue on the east, Great Highway to the west and all of Taraval Street.

ARTICLE V- CLASSES OF MEMBERSHIP

There shall be (3) classes of membership: Active, Associate and Citizen.

ARTICLE VI- ACTIVE MEMBERSHIP

Section 1: Any business or professional establishment or firm located within the defined territory is eligible for one Active membership.

Section 2: All Active members shall have equal voting rights and all Active members shall be entitled to cast one vote, except as provided in Section 5, hereof.

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Section 3: Each corporate Active member shall designate its representative and such representative shall be entitled to participate fully in this Association, including participating in the meetings of the Active membership, serving on committees, holding office, and casting the Active member's on vote.

Section 4: All applicants for the Active members shall sign the prescribed application form which also must be signed by one Active member or sponsor. The application shall be submitted by the presiding officer for acceptance at any regular meeting of the Active membership, and acceptance by the affirmative vote of at least fifty percent (50%) of the active members voting shall constitute the applicant and Active member. Payment of membership dues shall accompany the signed application.

Section 5: A new Active member is not eligible to vote until the next regular meeting following the meeting at which such new member was accepted into Active membership.

Section 6: Active membership may be terminated by the Executive Board when dues are in arrears for forty-five (45) days. An Active member whose membership is terminated for failure to pay dues may be reinstated to Active membership by applying for Active membership as a new member and upon payment of any reinstatement fee which may be determined by the Executive Board.

Section 7: An Active member may resign membership by submitting a written resignation to the Executive Board, and no dues shall be refunded.

Section 8: Active membership shall terminate automatically upon a change of seventy percent or more ownership interest in the Active member.

ARTICLE VII- ASSOCIATE MEMBERSHIP

Section 1: The following persons are entitled to one Associate membership:

- A. Any person who, having a ten percent (10%) or more ownership interest in an establishment or firm which is an Active member, terminates all ownership shall automatically be an Associate member for the remainder of the calendar year in which such interest terminates without payment of additional dues, and shall remain an Associate member thereafter by payment of Associate membership dues.
- B. Any person with a partnership interest in an Active member.
- C. Any employee of an Active member.
- D. The spouse of a person who dies with a ten percent (10%) or more ownership interest in the Active member, when such spouse has no ownership interest in the Active member.
- E. An owner and employees of a business not in the geographic boundaries of the Taraval-Parkside Merchants Association can be an Associate member.

Section 2: Associate members shall have no voting rights.

Section 3: Applications for and acceptance to Associate membership for persons entitled to Associate membership, pursuant to Section 1, sub-paragraph B, C and D hereof, shall follow the same procedure as

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for Active members (Article VI, Section 4). Associate membership dues shall accompany the signed application.

Section 4: Once a person is accepted as an Associate member, such Associate membership shall be terminated only:

- A. Automatically for failure to pay dues when dues are in arrears for forty-five (45) days, or
- B. By written resignation to the Executive Board, or
- C. Automatically by acquiring an ownership interest in an establishment or firm which qualifies for Active membership but which is not an Active member.

Section 5: An Associate member whose membership is terminated for failure to pay dues may be reinstated to Associate membership by the Executive Board upon the terms to be determined by the Executive Board.

ARTICLE VIIa- CITIZEN MEMBERSHIP

Section 1: The following persons are entitled to one Citizen membership.

- A. Any private citizen who resides within the defined territory but does not own a business.
- B. Any private citizen who wishes to engage with the Association's activities but does not reside within geographic boundaries of the Association.

Section 2: Citizen members shall not have voting rights.

Section 3: Application for acceptance to Citizen member status (Article VII, Section 3) shall be turned in to Officers at monthly meetings along with dues.

Section 4: A Citizen member whose membership is terminated for failure to pay dues may be reinstated to Citizen member status by the Executive Board upon the terms to be determined by the Executive Board.

ARTICLE VIII- DUES

Section 1: Membership dues for Active members shall be \$75.00 per year, payable in advance on January 1st, of each year.

Section 2: The first dues for applicants to Active membership after the month of January of any year, shall be pro-rated on a monthly basis to cover the full months of membership remaining in the calendar year, and shall be payable upon application for membership.

Section 3: Membership dues for Associate and Citizen members shall be \$50.00 per year, payable in advance on January 1st, of each year.

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Section 4: The first dues or applicants to Associate and Citizen membership shall not be pro-rated and shall be paid upon application for Associate or Citizen membership, as applicable.

Section 5: Dues paid by any member shall not be reimbursed, or transferable, or credited to any other member or applicant for membership.

ARTICLE IX- OFFICERS AND DIRECTORS

Section 1: The Officers of this Association shall consist of a President, Vice President, a Secretary, a Secretary of Communications, a Treasurer, and a Sergeant-at-Arms, elected by the Active members.

Section 2: There shall be seven (7) Directors of this Association, elected by the Active members.

Section 3: Each Officer and Director shall hold office until either:

- A. The Active member, through which such person holds office, ceases to be an Active member.
- B. The person holding such position (pursuant to Section 3, sub-paragraph B, herein) ceases to be the representative of an Active member.
- C. The person holding such office ceases to have an ownership interest in an Active member (except a person holding office pursuant to Section 3, sub-paragraph B, herein).
- D. The person holding such position resigns from the same by submitting a written resignation to the Executive Board; or
- E. The person holding such position is absent from three consecutive meetings which shall consist of any combination of successive membership meetings and meetings of the Executive Board.

Section 4: Any person whose position is considered vacant shall immediately return to the Association all Association property in his or her possession.

ARTICLE X- DUTIES OF OFFICERS AND DIRECTORS

Section 1: Each Officer shall be a member of the Executive Board of the Association.

Section 2: Each Director shall be a member of the Executive Board of the Association.

Section 3: Duties of the President: the President shall be the principal executive officer of the Association, and shall have the general supervision, direction and control of the affairs of the Association, subject to the control of the Active members and the Executive Board. He/she shall be chairman of the Executive Board. He/she shall preside at all membership meetings and at all meetings of the Executive Board. He/she shall appoint all committees as may be necessary or appropriate for the transaction of the business of the Association and he/she shall be an ex-officio member of all committees. He/she shall perform such other duties as may be required by usage and custom of the office.

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Section 4: Duties of the Vice President: The Vice President shall assist the President in the proper execution of the President's duties and shall act in the place and stead of the President whenever the President is absent from meetings or incapacitated to carry out his/her duties. In the event of a vacancy in the position of the President, the Vice President shall automatically become President for the remainder of the President's term.

Section 5: Duties of the Secretary: The Secretary shall keep the Book of Minutes of all Active Membership Meetings of the Association, and all Meetings of the Executive Board, which records shall, at all reasonable times, be open for inspection by the Active members. He/she shall maintain a Membership Book for the Association, showing the names and business addresses of each Active member and the names and addresses of each Associate member. He/she shall notify Active members of the elections, issue notices of meetings when appropriate, carry on the correspondence of the Association, and perform such other duties as are designated by the President or the Executive Board. He/she shall preside at meetings whenever the President and Vice President are absent.

Section 6: Duties of the Secretary of Communications: The Secretary of Communications shall write the monthly newsletter of the Association and publish it online and distribute the newsletter to all Association members and all other merchants, professionals and persons in the Association's contact database. He/she shall preside at meetings whenever the President, Vice President, and Secretary are absent.

Section 7: Duties of the Treasurer: The Treasurer shall have charge of the financial records and accounts of the Association, and shall keep and maintain adequate and correct books of account, showing the receipts and disbursements of the Association, and an account of its cash and other assets. He/she shall submit a report of the financial condition of the Association at each regular meeting of the Active members. He/she shall submit a statement of the financial condition of the Association upon the request of the President or Executive Board. He/she shall keep a financial record of the membership dues and shall notify members of delinquencies. He/she shall cause the moneys of the Association to be deposited in the name of the Association in any bank or insured savings and loan association designated by the Executive Board. He/she shall cause payment of all bills and disbursements of the Association by check or withdrawal order, after the same have been approved, and he/she shall disburse funds of the Association as he/she may be properly ordered. He/she preside at all meetings when the President, Vice President, Secretary, Secretary of Communications are absent.

Section 8: Duties of the Sergeant-at-Arms: The Sergeant-at-Arms shall maintain order at all meetings of the Association, and shall perform such other duties as are designated by the presiding officer at any meeting. He/she shall preside at all meetings when the President, Vice President, Secretary, Secretary of Communications and Treasurer are absent.

Section 9: The Presiding officer, at any membership meeting, or meeting of the Executive Board, may appoint an acting Secretary and/or an acting Sergeant-at-Arms for such meeting, if the Secretary and/or Sergeant-at-Arms respectively are absent, during the meeting.

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ARTICLE XI- EXECUTIVE BOARD AND DUTIES THEREOF

Section 1: The affairs and business of this Association shall be managed by an Executive Board through the President, and subject to the approval by the Active members.

Section 2: The Executive Board of this Association shall consist of the Officers and Directors of this Association.

Section 3: Each Officer and each Director shall have one vote on the Executive Board.

Section 4: The Executive Board shall have the power to act for the Association in all matters of emergency, during the interim between membership meetings, and shall at the membership meeting following such emergency action report to the Active membership the necessity for such action, and obtain approval from the Active members therefore.

Section 5: Except as provided in Article X, Section 4, the Executive Board shall have the power to fill all vacancies occurring in the position of any Officer and/or Director between elections.

Section 6: The first order of business of the Executive Board at the first meeting following elections, shall be to propose a budget for the Association, setting forth the ordinary and usual operating expenses and obligations for the following year, which shall be submitted to the Active member for the approval at the following regular meeting of the Active membership. Upon approval of such budget, no further authorizations for the expenditures set forth therein are necessary.

Section 7: The Executive Board, as required by Article XII, Section 3, shall have the duty to consider and make its recommendation to the Active members for any expenditure of Association funds exceeding \$150.00 before a vote on such expenditure is taken by the Active members.

ARTICLE XII- ASSOCIATION FUNDS

Section 1: All itemized expenditures set forth in the budget approved by the Active members pursuant to Article XI, Section 6, may be paid without further authorization or approval.

Section 2: All other expenditures of Association funds must be approved by the Active members, except that the Executive Board may expend up to \$150.00 without such approval. In no circumstances shall the Executive Board have the right to expend in excess of \$150.00 without prior approval of the Active members.

Section 3: Any motion, resolution or proposed action involving the expenditure of Association funds exceeding \$150.00 brought before any regular or special meeting, and which has not already been considered by the Executive Board, shall be referred without motion to do so, by the presiding officer to the Executive Board for its consideration, and the Executive Board shall make its recommendation to the Active members at the next Active membership meeting before a vote to approve such expenditure is taken by the Active members. The Active members shall not be bound by the recommendation of the

Executive Board.

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Failure of the Executive Board to have considered such expenditure and/or to make a recommendation at such next Active membership meeting may be deemed to be a recommendation of "no recommendation" by the Active members.

Section 4: All Association funds shall be deposited in the name of the Association in a bank or insured savings and loan association designated by the Executive Board. Disbursements shall be made by check or withdrawal order signed by two officers of the Association, one of which shall be the Treasurer if available.

ARTICLE XIII- MEETINGS

Section 1: Regular meetings of the Active and Citizen membership shall be held at least once each month, on the first Thursday of each month, unless notification of a different meeting day is given.

Section 2: Special meetings of the Active and membership may be called upon the order of the President, or upon the order of five members of the Executive Board, and all Active members shall be notified of the time, purpose and place of the meeting, and no business other than that for which the meeting is called shall be transacted.

Section 3: Ten percent (10%) of the Active membership, including at least one officer, shall constitute a quorum at a meeting of the Active members.

Section 4: Special meetings of the Executive Board may be called upon the order of the President, or upon the order of five (5) members of the Executive Board. All members of the Executive Board shall be notified of the time and place of the meeting. Special meetings of the Executive Board may be held without notice, when all members of the Executive Board are present or those absent have signed a waiver of notice.

Section 5: Four (4) members of the Executive Board shall constitute a quorum at meetings of the Executive Board.

Section 6: Any notices of the time and place of a meeting of the Active membership and/or the Executive Board, which may be required to be given, may be either announced by the presiding officer at the previous meeting of the Active members or the Executive Board as applicable, or mailed to each Active member or member, of the Executive board as applicable, at his business address as shown on the Association records no later than five (5) days before the meeting.

ARTICLE XIV- ELECTIONS

Section 1: The Officers and Directors shall be elected at the regular monthly meeting of the Active members in February, and shall assume their office at the regular monthly meeting of the Active members in March and shall serve for a term of one year.

Section 2: Nominations for the positions of Officers and Directors can be made at the January and February regular monthly meeting of the Active members.

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Section 3: Installation of Officers and Directors shall take place after the election and before the regular meeting of the Active members in March.

Section 4: Notices that nominations can be made at the January and February meetings and that elections shall take place at the February meeting, shall be either announced by the presiding officer at the meetings held in December and January, or mailed to each Active member at his business address as shown on the Association records not later than ten (10) day before the January and February meeting of the Active members, respectively.

Section 5: The Officers and Directors shall be elected by secret ballot by a plurality of the Active members at the regular meeting of the Active members in February. Each position shall be voted upon separately and each Active member shall be entitled to cast one vote for each position.

ARTICLE XV- EXECUTIVE SECRETARY

This Association may have an Executive Secretary who shall be appointed by the Executive Board, and approved by the Active members. The Duties of the Executive Secretary shall be designated by the President and the Executive Board.

ARTICLE XVI- GENERAL PROVISIONS

Section 1: The financial records, funds and assets of the Association may be audited at any time by an auditor appointed by a majority of the Executive Board.

Section 2: The records, funds and properties of the Association shall be the assets of the Association, and no person or other organization shall have or acquire any interest therein.

Section 3: Any Active member whose Active membership terminates for any reason whatsoever, should remove from display any identification of membership in the Association.

Section 4: All previous Bylaws of the Association are completely superseded by these amended and restated Bylaws.

Section 5: All Active and Associate members of the Association under the former Bylaws continue to be Active and Associate members of the Association respectively, and all officers and directors holding office at the time of the passage of these amended Bylaws shall continue in office until officers and directors are elected next February and assume their offices as provided herein.

Section 6: The annual dues for Active members in the amount of \$75.00 as provided in Article VIII, Section 1, shall be effective on January 2013.

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ARTICLE XVII- METHOD OF AMENDING

Section 1: Amendments to the Bylaws of the Association may be presented by an Active member at any regular meeting of the Active membership, by submitting such amendment in writing in the form of a resolution, to the Secretary, who shall read the same at said membership meeting.

Section 2: Notice of such proposed amendment shall be mailed to each Active member at such member's business address as shown on the Association records, not later than five days before the next regular meeting of the Active membership.

Section 3: Such proposed amendment shall be read at said next membership meeting, and after motion is made and seconded for passage thereof, and any discussion is held thereon, it shall be voted upon immediately.

Section 4: An affirmative vote of at least two-thirds (2/3) of the Active members present shall be necessary to adopt the amendment.

