

**AMENDED AND FULLY RESTATED BYLAWS  
OF  
UNION SQUARE BUSINESS IMPROVEMENT DISTRICT  
A California Nonprofit Corporation  
(Amended December 1, 2025)**

**ARTICLE 1  
NAME & OFFICE**

**SECTION 1. NAME**

This corporation shall be named the Union Square Business Improvement District, but may also do business as, or otherwise be referred to as, the Greater Union Square Business Improvement District, the Union Square Association Business Improvement District, and the Union Square Alliance.

**SECTION 2. PRINCIPAL OFFICES**

The principal executive office for the transaction of the activities and affairs of this corporation is located at 291 Geary Street, Suite 200, San Francisco, California 94102. The operating board of Directors (hereinafter “Board”) may change the location of the principal executive office. Any such change of location must be noted by the Secretary on these bylaws, or this section may be amended to state the new location.

**ARTICLE 2  
PURPOSES**

**SECTION 1. OBJECTIVE AND PURPOSES**

The purpose of this corporation is to improve the image and economic vitality of the Greater Union Square area in San Francisco, California, by providing cleaning and maintenance, public safety, marketing, advocacy, beautification, and capital improvement programs. In the context of these general purposes, the corporation shall create and manage programs that maximize coordination with the City and County of San Francisco and the San Francisco Board of Supervisors to supplement City base level services, leverage resources, deliver services through cost-effective and accessible organizational structure, and provide accountability to district members.

**ARTICLE 3  
CONSTRUCTION**

**SECTION 1. RULES OF CONSTRUCTION**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in applicable California law shall govern the construction of these bylaws.

## ARTICLE 4 DESCRIPTION OF DISTRICT

### SECTION 1. DESCRIPTION OF GREATER UNION SQUARE BUSINESS IMPROVEMENT DISTRICT

The geographic area of the Greater Union Square Business Improvement District (the "District") shall include that area described in the most current versions of the documents governing the establishment and management of the District, including the most current versions of the San Francisco Board of Supervisors' resolution establishing the District, the District management plan adopted by the San Francisco Board of Supervisors, and any contract between the corporation and the City and County of San Francisco to implement, administer, and/or provide services, improvements, and activities in the District (collectively, the "Governing Documents"). A diagram of the District is attached hereto as Exhibit 1.

## ARTICLE 5 ARTICLE 5 DIRECTORS

### SECTION 1. GENERAL POWERS

Subject to the provisions and limitations of applicable California law, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

### SECTION 2. SPECIFIC POWERS

Without prejudice to the general powers set forth in Section 1 of this Article, but subject to the same limitations, the Board shall have the power to:

1. Appoint and remove all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these bylaws; and fix their compensation;
2. Borrow money and incur indebtedness on the corporation's behalf;
3. Authorize contracts and agreements, borrow and lend funds, accept and make grants and donations, encumber corporation property, contract for services and pay for such services and undertake all other financial and programmatic actions as are necessary or desirable to further the purposes of the corporation; and
4. Supervise all officers, agents and employees of the corporation and provide active engagement, guidance and oversight to the Chief Executive Officer ("CEO") to ensure that their duties are performed properly.

1. 5. The amendment or repeal of bylaws or the adoption of new bylaws.

### SECTION 3. NUMBER AND COMPOSITION

The authorized number of Directors of the corporation ("Directors") shall be not less than twenty-three (23) or more than twenty-nine (29); the exact authorized number to be fixed, within these limits, by resolution of the Board. A majority of all Directors shall represent property owners within the District. Otherwise, the Board of Directors shall seek to reflect the diversity of the property and business owner stakeholders in the District. The Board shall seek to include District property and/or business owners representing the hospitality, retail/commercial, residents, and government/non-profit sectors.

The Board shall also seek to include a mix of large and small property and/or business owners representing various geographic locations throughout the District.

At least twenty (20) percent of the Board shall be business owners or their representatives who do not own property within the District's boundaries.

Directors shall be nominated by the Board and shall be approved by a vote of the corporation's members pursuant to the process set forth Articles 10 and 11. Notwithstanding the foregoing, upon the request of any member, the Board shall develop and authorize a reasonable method for Director nominations by members.

### SECTION 4. INTERESTED DIRECTORS

Not more than forty-nine (49) percent of the Directors serving on the Board at any time may be interested persons. For purposes of this section, an interested person is: (1) any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (2) any brother, sister, ancestor, descendent, spouse, brother-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

### SECTION 5. TERM

Directors shall hold office for four (4) years or until a successor Director has been elected by the members. The Board may stagger the terms of the Directors. The Board may transition from non-staggered to staggered terms using any reasonable method adopted by resolution of the Board, including the election of certain Directors by members for shortened terms, provided that such method may not extend the term of any Director.

### SECTION 6. FILLING VACANCIES

Except for a vacancy created by the removal of a Director by the members, 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 (1) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with applicable California law, or (2) a sole remaining Director.

## SECTION 7. COMPENSATION

Members of the Board shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Sections 1 and 2 of this Article.

## SECTION 8. MEETINGS

Annual and regular meetings of the Board may be held at such place and time as the Directors may determine by Board resolution. Special meetings of the Board may also be held from time to time upon call of the Chairperson/President or the Vice President (as each is hereinafter defined). Any Director that misses more than two (2) meetings in any calendar year, may in the discretion of the Board and by a vote of a majority of the Directors, be removed from the Board.

## SECTION 9. NOTICE OF MEETINGS

Written or printed notice of every annual and regular meeting of the Board, stating the place, day, and hour of the meeting must be given personally, by mail, by facsimile, or by electronic transmission to Directors not less than 72 hours nor more than fifty (50) days prior to the date of the meeting. Notice of the time and place of a special meeting shall be given personally, by facsimile, by electronic transmission, or by telephone (including voicemail) to each Director by at least forty-eight (48) hours prior to the time of the meeting. In addition to the waiver of notice provisions set forth in Article 17 of these bylaws, a Director waives lack of adequate notice by attending the meeting without protest, either before or after the meeting, or by executing and filing a written waiver of notice.

## SECTION 10. QUORUM FOR MEETINGS

A majority of the authorized number of the Directors shall constitute a quorum for the transaction of any business by the Board except adjournment. Directors participating in the meeting by means of conference telephone, video screen communication, or similar communication methods shall count towards the quorum requirement. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of applicable California law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of Directors. A meeting at which a quorum is initially present may continue to, transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

## SECTION 11. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chairperson/President (as hereafter defined), or, if there is no Chairperson/President or the Chairperson/President is absent, by the Vice-President (as hereafter defined) or, in the absence of each of these persons, by the CEO (as hereafter defined) appointed by a majority of the Board. The Secretary of the corporation shall

act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Subject to compliance with requirements of the Brown Act, Directors may participate in all meeting by means of conference telephone, electronic video screen communication, electronic transmission by and to the corporation, or similar communication methods, hybrid meeting utilizing both in-person and video or teleconference call, or may be attended by any director by such means, so long as all directors participating in the meeting can hear each other or otherwise directly and concurrently communicate. All such directors shall be deemed to be present in person at the meeting.

## SECTION 12. COMMITTEES

In addition to the Executive Committee, which is a Board Committee as provided in Section 13, the Board may, by resolution adopted by majority vote of the Board, create one or more committees, each consisting of two (2) or more Directors and no one who is not a Director, to serve at the pleasure of the Board, and which shall be referred to as "Board Committees." Appointments to Board committees shall also be by majority vote of the Directors then in office. The Board may appoint one or more Directors to serve as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have any of the powers and authority of the Board, to the extent provided in the Board resolution, except with respect to:

- (a) The approval of any action which, under law or the provisions of these bylaws, require the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of bylaws or the adoption of new bylaws.
- (e) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of other committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in applicable California law.

The Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members of any committee.

The Board may also appoint advisory committees, whose members may include persons who are not Directors of the corporation, and chairpersons of those committees, to assist in carrying out the regular work or special projects of the corporation. Advisory committees may not exercise the

authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall serve at the pleasure of the Board and shall be subject to the supervision and control of the Board. The Board may at any time modify the membership of or disband any advisory committee.

Each committee (including advisory committees) shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

### SECTION 13. EXECUTIVE COMMITTEE

The Executive Committee shall be a Board Committee and shall consist of the Chairperson/President, the immediate past Chairperson/President, the Vice-President (if any), the Secretary, the Treasurer and the chairperson of each of the then-existing Board Committees and advisory committees. Any member of the Executive Committee who is not a Director of the corporation shall be a non-voting member.

The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in subsections (a)-(h) of Section 13 of these Bylaws.

In addition, the Executive Committee shall be charged with the hiring, supervision, and evaluation of the corporation's CEO.

The Executive Committee shall inform the Board of all decisions made by it at the Board's next scheduled meeting and/or by timely distribution to the Board of the minutes of the meeting of the Executive Committee.

### SECTION 14. AUDIT COMMITTEE

This corporation shall have an Audit Committee for any tax year in which it is required under Section 12586(e)(2) of the California Government Code (generally when it has gross revenues of \$2 million or more).

The Audit Committee shall be separate from the Finance Committee (if such committee exists) and shall be an advisory committee. The Audit Committee's members shall be appointed by, and shall serve at the pleasure of, the Board and may include both Directors and persons who are not Directors, and shall be subject to the following limitations: (i) the Audit Committee may not include any member of the staff or the CEO, Chairperson/President, or Treasurer; (ii) members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee; (iii) Audit Committee members who are not Directors may not receive compensation greater than the compensation paid to Directors for their board service; and (iv) Audit Committee members shall not have a material financial interest in any entity doing business with this corporation.

The Audit Committee shall: (1) recommend to the Board the retention and, when appropriate, the termination of an independent certified public accountant to serve as auditor; (2) negotiate the compensation of the auditor on behalf of the Board (if so authorized by the Board); (3) confer with the auditor to satisfy the Audit Committee members that the financial affairs of this corporation are in order; (4) review and determine whether to accept the audit; and (5) approve performance of any non-audit services provided to this corporation by the auditor's firm after assuring that they conform with standards of auditor independence.

## ARTICLE 6 OFFICERS

### SECTION 1. OFFICES HELD

The officers of this corporation shall include a Chairperson of the Board, also known as President (hereinafter "Chairperson/President"), a Vice-President, an Executive Director, a Secretary, and a Treasurer, also known as chief financial officer (hereinafter "Treasurer/CFO"). The corporation, at the Board's discretion, may also have one or more assistant secretaries, one or more assistant treasurers, and such other officers as the Board deems necessary. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer/CFO may serve concurrently as either the Chairperson/President or the CEO of the corporation.

### SECTION 2. ELECTION OF OFFICERS

The officers of this corporation, other than the CEO, shall serve two (2) year terms and be elected every two (2) years by the Board. Officers shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

### SECTION 3. APPOINTMENT OF OTHER OFFICERS

The Board may appoint and authorize the Chairperson/President or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, holds office for the period, and performs the duties specified in the bylaws or established by the Board.

### SECTION 4. REMOVAL OF OFFICERS

Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. Any officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

### SECTION 5. RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is party.

## SECTION 6. VACANCIES IN OFFICE

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled temporarily by appointment by the Chairperson/President, or if none, by the Vice-President, for the unexpired term for normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

## SECTION 7. COMPENSATION

The CEO shall be compensated at the discretion of the Board. The remaining officers shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending meetings of the Board.

# ARTICLE 7 RESPONSIBILITIES OF OFFICERS

## SECTION 1. CHAIRPERSON/PRESIDENT OF THE BOARD

The Chairperson/President shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Chairperson/President, the Vice-President of the Board shall have powers and duties of the Chairperson/President of the corporation set forth in these bylaws.

## SECTION 2. CHIEF EXECUTIVE OFFICER (CEO)

The CEO shall be appointed by the Board. Subject to such supervisory powers as the Board may give to the CEO, if any, and subject to the control of the Board, the CEO shall supervise, direct, and control the corporation's activities, affairs, and officers. The CEO shall preside at all members' meetings. The CEO shall have such other powers and duties as the Board or these bylaws may require.

## SECTION 3. VICE-PRESIDENT

The Vice-President shall perform all duties of the Chairperson/President in the event the Chairperson/President is absent or is otherwise unable to perform those duties, and in general, shall perform or supervise such other duties as the Chairperson/President or Board may assign from time to time and shall otherwise provide information and counsel to the President on matters concerning the corporation.

## SECTION 4. SECRETARY

The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of the meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at the Board and committee meetings; and the number of members present or represented at members' meetings.



The Secretary shall keep or cause to be kept at the principal California office a copy of the Articles of Incorporation, the Governing Documents, and bylaws, as amended to date.

The Secretary shall keep or cause to be kept at the corporation's principal office a record of the corporation's members, showing each member's name, address, and class of membership.

The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the bylaws may require.

## SECTION 5. TREASURER

Treasurer shall perform all duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

## SECTION 6. CFO

The CFO shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The CFO shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

The CFO shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; (ii) disburse the corporation's funds as the Board may order; (iii) render to the Chairperson/President of the Board, if any, and the Board, when requested, an account of all transactions as CFO and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the bylaws may require.

## SECTION 7. CONTRACTS WITH DIRECTORS

No Director of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common Directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors, who shall also recuse themselves from the discussion and authorization; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an education or charitable program of this corporation if it: (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

## ARTICLE 8 MEMBERS

### SECTION 1. DETERMINATION OF MEMBERS

Members of the corporation shall consist of the property owners of the parcels listed in Exhibit 2 of these bylaws.

### SECTION 2. RIGHTS OF MEMBERSHIP

The members shall have the right to vote, as set forth in these bylaws, on the election of Directors, on any merger and its principal terms and any amendment of those terms, on the amendment or repeal of bylaws or the adoption of new bylaws, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under applicable California law.

### SECTION 3. TRANSFER OF MEMBERSHIP

Membership shall be transferred to the successor property owners of parcels set forth in Section 1 of this Article.

### SECTION 4. AFFILIATE MEMBERS

The corporation may refer to other entities affiliated with it as “members” even if those entities are not members as set forth in Section 1 of this Article 8, but no such reference shall give any membership rights as set forth in Section 2 of this Article 8 or as set forth in applicable California law to these affiliated entities. For purposes of identification, these affiliates may be referred to as “affiliate members.”

## ARTICLE 9 ASSESSMENTS

### SECTION 1. MEMBERS’ ASSESSMENTS

Each member shall pay annual assessments which shall be levied and collected as set forth in the Governing Documents.

## ARTICLE 10 MEETING OF MEMBERS

### SECTION 1. REGULAR MEETINGS

Regular meetings of the members shall be held at such place and time as required by the most recent contract between the corporation and the City and County of San Francisco to implement, administer, and/or provide services, improvements, and activities in the District and otherwise as the Directors may determine. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

### SECTION 2. GENERAL NOTICE REQUIREMENTS

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Sections 2 and 3 of this Article, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, the general nature of the business to be transacted, and any matter that may be presented at the meeting for action including, if applicable, any nominees to be elected as Directors at the meeting.

### SECTION 3. MANNER OF GIVING NOTICE

Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class mail, by registered, certified mail, by facsimile, by electronic transmission, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the corporation or at the address given by the member of the corporation for purposes of notice. If no address appears on the corporation's books and no address have been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail, by facsimile, by electronic transmission, or by other written communication to the corporation's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

### SECTION 4. VOTING BY BALLOT

Any action, including the election of Directors, which may be taken at any regular or special meeting of members may also be taken without a meeting by complying with Sections 3 and 4 of this Article.

The corporation shall distribute one written ballot and any related material to each member entitled to vote on the matter. The ballot and any related material shall be delivered in the manner specified in Section 3 of this Article. Responses may be returned to the corporation by first-class mail, by facsimile, or by electronic transmission.

All solicitations of votes by written ballot shall: (a) state the voting power needed to meet the quorum requirement; (b) state, with respect to ballots other than for the election of Directors, the percentage of approvals necessary to pass the measure submitted; (c) specify the time by which the ballot must be received in order to be counted; (d) set forth the proposed action; (e) give the

members an opportunity to specify approval or disapproval of each proposal; (f) provide a reasonable time in which to return the ballot to the corporation; and (g) provide that, when the member specifies a choice on any matter presented for a vote on the ballot, the vote shall be cast as the member directs, subject to any reasonable specified conditions.

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

In any election of Directors, a written ballot that a member marks “withhold,” or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a Director.

A written ballot may not be revoked.

## ARTICLE 11 VOTING

### SECTION 1. ELIGIBILITY TO VOTE

A weighted voting formula shall apply for any vote taken by the members. Each member is entitled to cast votes in direct proportion to the assessment that member pays to the City and County of San Francisco pursuant to state law, these bylaws, and any other applicable governing document. Members may not cumulate votes for the election of Directors.

### SECTION 2. MANNER OF VOTING

Voting may be by voice or by ballot, except that any election of Directors must be by ballot.

### SECTION 3. QUORUM

Fifteen (15) percent of the weighted voting power shall constitute a quorum for the transaction of business at any meeting of members.

### SECTION 4. APPROVAL BY MAJORITY VOTE

If a quorum is present, the affirmative vote of a majority of the weighted voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

### SECTION 5. PROXIES

Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member’s name is placed on the proxy by the member or

the member's attorney-in-fact, whether by manual signature, typewriting, telegraphic transmission, electronic mail, or otherwise.

## ARTICLE 12 DISSOLUTION

### SECTION 1. DISSOLUTION OF CORPORATION

Upon dissolution of the corporation and after payment of all the corporation's creditors, any remaining assets of the corporation shall be distributed to the City and County of San Francisco to be held in trust for the benefit of the public and to be used to improve the business district surrounding Union Square in San Francisco, California, by providing maintenance and public safety programs, community services and public/community relations programs.

### SECTION 2. VOLUNTARY DISSOLUTION

Voluntary proceedings for dissolving the corporation commence upon the adoption of a resolution by the members and the Board, electing to wind up and dissolve. The Board shall continue to act as a board and shall have full powers to wind up and settle its affairs, both before and after the filing of the certificate of dissolution. The corporation shall cease to conduct its activities except to the extent necessary for the beneficial winding up thereof, to the extent necessary to carry out its purposes and except during such period as the Board may deem necessary. The Board shall cause written notice of the commencement of the proceeding for voluntary winding up to be given by mail to all its members (except no notice need be given to the members who voted in favor of winding up and dissolving the corporation), to all known creditors and claimants whose addresses appear on the records of the corporation, and to the Attorney General.

## ARTICLE 13 INDEMNIFICATION

### SECTION 1. INDEMNIFICATION

To the fullest extent permitted by law and under California Nonprofit Public Benefit Corporation Code Section 5238, this corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code sections 5238(a) including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Any indemnification is conditioned on the Board determining, in the manner provided in Section 2, that the person seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful.

## SECTION 2. BOARD AUTHORIZATION

On written request to the Board by any person seeking indemnification under Corporations Code sections 5238(a) or sections 5238(c) the Board shall promptly decide under Corporations Code sections 5238(e) whether the applicable standard of conduct has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 2 in this Article in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the persons is entitled to be indemnified by the corporation for those expenses.

## ARTICLE 14 INSURANCE

### SECTION 1. INSURANCE

This corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, Directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising from the officer's, Director's, employee's, or agent's status as such.

## ARTICLE 15 BROWN ACT

### SECTION 1. BROWN ACT

The corporation shall comply with the open meeting provisions of the Brown Act, codified in California Government Code sections 54950 et seq., to the extent required by state and local law.

## ARTICLE 16 GENERAL PROVISIONS

### SECTION 1. EXECUTION OF CONTRACTS.

The Board, except as otherwise provided in these bylaws, may prospectively or retroactively authorize any officer or officers, agent or agents, in the name, and on behalf, of the Corporation to enter into any contract, or execute and deliver any instrument as may be necessary to carry out the purposes of the corporation. Any such authority may be general or confined to specific instances. All deeds, mortgages, bonds, contracts, or other instruments binding the Corporation in an amount equal to or exceeding Fifty Thousand Dollars (\$50,000) shall be approved by the Board.

## SECTION 2. LOANS

The Board may authorize the Chairperson/President or any other officer or agent of the corporation to: (i) obtain loans and advances at any time for the corporation from any bank, trust company, firm, corporation, individual, or other institution; (ii) make, execute, and deliver promissory notes, bonds, or other evidence of indebtedness of the corporation; and (iii) pledge and hypothecate, or transfer any securities or other property of the corporation as security for any such loans or advances. Such authority conferred by the Board may be general or confined to specific instances. No loans may be made by the corporation to any Director or officer thereof.

## SECTION 3. INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board. The Board is restricted to the prudent investments which a Director is or may hereafter be permitted by law to make. The Board may delegate the day-to-day management of such investments as the Board may authorize.

## SECTION 4. SIGNATORIES

All checks, drafts, and other orders for payment of money out of the funds of the corporation, and all notes and other evidences of indebtedness of the corporation, shall be signed on behalf of the corporation in such a manner as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chairperson/President or the CEO either individually or with the Secretary, or Treasurer or any other officer thereunto authorized.

## SECTION 5. ANNUAL FINANCIAL AUDIT

This corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of Two Million Dollars (\$2,000,000) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by this corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine months after the close of the fiscal year to which the statements relate. For three years, such statements shall (a) be available at this corporation's principal, regional and district offices (if any) during regular business hours and (b) be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on this corporation's website.

## SECTION 6. FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 and end on June 30.

## ARTICLE 17 WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the California Nonprofit Public Benefit Corporation Law or under the provisions of the Articles of Incorporation or by the

bylaws of the corporation, a written waiver thereof signed by the person or persons entitled to such notice, whether before or after the time stated therein, which is made a part of the minutes, shall be deemed equivalent to the giving of such notice.

## ARTICLE 18 CORPORATE EMERGENCY PROTECTION

(a) During an emergency situation, the Board shall have the power to take the actions prescribed in this Article. For purposes of this section, “emergency situation” means both of the following:

(1) An emergency, which shall be defined as a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the legislative body.

(2) A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting under this section may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body.

(b)(1) Subject to paragraph (2), in the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of California Government Code (“CGC”) Section 54956 or both of the notice and posting requirements.

(2) Each local newspaper of general circulation and radio or television station that has requested notice of special meetings pursuant to CGC Section 54956 shall be notified by the President or other presiding officer of the Board, or designee thereof, one hour prior to the emergency meeting, or, in the case of a dire emergency, at or near the time that the presiding officer or designee notifies the Board of the emergency meeting.

(A) Except as provided in subparagraph (B), the notice required by this paragraph shall be given by telephone and all telephone numbers provided in the most recent request of a newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this paragraph shall be deemed waived, and the Board, or designee of the Board, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

(c) During a meeting held pursuant to this Article 18, the Board may meet in closed session pursuant to CGC Section 54957 if agreed to by a two-thirds vote of the Directors present, or, if less than two-thirds of the Directors are present, by a unanimous vote of the Directors present.

(d) All special meeting requirements, as prescribed in CGC Section 54956 shall be applicable to a meeting called pursuant to this Article, with the exception of the 24-hour notice requirement.

(e) The minutes of a meeting called pursuant to this Article, a list of persons who the presiding officer of the Board, or designee of the Board, notified or attempted to notify, a copy of the



rollcall vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

### **CERTIFICATE**

I, Stephen Brett, hereby certify that I am the duly elected and acting Secretary of the UNION SQUARE BUSINESS IMPROVEMENT DISTRICT, a California Nonprofit Corporation; and that the foregoing bylaws, consisting of 17 pages, including this one, constitute the Amended and Fully Restated Bylaws of said corporation, as approved by the Board on December 1, 2025.

  
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Date: 12/16/25

Stephen Brett, Secretary