

BYLAWS OF INDIA BASIN NEIGHBORHOOD ASSOCIATION (IBNA)

A CALIFORNIA ASSOCIATION

ARTICLE 1 OFFICES

SECTION 1. PRINCIPAL OFFICE The principal office of the ASSOCIATION for the transaction of its business is located in San Francisco County, California.

ARTICLE 2 PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES The primary objectives and purposes of this ASSOCIATION shall be as follows: Be it resolved that we are a coalition of India Basin neighbors born of a desire to preserve its maritime history, natural beauty, diverse character and unique ambiance. Desirous of maintaining our vibrant mixed-use neighborhood, where businesses and neighbors all co-exist in harmony. India Basin consists of the area bordering these streets: Donohue, Kirkwood, Kiska, Ingalls, Hudson, Whitney Young Circle, Cashmere, Keith, Evans, Innes, and within the physical area of the Heron Head park, Hillside Village, and the Hunters Point Shipyard - Parcels A through F.

ARTICLE 3 DIRECTOR

SECTION 1. NUMBER The ASSOCIATION shall have 9 directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws.

SECTION 2. POWERS Subject to the provisions of our Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this ASSOCIATION, the activities and affairs of this ASSOCIATION shall be conducted and all ASSOCIATION powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES It shall be the duty of the directors to: (a) Perform any and all duties imposed on them collectively or individually by law, or by these Bylaws; (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the ASSOCIATION; (c) Supervise all officers, agents and employees of the ASSOCIATION to assure that their duties are performed properly; (d) Meet at such times and places as required by these Bylaws; (e) Register their addresses with the Secretary of the ASSOCIATION and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE Each director shall hold office until the next election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies. Each year at the Annual General Meeting a group of three directors shall be elected by the membership to serve a three year term. There is no limit to the number of terms a person may serve. Each of the three groups of directors shall be elected in succession such that in year one members M-1, M-2, M-3 shall be elected. In year two members M-4, M-5, and M-6 shall be elected. In year three members M-7, M-8, and M-9 shall be elected. There is no limit to the number of terms a person may serve.

SECTION 5. PLACE OF MEETINGS At a time and location announced by the Board of Directors.

SECTION 6. REGULAR AND ANNUAL MEETINGS Board of Directors will hold an Annual General Meeting one each year at a time and place determined by the Board.

SECTION 7. NOTICE OF MEETINGS Regular meetings of the board may be held without notice. Other meetings shall be held from time to time at the discretion of the Board of Directors.

SECTION 8. QUORUM FOR MEETINGS A quorum shall consist of 5 Directors. Except as otherwise provided in these Bylaws of this ASSOCIATION, or by law, no business shall be considered by the board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the board. When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken, except as provided in Section 7 of these Bylaws. The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this ASSOCIATION.

SECTION 9. CONDUCT OF MEETINGS Meetings of the Board of Directors shall be presided over by the Chair, or, if no such person has been so designated or, in his or her absence, the Treasurer of the ASSOCIATION or, in his or her absence, by the Secretary of the ASSOCIATION or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the ASSOCIATION 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. Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws of this ASSOCIATION, or with provisions of law.

SECTION 10. VACANCIES Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased. The Board of Directors may declare vacant the office of a director who has not performed their duties or violated our attendance policies. Any director may resign effective upon giving written notice to the Chair, the Treasurer, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the board may be filled by approval of the board. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 11. NON-LIABILITY OF DIRECTORS The directors shall not be personally liable for the debts, liabilities, or other obligations of the ASSOCIATION.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS The Officers of the ASSOCIATION shall be three (3) a Chair, a Secretary, and a Treasurer. Each Officer Director shall hold office until the next election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE Any member may serve as officer of this ASSOCIATION. Officers shall be elected by the Board of Directors, at the first regular Board meeting to be held after the Annual General Meeting. Each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. Each officer shall serve for a term of one year, there is no limit to the number of terms he or she may serve.

SECTION 3. VACANCIES Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 4. DUTIES OF CHAIR The Chair shall be subject to the control of the Board of Directors, supervise and control the affairs of the ASSOCIATION and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chair of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. If applicable, the Chair shall preside at all meetings of the members. Except as otherwise expressly provided by law, or by these Bylaws, he or she shall, in the name of the ASSOCIATION, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 5. DUTIES OF SECRETARY The Secretary shall: Certify and keep at the principal office of the ASSOCIATION the original, or a copy of these Bylaws as amended or otherwise altered to date. Keep at the principal office of the ASSOCIATION or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. Be custodian of the records and of the seal of the ASSOCIATION and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the ASSOCIATION under its seal is authorized by law or these Bylaws. Keep at the principal office of the ASSOCIATION a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased. Exhibit at all reasonable times to any director of the ASSOCIATION, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the ASSOCIATION. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 6. DUTIES OF TREASURER Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall: Have charge and custody of, and be responsible for, all funds and securities of the ASSOCIATION, and deposit all such funds in the name of the ASSOCIATION in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. Receive, and give receipt for, monies due and payable to the ASSOCIATION from any source whatsoever. Disburse, or cause to be disbursed, the funds of the ASSOCIATION as may be directed by the Board of Directors, taking proper vouchers for such disbursements. Keep and maintain adequate and correct accounts of the ASSOCIATION's properties and business transactions, including accounts of its

assets, liabilities, receipts, disbursements, gains and losses. Exhibit at all reasonable times the books of account and financial records to any director of the ASSOCIATION, or to his or her agent or attorney, on request therefore. Render to the Chair and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the ASSOCIATION. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the ASSOCIATION to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ASSOCIATION, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the ASSOCIATION by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the ASSOCIATION shall be signed by the Treasurer and countersigned by the Secretary of the ASSOCIATION.

SECTION 3. DEPOSITS All funds of the ASSOCIATION shall be deposited from time to time to the credit of the ASSOCIATION in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS The Board of Directors may accept on behalf of the ASSOCIATION any contribution, gift, bequest, or devise for the charitable or public purposes of this ASSOCIATION.

ARTICLE 6 ASSOCIATION RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF ASSOCIATION RECORDS The ASSOCIATION shall keep at its principal office in the State of California: (a) Minutes of all meetings of directors, committees of the board and, if this ASSOCIATION has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof; (b) Adequate and correct books and records of account, including accounts of its properties and business

transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses; (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; (d) A copy of the ASSOCIATION's Bylaws as amended to date, which shall be open to inspection by the members, if any, of the ASSOCIATION at all reasonable times during office hours.

SECTION 2. DIRECTORS' INSPECTION RIGHTS Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the ASSOCIATION.

SECTION 3. MEMBERS' INSPECTION RIGHTS If this ASSOCIATION has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member: (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the ASSOCIATION, which demand shall state the purpose for which the inspection rights are requested. (b) To obtain from the Secretary of the ASSOCIATION, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled. (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the ASSOCIATION by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

ARTICLE 7 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT Subject to any provision of law applicable to the amendment of Bylaws, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows: (a) By approval of the members, if any, of this ASSOCIATION.

ARTICLE 8 MEMBERS

SECTION 1. DETERMINATION OF MEMBERS Potential members will consist of people living in/or with a vested interest in (i.e. own a business in or does service in) the India Basin Neighborhood. India Basin consists of the area bordering these streets: Donohue, Kirkwood, Kiska, Ingalls, Hudson, Whitney Young Circle, Cashmere, Keith, Evans, Innes, and within the physical area of the Heron Head park, Hillside Village, and the Hunters Point Shipyard - Parcels A through F.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the INDIA BASIN NEIGHBORHOOD ASSOCIATION, a California nonprofit ASSOCIATION, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of ____ pages, as the Bylaws of this ASSOCIATION.

Dated: _____

_____, Director _____, Director

_____, Director _____, Director

_____, Director _____, Director

_____, Director _____, Director

CERTIFICATE This is to certify that the foregoing is a true and correct copy of the Bylaws of the ASSOCIATION named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said ASSOCIATION on the date set forth below.

Dated: _____

_____, Secretary