

## **MEMBERSHIP RULES & RESPONSIBILITIES BY-LAWS**

### **Section 1. Authority**

Affairs of the Corporation shall be conducted, and corporate powers exercised, by a Board of Directors, subject to the California Corporations Code and any stipulations otherwise **stated** in the Articles of Incorporation or these Bylaws. Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

### **Section 2. Duties and Responsibilities**

The Board of Directors shall:

- a) perform any and all duties imposed on them collectively or individually by statute and by the Articles of Incorporation and Bylaws of this Corporation;
- b) exercise the powers and rights of the Members of a corporation, as set forth in the California Corporations Code;
- c) develop policy, budgets, and business plans;
- d) appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties of officers and agents of the Corporation;
- e) oversee officers and agents of the Corporation to assure that their duties are performed properly;
- f) meet at such times and places as are stipulated by these Bylaws.

### **Section 3. Composition**

- a) **Voting directors.** The Board of Directors shall consist of not fewer than twelve nor more than twenty-four voting members. The exact number shall be fixed from time to time by resolution of the Board.
- b) **Ex officio non-voting directors.** Sister Cities' International board members and state coordinators are ex-officio advisory members of the board without voting privileges; notwithstanding, they may stand for election as regular voting Directors.
- c) **Qualifications for election as Director.** A Candidate shall be a member in good standing of an affiliated Sister City Association.

### **Section 4. Terms of Office**

- a) Director terms shall be three years.
- b) Directors shall serve no more than two consecutive terms. After an interval of one year, a Director shall be eligible to serve again.
- c) A Director appointed to a vacancy shall fulfill the unexpired duration of the predecessor's elected term.
- d) Directors shall take office immediately upon election or appointment.
- e) A portion of the directors shall be elected annually and serve for three years. Directors serving at the adoption of the bylaws as adopted in May 2011 shall serve one, two or three year terms based on their dates of election. Subsequently, each director position shall adhere to the three year staggered term. If a director resigns or is removed during his or her three year terms, a replacement shall be elected to serve the remainder of that term and then stand for re-election.

### **Section 5. Quorum**

A quorum for action shall be one-half of the number of voting members of the Board of Directors.

### **Section 6. Nomination and Election**

- a) **Nomination.** Ninety (90) days before the annual meeting the President shall appoint a Nominating Committee, which may not include the President. That Committee shall:
  - (i.) ascertain the number of vacancies to be filled,
  - (ii.) identify potential candidates,
  - (iii.) determine their qualifications and willingness to serve,
  - (iv.) select a slate of candidates, and notify voting members of their qualifications,
  - (v.) determine procedures for an election and ensure that they are communicated to those who vote.
- b) **Election.** Directors are seated by majority vote of a quorum of the Board of Directors at the annual meeting of the Corporation. At that meeting, nominations may be made from the floor by a sitting director, provided qualifications are commensurate with those of Committee nominees. Proxy voting is not permitted.

**Section 7. Appointment to Vacancies**

- a) Vacancies on the Board of Directors shall exist
  - (i.) on the death, resignation, or removal of any director,
  - (ii.) when the number of authorized directors is increased, or
  - (iii.) should a term expire and no successor is nominated or elected.
- b) The Board may declare vacant the office of a Director after two consecutive unexplained absences from regular meetings.
- c) A two-thirds majority of the Board of Directors may remove for just cause a director who has been declared of unsound mind by a final order of court, convicted of a felony, or been found by a final order or judgment of court to have breached any duty under Section 5230 (and following) of the California Corporations Code, or other conflict of interest.
- d) Any Director may resign effective upon written notice to the President, the Secretary, or the Board of Directors, or at some later time so specified in the notice. No Director may resign if the Corporation would be left without a duly elected Director or set of Directors in charge of its affairs, except upon notice to the California Attorney General.
- e) Vacancies may be filled at any time by nomination by any Director and a majority of Directors still remaining. Term of office shall be the unexpired duration of the term of the vacancy being replaced.