

# **BYLAWS OF THE PRESIDIO TRUST**

## **ARTICLE ONE**

### **AUTHORITY**

Section 1. The Presidio Trust (hereinafter referred to as the “Trust”), a wholly-owned government corporation subject to the Government Corporation Control Act (31 U.S.C. 9101 et seq.), was established by Title I of the Omnibus Parks and Public Lands Management Act of 1996 (P.L. 104-333), as the same may be amended from time to time, hereinafter referred to as the “Act.”

Section 2. These Bylaws are enacted pursuant to the power granted to the Board of Directors of the Trust by Section 104(j) of the Act. In the event of any conflict between these Bylaws and the Act, the Act shall control.

## **ARTICLE TWO**

### **PURPOSE**

The purposes for which the Trust was established are those stated and promulgated by Congress in the Act, as the same may be amended from time to time.

## **ARTICLE THREE**

### **OFFICE**

The principal office of the Trust shall be at the Presidio, San Francisco, Golden Gate National Recreation Area.

**ARTICLE FOUR**  
**BOARD OF DIRECTORS**

Section 1. General Powers. The governing body of the Trust shall be the Board of Directors, with all powers vested in them by the Act.

Section 2. Number and Tenure. In accordance with the Act, the Board of Directors shall be comprised of seven members. The seven members of the Board shall include the Secretary of the Interior or the Secretary of Interior's designee and six individuals appointed by the President of the United States. Each appointed member of the Board of Directors shall serve a term of four years from the expiration of his/her predecessor's term; except that the terms of the Board members first taking office shall begin on July 9, 1997 and shall expire as designated at the time of appointment. The Secretary of the Trust shall maintain a roster of Board members and their respective terms. No appointed member may serve more than 8 years in consecutive terms.

Section 3. Officers of the Board. The Board of Directors shall elect a Chairperson and Vice Chairperson from its members. The term of office for each elected officer shall be two years. To foster continuity, if the Chairperson either becomes unavailable or completes his/her term, the Vice Chairperson shall succeed the Chairperson for a two year term absent a 2/3 majority vote of the Directors to the contrary. In the event that the position of Chairperson or Vice Chairperson becomes vacant, the Board shall promptly designate by majority vote another member of the Board to be Chairperson or Vice Chairperson to serve for a two year term.

Section 4. Duties of Officers.

- (a) The Chairperson shall preside over all meetings and sign all contracts or agreements on behalf of the Trust, except contracts or agreements which may be signed by officers delegated that responsibility by the Board, and shall perform such other duties as may be authorized by the Board.
- (b) The Vice Chairperson shall perform all of the Chairperson's duties in the absence of the Chairperson and such other duties as may be authorized by the Board.
- (c) In the absence of elected officers, those Board members present at a meeting shall designate a presiding officer for that meeting.

Section 5. Resignations and Vacancies. An appointed member of the Board wishing to resign shall submit a letter of resignation to the President of the United States, and his/her resignation shall become effective upon the date of the resignation letter. A Board member appointed by the President of the United States to fill a vacancy shall serve for the remainder of the term for which his/her predecessor was appointed.

Section 6. Regular Meetings. Meetings of the Board of Directors shall be held at the call of the Chairperson, but not less often than once every four months. In accordance with the Act, at least two meetings of the Board in any calendar year shall be open to the public. Public meetings shall be designated by the Board and shall be noticed in accordance with Section 9 of this Article.

Section 7. Special Meetings. The Chairperson shall call a meeting at the written request of any three members of the Board, which request shall state the purpose or purposes of the proposed meeting.

Section 8. Meeting Location and Participation. The Board of Directors shall meet at least three times per year in San Francisco and otherwise may meet at such other locations needed for the conduct of business as selected by the members of the Board. Members of the Board may participate in a meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting. Participation under this paragraph shall not apply to public meetings.

Section 9. Meeting Notice. The Chairperson of the Board shall direct the Secretary of the Trust to give the members of the Board notice of each meeting, either personally, or by mail, or by facsimile transmission, or by electronic mail, stating the time, the place and the agenda for the meeting. Notice by telephone shall be personal notice. Any Board member may waive, in writing, notice as to him/herself, whether before or after the meeting, or may waive notice by attending the meeting without protesting, prior to or at the commencement of the meeting, the

lack of notice to him/herself. Notice, in whatever form, shall be given so that a Director will have received it five (5) days prior to the time of the meeting. Public meetings will be announced a minimum of seven (7) days in advance by posting the meeting time, location and agenda on the Trust's website, on social media platforms routinely used by the Trust and by sending a public notice via e-mail to all persons on the Trust's e-mail list.

Section 10. Conduct of Public Meetings. At each public meeting, the Board shall provide an opportunity for members of the public to express their views. The Board may adopt policies and procedures regarding the conduct of public meetings. Subject to prior notice thereof, any and all Trust business may be transacted at a public meeting.

Section 11. Meeting Records. The Board of Directors shall keep summaries of its proceedings showing the presence or absence of each Board member and the vote of each member upon every motion. Failure to vote and any abstentions shall be noted in the minutes. Abstentions due to a conflict of interest or potential conflict of interest shall be noted as such. Records of the Board shall be kept at the office of the Trust or at such other locations as selected by the Board for safekeeping.

Section 12. Quorum. Four Directors shall constitute a quorum for the transaction of business at such meeting of the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be an act of the Board of Directors. If there shall be less than a quorum at any meeting, a majority of the Directors present may adjourn the meeting until such time as a quorum can practically and reasonably be obtained.

Section 13. Adjournment of Meetings. A meeting may be adjourned to another time or place by a majority vote of Board members present at the meeting (including by telephone). If the meeting is adjourned for more than twenty-four hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Board members who were not present at the time of the adjournment.

Section 14. Board Action by Written Consent without a Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors.

Section 15. Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on them. Each committee may have one or more members, who serve at the pleasure of the Board of Directors. The creation of a committee and appointment of members to it shall be approved by a majority of all Board members currently serving, except that the Chairperson shall serve ex-officio as a voting member of all committees established pursuant to this Article. The Chairperson's ex-officio membership on each committee shall have no effect on quorum determinations. Any such committee may make rules for the conduct of its business, but unless otherwise provided by these Bylaws or in such rules, its business shall be conducted as nearly as possible in the manner provided by these Bylaws for the Directors. Each committee may exercise the authority of the Board of Directors to the extent specified by the Board of Directors, except that a committee may not adopt, amend, or repeal the Bylaws. Such committee or committees shall have such name or names as may be determined from time-to-time by the Board of Directors. Each committee shall keep a record of recommendations made and report the same to the Board of Directors when required.

Section 16. Compensation of Directors. Members of the Board of Directors shall serve without pay, but may be reimbursed for the actual and necessary travel and subsistence expenses incurred by them in the performance of the duties of the Trust.

## **ARTICLE FIVE**

### **EXECUTIVE DIRECTOR**

Section 1. Appointment. The Board of Directors shall appoint an Executive Director who shall serve at the pleasure of the Board.

Section 2. Powers and Duties. The Executive Director shall be the chief executive officer and secretary of the Trust and shall have the general powers and duties usually vested in the offices of president and secretary of a corporation. The Executive Director shall see that all resolutions and policies of the Board are carried into effect. The Executive Director shall be the chief of the Trust's staff and shall have general powers of supervision and management over the administration of the Trust. The Executive Director may appoint one or more deputy directors who may perform the duties of the Executive Director in his or her absence and such other duties as may be assigned by the Executive Director. The Executive Director shall report to the Board of Directors and shall have power, subject to guidelines and/or procedures approved by the Board, to:

- (a) Execute contracts, leases, agreements, and other documents necessary for ordinary operations of the Trust;
- (b) Hire subordinate officers and staff (including temporary or intermittent experts and consultants);
- (c) Record the proceedings of the meetings of the Board and oversee the maintenance of financial books and accounts;
- (d) Procure space, equipment, supplies, and obtain support services;
- (e) Direct the day-to-day operations and work of the Trust;
- (f) Supervise activities of the Trust in accordance with the Act and resolutions of the Board of Directors; and
- (g) Perform such other duties and exercise such powers as the Chairperson and the Board of Directors may prescribe.

Section 3. Removal. The Executive Director appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Trust would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**ARTICLE SIX**  
**CONDUCT OF BUSINESS**

Section 1. Annual Budget. Upon completion by the Executive Director of a draft annual budget request, the Chairperson shall call a meeting of the Board of Directors and present the draft budget for the Board's review and consideration. Upon approval by the Board of the budget request, it will be submitted to the Office of Management and Budget.

Section 2. Audit of Books and Records. The Board of Directors shall provide for the keeping of accurate and correct books of account and shall provide for the annual audit of all books and accounts and other financial records of the Trust in accordance with section 9105 of title 31 of the United States Code (Government Corporation Control Act) and with the standards of audit for governmental organizations issued by the Comptroller General of the United States.

Section 3. Annual Report. The Executive Director shall prepare annually a comprehensive and detailed report of the Trust's operations, activities, and accomplishments for the prior fiscal year for review by the Board of Directors. The report also shall include a section that describes in general terms the Trust's goals for the current fiscal year. Upon approval by the Board, the Chairperson shall transmit the report each year to the President of the United States and to the Congress, in accordance with the Act.

Section 4. Contracts. The Board of Directors may authorize the Executive Director to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Trust unless such power is expressly reserved to the Board by the Act. Such power authorized to the Executive Director may be general or confined to specific instances.

Section 5. Checks, Drafts or Orders. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Trust shall be signed by such officer or officers, agent or agents of the Trust and in such manner as from time to time may be determined by resolution of the Board of Directors.

Section 6. Financial and Investment Policies. The Board of Directors shall adopt financial and investment policies and deposit and invest moneys which are available for deposit or investment in accordance with the Government Corporation Control Act and other applicable federal law.

Section 7. Rules and Regulations. The Board may adopt rules and regulations not inconsistent with these Bylaws or with the Act for the administration and conduct of the affairs of the Trust and may alter, amend, or repeal any such rules or regulations adopted. Notice of the adoption of rules and regulations shall be published in the Federal Register as may be required by applicable law.

Section 8. Amendments. These Bylaws may be altered, amended, or repealed by a majority vote of all Board members currently serving upon notice of the proposed alteration, amendment, or repeal in the notice of the meeting.

## **ARTICLE SEVEN INDEMNIFICATION**

Section 1. Indemnification of Directors and Employees. The Trust shall, to the maximum extent and in the manner permitted by law, indemnify and hold harmless each of its Directors and employees (each, an “Indemnitee”) against expenses, judgments, fines, settlements, and other related amounts that are actually and reasonably incurred (collectively, the “Expenses”) in connection with any civil, criminal, administrative, investigative or other action, suit or proceeding (collectively, the “Proceedings”), provided that the act or omission giving rise to the Expenses was taken within the scope of the Indemnitee’s duties or employment as determined by: i) the Board with respect to Proceedings against an employee, or ii) a majority of the Board, exclusive of the Director against whom claims have been made, with respect to Proceedings against a Director. In addition, in accordance with the Act, Directors shall be considered federal employees for purposes of the Federal Tort Claims Act (28 U.S.C. 2671 et seq., 28 U.S.C. 1346(b), 2401). For purposes of this Article, an Indemnitee includes a former Director and a former employee, as applicable.



Section 2. Indemnification of Others. The Trust shall have the power, but not the obligation, to the extent and in the manner permitted by law, to indemnify others acting on behalf of, for the benefit of, or at the direction of the Trust who are not covered under Section 1 of this Article against Expenses in connection with any Proceeding, provided that the conduct giving rise to the Expenses was taken within the scope of the Indemnitee's duties and such indemnification is in the interest of the Trust as determined by the Board.

Section 3 Advancement of Expenses. The right to indemnification conferred in this Article shall include the right to be paid by the Trust the Expenses incurred in connection with any Proceeding in advance of its Final Disposition; provided, however, that such payment shall be made only upon receipt by the Trust of an undertaking by or on behalf of the Indemnitee to repay such amount if it shall be determined ultimately that the Indemnitee is not entitled to be indemnified as authorized in this Article. As used in this Article, "Final Disposition" means final settlement, compromise, or other resolution of the Proceeding, and in the case of litigation, final judgment by a court of a lawsuit or criminal charge, including all appeals.

Section 4. Insurance. The Trust may maintain insurance, at its expense, to protect itself and any Indemnitee against any Expenses incurred in connection with a Proceeding, whether or not the Trust would have the power to indemnify such person against such Expenses under applicable law. Insurance carried by the Trust, if any, shall be for the sole benefit of the Trust.

Section 5. Conduct of Litigation; Representation by Counsel. The conduct and supervision of litigation, representation of an Indemnitee by the Department of Justice or private counsel, and reimbursement of attorneys' fees, shall be as governed under applicable law, including without limitation, 28 U.S.C. 516, 519 and 28 CFR 50.15, 50.16.

Section 6. Settlement or Compromise. The Trust may settle or compromise a Proceeding against an Indemnitee pursuant to this Article by the payment of available funds at any time.

Section 7. Limitations on Indemnification. Without limiting the right to advancement of Expenses conferred under Section 3, no indemnification pursuant to this Article shall be made by

the Trust: i) for acts or omissions that involve fraud, intentional misconduct, or a knowing violation of law by the Indemnitee, or ii) for any conduct for which the Indemnitee improperly received a personal benefit.

**ARTICLE EIGHT**  
**FISCAL YEAR**

The fiscal year of the Trust shall be from October 1 through September 30.

**ARTICLE NINE**  
**SEAL**

The Trust may adopt a corporate seal which shall have the name of the Trust and year of incorporation printed upon it. The seal may be used by causing it or a facsimile thereof to be impressed, affixed, or reproduced.

**ARTICLE TEN**  
**CONFLICT OF INTEREST**

Each member of the Board of Directors, the Executive Director, and all employees of the Trust shall subscribe to and abide by the Ethics in Government Act (5 U.S.C. App. 4), the provisions of chapter 11 of title 18, United States Code, and other applicable federal laws. No member of the Board of Directors shall vote on matters in which such a person has a financial interest, whether personally or through a third party.