

Sister Cities International Southern California Chapter, Inc.
A California Not for Profit Corporation

BYLAWS

Article I
PURPOSES

Section 1. Objectives

- a) **Affiliation.** As a chapter of Sister Cities International, Sister Cities International Southern California Chapter, Inc. (hereafter “the Corporation”) shall promote the former’s programs and goals on behalf of existing and aspiring sister city programs in the Southern California Counties of Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, San Luis Obispo, Santa Barbara, and Ventura.
- b) **Constituent services.** The Corporation shall encourage, coordinate, and facilitate communication, cooperation, and relationships among sister city organizations and other agencies and institutions. It also acknowledges exemplary and promising programs, activities, and individuals within Southern California.
- c) **Limitations on Activities.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article II
BOARD OF DIRECTORS

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 **with three elected Board members allowed per city at any one time.** The exact number shall be fixed from time to time by resolution of the Board. ***Directors at Large may be appointed by the President for a one-year term with appointments confirmed by the Board of Directors. Directors At Large will have an equal vote on all matters and shall be subject to the same Board meeting attendance requirements as the elected directors.*** (Amended May 16th, 2015)
- 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. The outgoing president shall become an Ex Officio non-voting member of the Board of Governors. The role of the Board of Governors shall be to advise the President. (Amended March 3rd, 2018)
- 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 three-year terms. After an interval of one year, a Director shall be eligible to serve again. However, if the Board of Directors is not at the limit of 24 active members, then a Director is eligible to be re-elected for additional 3-year terms. (Amended May 21, 2022)
- 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. Excused absences will reduce the quorum accordingly. (Amended November 5th, 2016)

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 will 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.

Section 8. Parliamentary Authority

Unless superseded by provisions in these Bylaws, the Articles of Incorporation, or provisions of law, the most current edition of Robert's Rules of Order shall be the governing parliamentary authority for conducting the Corporation's business.

Section 9. Majority Action as Board Action

Every act or decision made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of the California Corporations Code, require a greater percentage or different voting rules for approval.

Section 10. Meetings and Notification of Meetings

- a) **Regular meetings.** The Board shall meet quarterly, one of which shall be in conjunction with the annual meeting.
- b) **Annual meeting.** The annual meeting of the Corporation shall be held during the month of May, at which time elections of Directors and Officers shall take place. Notice of the annual meeting shall be given in the quarterly meeting immediately preceding. (Amended January 19, 2019)

- c) **Special meetings.** Special meetings may be called by a majority vote of the Directors or by the President upon four-day notice to the entire Board and specification of the issues to be addressed.

Section 11. Compensation

Directors shall not be compensated by the Corporation for serving in that capacity, but, within established financial policies and by prior approval of the Board, may be reimbursed for expenses related to their duties.

Article III OFFICERS

Section 1. Terms and election

Officers of the Corporation shall be elected by the Directors from among the Board membership for a term of one year or until a successor is elected in the event of a vacancy. Nominations for office shall be presented by a Nominating Committee of three Directors upon instruction from the President.

Section 2. Number and duties

a) President

- (i.) On behalf of the Directors, presides over corporate functions, and addresses the public as authorized by the Board.
- (ii.) Collaborates with the Secretary in preparing agendas for meetings.
- (iii.) Convenes, conducts, and adjourns meetings in accordance with recognized parliamentary procedures.
- (iv.) Serves ex officio on all committees of the Corporation.
- (v.) Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, shall execute in the name of the corporation such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

b) Vice President

Assumes responsibilities of the President in the President's absence or as directed, from time to time, by the President or by the Board of Directors. The Board of Directors may appoint additional vice-presidents to serve at the pleasure of the board for the purpose of assisting the President in the execution of the directions of the board. (Amended 5/19/2012)

c) Secretary

- (i.) Prepares, distributes, and reports minutes of meetings of the Board of Directors and such other meetings as the President deems necessary.
- (ii.) Distributes electronic or printed notices of meetings and prepares meeting agendas in collaboration with the President and other appropriate Directors.
- (iii.) Maintains permanent records of Board and corporate proceedings, meeting minutes, Articles of Incorporation, Bylaws, and legal, official documents and filings of the Corporation.
- (iv.) Maintains current rosters and contact information of members of the Corporation, Directors, and Officers, and term of office, as applicable.
- (v.) At the direction of the Board and/or the President, conducts correspondence on behalf of the Corporation and maintains files of all communications sent and received.
- (vi.) In the absence of the President and Vice President, conducts meetings and business of the Corporation and its Board of Directors with the authority of the President.

d) Treasurer

- (i.) Maintains and accounts for monetary and non-monetary assets of the Corporation.
- (ii.) Makes available records in support of said functions for inspection according to the Corporation's policies.

- (iii.) Collects, deposits, and disburses funds within financial policies, procedures, and budgets established from time to time by the Board of Directors.
- (iv.) Reports quarterly or as otherwise directed by the Board of Directors, on the Corporation's income, expenses, investments, and balances, and prepares an annual financial report for the annual membership meeting of the Corporation.
- (v.) In the absence of the President, Vice President, and Secretary, conducts meetings and business of the Corporation and its Board of Directors with the authority of the President.

Section 3. Removal and Resignation

Any officer may be removed at any time, with or without cause, by the Board of Directors. 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. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. These provisions shall be superseded by conflicting terms of a contract, approved or ratified by the Board of Directors relating to the employment of any Officer.

Article IV

ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Except as otherwise provided in these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting, if all members shall individually or collectively consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members.

Article V

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 1. Private Inurement

No member, director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment or reasonable compensation to any such person for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors.

Section 2. Distribution upon Dissolution

No such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or conclusion of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

Article VI

INTERNAL REVENUE SERVICE PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not

make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Article VII RECORDS, SEAL, AND RIGHTS OF INSPECTION

Section 1. Records

- a) **Corporate office.** The principal office and subsidiary offices of the Corporation shall be within the ten Southern California counties enumerated in Article I, Section 1. Records of the Corporation shall be maintained at those locations.
- b) **Permanent records.** Records of the Corporation shall include, but are not limited to,
 - (i.) Articles of Incorporation and Bylaws,
 - (ii.) minutes of meetings of the Board of Directors and its committees
 - (iii.) adequate and correct books and financial records, including assets, transactions, liabilities, receipts, disbursements, gains, and losses, and a record of members, as applicable.
 - (iv.) The Board of Directors may adopt, use, and at will alter, a corporate seal, to be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.
- c) **Inspection.** An appropriate officer shall honor any reasonable request by a Director, or authorized agent or attorney to inspect and copy all records, books, documents, and physical assets in possession of the Corporation.
- d) **Periodic Report.** The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation within time limits set the Bylaw.

Article VIII INTERESTED DIRECTORS, CONFLICT OF INTEREST, AND APPROVAL FOR COMPENSATION

Section 1. Purpose of Conflict of Interest Policy

Conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. It is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

- a) **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b) **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (i.) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
- (ii.) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
- (iii.) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures

- a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- d) **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed

transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- a) the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- b) all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 - (i.) is not the person who is the subject of the compensation arrangement, or a family member of such person;
 - (ii.) is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 - (iii.) does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 - (iv.) has no material financial interest affected by the compensation arrangement; and (v.) does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.
- c) the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
 - (i.) compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;
 - (ii.) the availability of similar services in the geographic area of this organization;
 - (iii.) current compensation surveys compiled by independent firms;
 - (iv.) actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement; As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- d) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
 - (i.) the terms of the compensation arrangement and the date it was approved;
 - (ii.) the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee

- member;
- (iii.) the comparability data obtained and relied upon and how the data was obtained;
 - (iv.) If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
 - (v.) If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
 - (vi.) any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
 - (vii.) The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- (i.) has received a copy of the conflicts of interest policy;
- (ii.) has read and understands the policy;
- (iii.) has agreed to comply with the policy; and understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects

- (i.) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (ii.) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article IX AMENDMENT OF BYLAWS

Corporate Bylaws regularly are reviewed by a standing committee of the Board of Directors. Recommendations for amendment may originate from that committee, or with some other member of the Corporation.

Section 1. Initiative

Proposed amendments shall be submitted in writing to the Board of Directors at least thirty days prior to a regular or special meeting for which they may be agendaized.

Section 2. Ratification

Amendment of Bylaws shall be by approval of a majority of a quorum of Directors present at a meeting of the Corporation.

Section 3. Implementation and Promulgation

Upon ratification, such amendments immediately shall be in effect.

Article X**DISSOLUTION OF THE CORPORATION**

Should the Corporation elect to dissolve and be approved by the State of California to do so, any assets, monetary or otherwise, remaining after payment of authorized expenditures and claims shall be distributed to Sister Cities International.

Article XI**COMMITTEE STRUCTURE**

The Corporation shall delegate advisory or administrative authority to standing and ad hoc committees of the Board of Directors. Directors shall serve on one of more standing or ad hoc committees at the will of the President. The committees shall operate under the direct supervision of the President and carry out the tasks assigned by the President and shall report to the President and entire Board of Directors as necessary.

Section 1. Standing Committees

- a) **Number and purpose.** *Standing committees of the Board of Directors and their chairs shall be appointed by the President as vacancies occur, and shall serve indefinitely throughout the tenure of each Director so appointed:*
- b) **Chairmanship.** *The chair of each standing committee shall be appointed by the President and confirmed by the Board of Directors.*

Section 2. Ad Hoc Committees

- a) **Term.** *From time to time, as needs arise, the Board of Directors may designate ad hoc committees. Such ad hoc committees shall be discharged at the will of the Directors, or automatically at end of each annual term, with the option of renewal by the succeeding Board of Directors.*
- b) **Committee Membership.** *Chairs and members shall be appointed by the President and confirmed by the Board of Directors. In addition to seated Directors, the President may assign to ad hoc committees qualified representatives from the Corporation's member cities.*

Section 3 Meetings and Action of Board Committees

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 2, section 7 concerning meetings of Directors, with such changes in the context of Section 7 as are necessary to substitute the Committee and its members for the Board and its members, except that the time for regular meetings of Committees may be determined by resolution of the Board, and special meetings of Committees may also be called by resolution of the Board. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of

rules adopted by the Board, the Committee may adopt such rules.

Section 4 Quorum Rules for Board Committees

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the 2010 Public Counsel California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5 Revocation of Delegated Authority

The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 6, Authorized Standing Committee Section

- a) Executive Committee which shall consist of the President, Vice-president, secretary and Treasurer.
- b) Event & Conferences
- c) Development
- d) Bylaws Committee
- e) Nomination and Membership Committee
- f) Finance
- g) Public Relations and Community Outreach
- h) Risk Management
- i) Scholarship Committee

Bylaws Originally Adopted May 14, 2011

Amended December 3, 2011

Amended May 19, 2012

Amended May 16, 2015

Amended November 5, 2016

Amended March 3, 2018

Amended November 10, 2018

Amended January 19, 2019

Amended May 21, 2022

I certify that the foregoing Bylaws constitutes a true and complete copy of the bylaws as amended.

Secretary