

BYLAWS

PASADENA SISTER CITIES COMMITTEE, INC.
(A California nonprofit public benefit corporation)

SUCCESSOR TO THE PASADENA SISTER CITIES COMMITTEE,
an unincorporated organization created by the City of Pasadena, California, in August 1960.

Submitted and approved
June 19, 2014
Revised
November 19, 2020

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ARTICLE I
NAME and OFFICES

1. Corporate Name: The name of this corporation is PASADENA SISTER CITIES COMMITTEE, INC. (PSCC).
2. Principal Office: The principal office for the transaction of the activities and affairs of this corporation is located at 100 North Garfield Avenue, Room S228, City of Pasadena, Los Angeles County, California. The Board of directors may change the location of the principal office. Any such change of location must be noted by the secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.
3. Other Offices: The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE II
PURPOSE, DEFINITIONS, DEDICATION OF ASSETS

1. Purposes: The purposes of this corporation are: (a) the promotion of peace through international Sister City relationships that foster mutual respect, understanding, and cooperation one individual and one community at a time; and (b) the promotion of the goals of Sister Cities International.
2. Construction Definitions: Unless the context requires otherwise the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.
3. Irrevocable Dedication of Assets: This corporation's assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code 501(c)(3).

ARTICLE III
QUALIFICATIONS AND CATEGORIES OF MEMBERSHIPS

1. This corporation shall have three categories of members. Any person supporting the purposes and goals of the corporation shall be eligible for membership upon approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

A. Regular Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, Regular Members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. References in these bylaws to "members" shall mean members as defined in Corporation's Code 5056 Regular Members.

B. Student Members are persons who are a full-time student (full-time in High School, or a minimum of nine semester hours in College) who submit an application for approval by the Board as a Student Member and proof of fulltime student status. Student Members are not eligible to be a director or officer of the corporation and have no voting rights except that the chair of a student-led subcommittee shall have the voting rights given to Regular Members.

C. Honorary Members are those persons the corporation wants to recognize for exceptional contributions to the purposes and goals of the corporation. Honorary Members have no voting rights, are not eligible to be a director or officer of the corporation, and have no membership obligations. The Mayor of the City of Pasadena shall be an Honorary member whose dues shall be waived.

2. Dues, Fees, and Assessments: Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each category, but the Board may, in its discretion, set different dues, fees, and assessments for each category. Members may vote 30 calendar days after record of date.
3. Good Standing: Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.
4. Termination of Membership: A membership shall terminate upon occurrence of any of the following events:
 - A. Resignation by the member;
 - B. Expiration of the period of membership unless the membership is renewed on the renewal terms fixed by the Board;
 - C. The member's failure to pay dues, fees, or assessments as set by the Board after they are due and payable;
 - D. Any event that renders the member ineligible for membership or failure to satisfy membership qualifications; or
 - E. Termination of membership under Article III of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

- F. Sexual Harassment, generally involves negative, inappropriate, or unwanted conduct directed at a worker based on unlawful reasons. California law prohibits anyone from sexually harassing any worker, employee, applicant, volunteer, independent contractor, or unpaid intern. Discrimination, or Inappropriate Behavior, as defined by the California Civil Code, shall not be tolerated. Preserving your right to receive fair treatment and protecting individuals is a requirement of PSCC. PSCC does not have employees, however it follows the following guidelines: As a California Nonprofit with volunteers we shall update training every two years. A record must be maintained for California compliance. PSCC shall provide two hours of on line training regarding sexual harassment to all officers and 1 hour to all volunteers.
5. Suspension of Membership: A member may be suspended under Article III, of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be entitled to the privileges of membership during the period of suspension.
6. Procedure: If grounds appear to exist for suspending or terminating a member under Article III, of these bylaws, the following procedure shall be followed:
- A. The Board shall give the member at least 15 calendar days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice such as US mail sent by first class or registered to the member's last address as shown on the corporation's records.
- B. The member shall be given an opportunity to be heard either orally or in writing at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur. The decision of the Board, committee, or person shall be final.
- C. Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must commence within one year after the date of the expulsion, suspension, or termination.
7. Membership as Non-Transferable: No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

ARTICLE IV OFFICERS

1. Officers: The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer. Officers of the corporation must be Regular Members in good standing. Any number of offices may be held by the same person with the exception the Secretary and the Treasurer may not serve concurrently as the President. Officers shall serve without compensation, but may receive reimbursement of expenses as the Board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.

2. Election of Officers: The officers of this corporation shall be chosen annually by the regular members at the December annual members' meeting. The term of office for all officer positions shall be one year. No officer may serve more than three consecutive terms in one office.
3. Removal of Officers: The regular members may remove any officer with cause.
4. Resignation of Officers: Any officer may resign at any time by giving written notice to the Board and the members. 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 a party.
5. Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.
6. Responsibilities of President: Subject to such general powers as the Board may give to the Chair of the Board, if any, and subject to the control of the Board, the President shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President shall preside at all members' meetings and at all Board meetings. The President shall have such other powers and duties as the Board or the bylaws may require along with controlling the issuance of Rose Parade tickets with input from the Hospitality Committee.
7. Responsibilities of Vice President: If the President is absent or disabled, the Vice President shall perform all duties of the President. When so acting, the Vice President shall have all powers of and be subject to all restrictions on the President. The Vice President shall have such other powers and duties as the Board or the bylaws may require.
8. Responsibilities of 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 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 Board and committee meetings; and the number of members present or represented at members' meetings.
 - A. The Secretary shall keep or cause to be kept at the principal California office a copy of the articles of incorporation and bylaws as amended to date.
 - B. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members showing each member's name, address, and category of membership. Record the directors' term of office.
 - C. 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.

9. Responsibilities of Treasurer: The Treasurer 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 Treasurer 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.
 - A. The Treasurer shall (1) 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; (2) disburse the corporation's funds as the Board may order; (3) render to the President, Chair of the Board, if any, and the Board, when requested, an accounting of all transactions as Chief Financial Officer along with the financial condition of the corporation; and (4) have such other powers and perform such other duties as the Board or the bylaws may require.
 - B. If required by the Board the Treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
10. Parliamentarian: May be appointed by the President and will interpret and apply the "Rules of Order" for meetings. The parliamentarian will assist the president, to manage meetings and will advise on parliamentary procedures. The City of Pasadena requires its commissions and committees created by the city's charter to use Robert's Rules of Order (current edition) as the Parliamentary Authority where the bylaws are inconsistent.

ARTICLE V MEETING OF MEMBERS

1. Annual Meeting: An annual meeting of members shall be held in December of each year on the date and time the Board fixes and so notifies members as provided in these bylaws. During the meeting, the directors shall be elected and other proper business may be transacted.
2. Location of Meetings: Meetings of the members shall be held at any place designated by the board or by the written consent of all members entitled to vote at the meeting which is given before the meeting. In the absence of any such designation members' meetings shall be held at the corporation's principal office. The Board may authorize members who are not present to participate by electronic transmission or electronic video communication.
3. Special Meetings: The Board or the Chair of the Board, if any, or the President, or five percent or more of the members may call a special meeting of the members for any lawful purpose at any time. A special meeting called by any person entitled to call a meeting of the members shall be called by written request specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the chair of the Board, if any, or the President or any Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote at a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least 30 calendar days, but no more than 90 calendar days after

receipt of the request. If the notice is not given within 20 calendar days after the request is received the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

4. **Written Notice Required:** Whenever members are required or permitted to take any action at a meeting a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
5. **Notice of Certain Agenda Items:** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal(s):
 - A. Removing a Director without cause;
 - B. Filling vacancies on the Board;
 - C. Amending the Articles of Incorporation; or
 - D. Electing to wind up and dissolve the Corporation.
6. **Notice Requirements:** Notice of any meeting of members shall be in writing and shall be given at least ten 10 calendar days, but no more than 90 calendar days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation, by first-class, registered, or certified mail, or by other means of written communication. Charges will be prepaid, and shall be sent 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 to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given notice shall be deemed to have been given if notice is sent to the member by first-class mail, facsimile or other written communication to the corporation's principal office.
7. **Affidavit of Mailing:** An affidavit of the mailing of any membership meeting, or of the giving of such notice by other means, may be executed by the Secretary of the Corporation, and if so executed, shall be filed and maintained in the Corporation's Minutes Book.
8. **Quorum:** Twenty percent (20%) of the Regular Members shall constitute a quorum for the transaction of business at any meeting of members. Except as otherwise required by law, the articles, or these bylaws, the members present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken is approved.

9. Eligibility to Vote: Subject to the California Nonprofit Public Benefit Corporation Law Regular Members in good standing determined under Article III of these bylaws shall be entitled to vote at any meeting of members after a 30 calendar day period following their new membership status.
10. Manner of Voting: Voting may be by voice or by ballot. Any election of Directors must be by ballot.
11. Number of Votes: Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.
12. Majority Approval: If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting who are entitled to vote on any matter shall be deemed the act of the members unless the vote of a greater number, or voting by category, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation.
13. Waiver of Notice or Consent: A member's attendance at a meeting shall also constitute a waiver of notice and presence at that meeting unless the member objects, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting, but not so included if that objection is expressly made at the meeting.
14. Action by Unanimous Written Consent: Any action required or permitted to be taken by the members may be taken without a meeting if all members consent in writing to the action. The written consent(s) shall be filed with the Minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.
15. Written Ballots Are Irrevocable: A written ballot may not be revoked.
16. Filing of Ballots: All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records for at least five (5) years.
17. Record Date: For purposes of establishing the members entitled to receive notice of any meeting entitled to vote, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action the Board of Directors may, in advance, fix a record date. For purposes of Article V, of these bylaws a person holding a membership at the close of business on the record date shall be a member of record, and is entitled to vote after 30 calendar days. The record date so fixed for sending notice of a meeting shall be no more than 90 calendar days nor less than ten calendar days before the date of the meeting.
18. No Proxies: No member entitled to vote shall have the right to do so by a written proxy.
19. Adjournment Notice: Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting.

ARTICLE VI
BOARD OF DIRECTORS

1. Corporation Directors: The Directors of the Corporation shall consist of the President, Vice President, Secretary, Treasurer, the Chairperson's and Vice Chairperson's of each sister city affiliation Subcommittee, the Student Exchange Coordinator, and a Board member of Southern California Sister Cities if the Board member is also a regular member of PSCC.
2. The office that is to be filled by a Board member of Southern California Sister Cities shall be designated by the President and shall hold office for one (1) year. If there is no regular member of the corporation that is on the Southern California Sister Cities Board of Directors this office may be left vacant.
3. General Powers of Board: Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, 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.
4. Specific Powers of Board: Without prejudice to the general powers set forth in Article VI of these bylaws, but subject to the same limitations the Board shall have the power to do the following:
 - A. Appoint and remove, at the pleasure of the Board, 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; fix their compensation; and require from them security for faithful service.
 - B. Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in or outside California for holding any meeting of members.
 - C. Adopt and use a corporate seal, prescribe the forms of membership certificates, and alter the forms of the seal and certificates.
 - D. Notwithstanding the above, the Board shall not borrow money and shall not incur indebtedness on the corporation's behalf and shall not cause to be executed and delivered for the corporation's purposes in the Corporate name, promissory notes, bonds, unsecured bonds, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- ~~5.~~ Term of Office: For all directors shall be one (1) year, with a maximum of three (3) terms in each position. No Director may serve more than six (6) consecutive terms on the Board. After a one-year interval off the Board, a Director may be eligible to serve up to another six (6) consecutive terms.
6. Election of Directors: Except for the Director who is appointed because of his or her position on the Board of Directors of the Southern California Sister Cities, all Directors shall be elected at each annual members' meeting and are expected to hold office until the next annual members' meeting. However, if Directors are not elected at an annual meeting they may be elected at any special members' meeting held for that purpose or by written ballot. Each

Director, including a Director elected to fill a vacancy, elected at a special members' meeting or by written ballot shall hold office until expiration of the term for which elected and until a qualified successor is elected.

7. Vacancies on Board: A vacancy on the Board of Directors shall occur in the event of (1) the death, removal, or resignation of any Director; (2) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law Chapter 2, Article 3; (3) the vote of the members or, if the corporation has fewer than 50 members, the vote of a majority of all members to remove the Director(s); (4) the increase of the authorized number of Directors; or (5) the failure of the members, at any meeting at which any Director(s) are to be elected, to elect the number of Directors required.
8. Resignation of Directors: Except as provided below, any Director may resign by giving written notice to the Chair of the Board, if any, to the President or to the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for it to become effective. If a Director's resignation is effective at a later time the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director(s).
9. Removal of Directors: Any Director who does not attend two consecutive meetings may be removed from the Board by Board resolution. The Board, by resolution of the majority of members, may agree to reinstate this Director who has been removed for missing more than two meetings.
10. Vacancies Filled by Board: 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 unanimous written consent of the Directors then in office, (2) 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 Corporations Code 5211, or (3) a sole remaining Director. Any reduction of the authorized number of Directors shall not result in any Director being removed before his or her term of office expires.
11. Location of Board Meetings: Meetings of the Board shall be held at any place within or outside California that has been designated by resolution of the Board, in the notice of the meeting or, if not so designated, at the principal office of the corporation.
12. Meetings by Telecommunication: Any Board meeting may be held by conference telephone, video screen or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:
 - A. Each member participating in the meeting can communicate concurrently with all other members, or
 - B. Each member is provided the means of participating in all matters before the Board which includes the capacity to propose, or to interpose an objection to a specific action to be taken by the corporation.

13. Annual Meeting of Board: Immediately after each December annual meeting of members the Board shall hold a general meeting for purposes of organization, and transaction of other business. Notice of this meeting is not required. Other general meetings of the Board may be held without notice at such time and place as the Board may fix from time to time.
14. Special Meetings: Special meetings of the Board, for any purpose, may be called at any time by the Chair of the Board, President, Vice President, Secretary, or any two Directors.
Notice of Special Meetings: Notice of the time and place of special meetings shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (4) facsimile; (5) electronic mail; or (6) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the corporation's records.
15. Notices sent by first-class mail shall be deposited in the United States mails at least 5 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission shall be delivered, telephoned, or sent, respectively, at least 48 hours before the time set for the meeting. The notice shall state the time of the meeting and the place, if the place is other than the corporation's principal office. The notice need not specify the purpose of the meeting.
16. Board Quorum: A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. 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 the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the Board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
17. Waiver of Notice: Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the Minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the Minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.
18. Adjournment: A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.
19. Board Action without Meeting: An action required or permitted to be taken by the Board may be taken without a meeting if all Directors individually or collectively consent in writing to that action and if, subject to Corporations Code 5224(a), the number of Directors then in office constitutes a quorum. The written consent(s) shall be filed with the Minutes of the

proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors. For purposes of Corporations Code 5211(b) only, "all Directors" does not include an "interested Director" as defined in Corporations Code 5233(a) or a "Common Director" as described in Corporations Code 5234(b) who abstains in writing from providing consent, when (I) the facts described in Corporations Code 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code 5233(a) are satisfied as appropriate at or before the execution of the written consent(s); (ii) the establishment of those facts or satisfaction of those provisions is included in the written consent(s) executed by the non-interested or non-Common Directors or in other records of the corporation; and (iii) the non-interested or non-Common Directors approve the action by a vote that is sufficient without counting the votes of the Interested or Common Directors.

20. **Directors Compensation:** Directors and members of committees of the Board shall not receive compensation for their services as Directors or committee members. Directors and members of committees may receive reimbursement of expenses as the Board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted.
21. **Voting by Directors:** Each Director shall have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.
22. **Executive Committee:** Unless otherwise appointed, the four officers serve as the Executive Committee pursuant to Article IV of these bylaws. All actions of the Executive Committee shall be reported to and ratified by the full membership at the next duly scheduled general meeting.
23. **Committee Meetings:** Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, the exception being the hour for general meetings of Board committees and the calling of special meetings of Board committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Board has not adopted rules the committee may do so.

ARTICLE VII COMMITTEES

1. **Standing Committees:** The primary purpose of standing committees shall be to consider and recommend actions and propose policies in the functional areas under their jurisdictions, subject to final approval by the Board or membership. The corporation shall have the following standing committees:
 - A. **Fundraising:** Shall be responsible for obtaining funds outside of the corporations' membership. Subcommittees may do their own fundraising for projects.
 - B. **Hospitality:** Shall be responsible for, but not limited to, arranging the annual gathering, assisting city affiliation subcommittee with hospitality for incoming delegations, and like activities. Help the President with controlling the issuance of Rose Parade tickets.

- C. **Membership:** Shall be responsible for processing, approving and introducing applicants for membership to other members.
- D. **Publicity:** Shall be responsible for news items related to activities of the Corporation.
- E. **Student Exchange:** The Student Exchange Coordinator and a representative of each Subcommittee shall be responsible for the summer exchange student program and for coordinating with the Sister City affiliations committees for intern matters and other student related matters.
- F. **Youth:** A strong sister city program has active youth participation. Sister city relationships offer young people unique opportunities to develop beyond their local boundaries within a global family of communities. Welcomed as neighbors in cities and towns worldwide, sister city youth volunteers learn first-hand about other societies as a member of Sister Cities Youth Programs. Youth develop diverse perspectives about their own potential for making a positive international contribution on the local level. Sister city youth are active in grassroots diplomacy efforts, cross-cultural leadership training and educational exchanges, activities which teach them skills and knowledge necessary to lead their communities into the future. Sister city youth activities have long-term impact in the participating communities. These youth activities strengthen and diversify the sister city partnerships by involving new groups, institutions and individuals in the relationships.
- G. One Subcommittee for each Sister City Affiliation. Each Subcommittee shall make a monthly written report, even if there is nothing new to report.
2. Ad-Hoc Committees: Ad-Hoc Committees may be created for a specific purpose. Whenever created, they will terminate on December 31 of each year. Ad-Hoc committees shall make a progress or a final report back to the Board or the members during corporation's fiscal year. Ad-hoc committees may be renewed on January 1 of the following year in which they were created at the discretion of the Board or the members.
- A. **Bylaws:** Shall be responsible for reviewing suggested changes to the bylaws and submit them as appropriate to the membership. Bylaws cannot be changed without notice and a 2/3rds vote of the active membership in attendance at a general meeting supporting the changes.
- B. **Nomination Committee:** Annually in September an ad-hoc nominating committee of at least three (3) members shall be named by the President and approved by the Regular Members at the September General meeting. The Nominating Committee should comprise one Director from the Board, and two Regular Members. The current President shall not serve. At the general meeting held in November the Nomination Committee will report back with the names of nominees to the members, as well as nominations may be made from the floor, but those nominated must be present to accept. The Secretary shall forward to each member the notice of meetings required by these bylaws, and a list of all candidates nominated by committee. Election of the Directors shall take place at the December annual members' meeting, and those Directors elected shall take office on January 1st. The Nomination Committee shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to campaign and a reasonable opportunity for all members to choose among the nominees. Subcommittees shall be consulted for nominations of Chair and Vice Chair.

C. Election Committee: May be the same members as nominating committee. The Election Committee shall be appointed by the President of the board at any time prior to the November meeting and they shall establish the rules by which the voting is conducted and present it in a report to the regular members during the November meeting. The Chairperson will formulate a committee of at least four regular members. The Election Committee will prepare a ballot for the December election from the names prepared by the nominating committee and insure the ballot is sent to all voting members and will verify with the membership person what will constitute a majority vote of the eligible voting members. The Chairman may void any ballot not marked correctly. The Chairman will present the official results of the election to the membership, stating who has been officially elected. All ballots of the annual election of board will be stored until next annual election or placed in the archives by the secretary of the board.

D. New Sister City Affiliation Committee: May be established by the members to explore a new Sister City affiliation. Before a new Sister City affiliation can be established, a support group of at least ten (10) new active members pledged to the success of the new affiliation must be formed. This ad-hoc committee will be responsible for all efforts to attract a new affiliation provided the Board or the members first approve the committee's actions. The ad-hoc committee should demonstrate over one year's time that the additional Sister City affiliation is sustainable with ongoing interest.

ARTICLE VIII TRANSACTIONS WITH DIRECTORS AND OFFICERS

1. 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 with this corporation unless (1) 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; (2) 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; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) 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 educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) 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.
2. Loans to Directors and Officers: This corporation shall not lend any money or property to or guarantee the obligation of any Director or officer without the approval of the California Attorney General provided, however, the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

3. Indemnification. To the fullest extent permitted by law this corporation shall indemnify its Directors and Officers, and may indemnify employees and other persons described in Corporations Code 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 the 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. "Expenses," as used in these bylaws shall have the same meaning as in that section of the Corporations Code.
4. Upon written request to the Board by any person seeking indemnification under Corporations Code 5238(b) or 5238(c), the Board shall promptly decide under Corporations Code 5238(e) whether the applicable standard of conduct set forth in Corporations Code 5238(b) or 5238(c) has been met, 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 5238(e) whether the applicable standard of conduct has been met, if so, the members present at the meeting, in person or, shall authorize indemnification.
5. 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 these bylaws in defending any proceeding covered by these bylaws, 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 the advance will be repaid unless it is ultimately found the person is entitled to be indemnified by the corporation for those expenses.
6. Insurance: This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full 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 IX CORPORATION RECORDS AND REPORTS

1. Corporate Records: This corporation shall keep the following:
 - A. Adequate and correct books and records of account;
 - B. Minutes of the proceedings of its members, Board, and committees of the Board; and
 - C. A record of each member's name, address, and category of membership.
2. The Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two.

3. Member's Inspection Rights: Unless the corporation provides a reasonable alternative as provided below any member may do either or both of the following for a purpose reasonably related to the member's interest:
4. Inspect and copy the records containing member's name, address(es), and voting rights during usual business hours on five (5) business days prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
5. Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are eligible to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) business days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.
6. The corporation may, within ten (10) business days after receiving a demand under this Section make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.
7. If the corporation reasonably believes the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section it may deny the member access to the membership list.
8. Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.
9. Inspection of Accounting Records and Minutes: Upon written demand to the corporation any member may inspect, copy, and make extracts of the accounting books, records, and the Minutes of the proceedings of the members, the Board of directors, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. This right of inspection extends to the records of any subsidiary of the corporation.
10. Inspection of Articles and Bylaws: This Corporation shall keep at its principal California office the original or a copy of the Articles of Incorporation and Bylaws as amended to the current date which shall be open to inspection by the member's at all reasonable times during office hours. If the corporation has no business office in California the Secretary shall, on the written request of any member, furnish to the member a copy of the Articles of Incorporation and bylaws as amended to the current date. A copy shall be maintained on the Website.
11. Directors' Inspection Rights: Every director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, and documents of every kind, and to inspect the physical properties of the Corporation. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and

make extracts of books, records, and documents of every kind.

12. Annual Report: This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year provided; however, the information specified above for inclusion in an annual report must be furnished to all Directors and to any member who requests it in writing. If the Board approves the corporation may send the report and any accompanying material pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government C 12580-12599.7 includes the information required in the annual report then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report. The Board shall insure an annual report be sent to the members and Directors within 120 days after the end of the corporation's fiscal year. The report shall contain the following information in appropriate detail.
 - A. The assets and liabilities including the trust funds of the Corporation as of the end of the fiscal year;
 - B. The principal changes in assets and liabilities including trust funds;
 - C. The Corporation's revenue or receipts, both unrestricted and restricted, to a particular purposes;
 - D. The Corporation's revenue or receipts, both unrestricted and restricted, to a particular purposes;
 - E. The Corporation's expenses or disbursements for both general and restricted purposes;
 - F.. Any information required by Article VIII, of these Bylaws.
13. Audit: An internal audit with the Treasurer and three (3) members of the Corporation shall review the Corporation's books and records prior to submitting the annual reports to the State of California and the IRS.
14. Annual Statement: As part of the annual report to all members, or as a separate document if no annual report is issued, the Corporation shall, within 120 calendar days after the end of the Corporation's fiscal year, annually prepare and mail, deliver, or send by electronic transmission to each member and furnish to each director a statement of any transactions.