

BY-LAWS OF HERMOSA BEACH SISTER CITY ASSOCIATION, INC.

ARTICLE 1. GENERAL

These by-laws, dated November 6, 2017, will amend the original by-laws which implemented the Articles of Incorporation adopted by the Hermosa Beach Sister City Association, as originally certified by the Secretary of State of California on May 24, 1977, Corporation No. 815989, and have been amended from time-to-time during the ensuing years. It is the purpose of these amended By-Laws to provide for the conduct of business of the said Corporation, and no provision of these By-Laws will be valid if it does not conform to the purposes and provisions of the Articles of Incorporation.

The Hermosa Beach Sister City Association is incorporated under the laws of California as a nonprofit corporation for certain charitable purposes: namely, to collect and disburse funds to promote friendship and understanding between the citizens of Hermosa Beach, California, and the citizens of Loreto, Mexico (particularly between school-age children of these communities) under the United States-Mexico Sister City Program, and to aid in providing relief to citizens of Mexico in case of floods, hurricanes, fires, and other disasters. A further purpose is to promote understanding and appreciation of Mexican culture and the Spanish language and thereby to help eliminate prejudice and discrimination against persons of Mexican descent in the United States. Contributions and donations will be accepted only if they are consistent with the purposes and objectives of the Association.

ARTICLE 2. ADOPTION

These By-Laws will take effect if two-thirds of the General Membership of the Hermosa Beach Sister City Association (otherwise called the Corporation) then present and voting shall adopt them at the General Meeting scheduled for November 6, 2017.

ARTICLE 3. MEMBERSHIP AND DUES

- a. **TYPES OF MEMBERSHIP:** Any person or organization who embraces the purposes and policies of the Hermosa Beach Sister City Association shall be eligible for membership. Membership will consist of families, individuals, businesses and organizations wishing to support and participate in the activities of the Association. There will be four grades of membership as follows:

- (1) **Regular Members.** Only adult persons are eligible for Regular Membership. Regular members may join as an individual or family. All Regular Members shall have one vote regardless if the payment of dues is by family or individual. No family membership shall have more than two votes.
- (2) **Associate Members.** Civic organizations may join as Associate Members and may participate in all activities of the Association **with the exception of voting.**
- (3) **Honorary Members.** The Association may, from time to time, vote to appoint honorary membership. **Honorary membership will not be charged dues and will not carry voting privileges.**

- (4) **Corporate Members.** Commercial firms may join as Corporate Members and may participate in all activities of the Association with the exception of voting.
- b. **DUES.** The dues will pay for membership during the fiscal year defined in Article 9. Dues will be determined each year at the annual meeting in November for the following categories follows:
- (1) **Family.** A family is defined as a group of persons living together in one household with up to two adults plus children.
 - (2) **Associate.**
 - (3) **Individual.**
 - (4) **Corporate.**
- New members whose dues are received in the last quarter of the year, Oct – Dec, will be considered “paid members” for the last quarter of that year as well as “paid members” for the next calendar year.
- c. **DUTIES AND PRIVILEGES OF MEMBERSHIP.** All Members are required to support the purposes and programs of the Hermosa Beach Sister City Association by attending General Meetings and by participating on work committees as needed, and by supporting the purposes and programs of the Hermosa Beach Sister City Association with their dues and donations. Only Regular Members who are current dues-paying members may cast votes at General and Special Meetings. Only members who have paid their dues prior to October of a given year may cast votes at the Annual Meeting for the election of officers of the Corporation. Under no circumstances shall a member obligate the Association in anyway without the prior approval of the membership or without the specific direction of the Board of Directors
- d. **TERMINATION OF MEMBERSHIP.** A member may at any time voluntarily resign by delivering a written notice to the secretary. Resignation will be effective on the date and time of the receipt of such notice. Membership will automatically terminate for non-payment of dues or for violation of the Duties and Privileges of Membership. The Secretary of the Board shall give the member who is subject to termination at least 15 days prior notice. The delinquent member may be reinstated in the case of non-payment of dues as a member in good standing upon payment of delinquent dues. A terminated member shall not be entitled to exercise any of the membership rights set forth in the bylaws.

ARTICLE 4. MEETINGS

- a. **GENERAL MEETINGS:** General Meetings of the Members will be held monthly. At least three (3) days prior to a General Meeting, the President or Secretary will notify all Members then in good standing advising them of the time and place of the scheduled meeting. Such notices will be sent by email (electronic mail) to the email address of record for each member. Members may elect to receive such notices by regular mail or fax and must inform the secretary of their desired communication method if it is other than email.

- b. **SPECIAL MEETINGS:** Special Meetings of the Members may be convened by the President or by three members of the Board of Directors (Board) upon three (3) days notice as prescribed in Paragraph a. above.

As directed by the President or by three members of the Board of Directors (Board), a special meeting of the Board may take place in a virtual meeting format. This virtual meeting format may consist of email correspondence, telephone contact or other agreed to form of communication. Topics discussed shall be reported at the next general meeting (per Article 6). All records of the email correspondence or notes representing decisions made shall be kept in hardcopy format with the secretary.

- c. **ANNUAL MEETINGS:** An Annual Meeting will be held in November at a time and place to be determined at the General Meeting for the Month of September preceding. The Annual Meeting will be for the election of officers, the determination of annual dues for the coming year, and such other business as the Board may present to the Regular Membership. After disposition of all items for consideration at the Annual meeting, a General Meeting also may be conducted if necessary. Members in good standing will be notified (per Article 4a) no less than 15 days prior to the next scheduled Annual Meeting.
- d. **QUORUM:** A quorum to conduct business shall consist of five or more Regular Members provided at least two Directors are present.
- e. **VOTING:** On all matters except revisions to the By-Laws and to the Articles of Incorporation, a majority of the Regular Members present shall be sufficient to carry a motion. A two-thirds vote of all Regular Members present shall be required to amend or revise the By-Laws or the Articles of Incorporation.

ARTICLE 5. OFFICERS

- a. **OFFICERS OF THE CORPORATION.** The Officers of the Corporation, also known as the Board of Directors (Board) or Corporate Officers, shall be: President, 1st Vice President, 2nd Vice President, Secretary, Treasurer, Immediate Past President . When needed, additional Corporate Officers may be designated by a revision of these by-laws. All Corporate Officers must be Regular Members of the Hermosa Beach Sister City Association in good standing for at least one year prior to their election, unless waived by 2/3 votes of the members attending the annual meeting. Officers will have the same voting privileges of Regular Members.
- b. **DIRECTORS OF THE CORPORATION.** All Corporate Officers will be Directors of this Corporation, and the Secretary of State of California will be notified of any change in said Directors.

- c. **THE DUTIES OF THE PRESIDENT SHALL BE:**
- (1) to preside over all meetings, unless absent or incapacitated, in which case the Vice President will preside;
 - (2) to represent the Corporation in all contacts with governmental agencies foreign and domestic and with official and unofficial organizations in California and Baja California at the direction of the Regular Members;
 - (3) to convene the Board to take emergency action as described in Article 6;
 - (4) to appoint committee Chair as described in Article 10; and
 - (5) to forward or distribute in a timely fashion any incoming correspondence or information to other appropriate Officers for their action and disposition if the matter pertains to their official duties.
- d. **THE DUTIES OF THE 1ST VICE PRESIDENT SHALL BE:**
- (1) to preside over meetings in the absence of the President; and
 - (2) to serve as Co-Director of the Student Exchange Program, as outlined in the HBSCA Student Exchange Policy adopted November 6, 2017. .
- e. **THE DUTIES OF THE 2ND VICE PRESIDENT SHALL BE:**
- (1) to preside over meetings in the absence of the President and the 1st Vice President; and
 - (2) to serve as Co-Director of the Student Exchange Program, as outlined in the HBSCA Student Exchange Policy adopted November 6, 2017.
- f. **THE DUTIES OF THE SECRETARY SHALL BE:**
- (1) to maintain a current list of members;
 - (2) to maintain a file of all correspondence;
 - (3) to record the minutes of all General, Special, and Annual meetings of the Hermosa Beach Sister City Association; and
 - (4) to notify the membership of all meetings as provided in Article 4.
- g. **THE DUTIES OF THE TREASURER SHALL BE:**
- (1) to deposit all monies received into the appropriate Corporate bank accounts (savings or checking).
 - (2) to disburse monies for reimbursement of expenses and for authorized payments provided proper expense forms have been submitted with receipts and as directed by vote of the Regular Members.
 - (3) to keep such permanent books of accounts and records as to determine the income and expenses of the Corporation and to reflect the manner in which such funds were expended;
 - (4) to file all appropriate accountings with the California Franchise Tax Board, the U.S. Internal Revenue Service, and other governmental agencies that require such filings; and
 - (5) to render monthly statements of the Corporation's finances at the General Meetings and, upon reasonable notice, at other times and meetings as requested, and to offer the books and records of the Corporation to a financial reviewer as directed by the Board per Article 8.

- (6) to forward to the membership chair a listing of any new memberships for updating of the membership roster.
 - (7) to present a proposed Annual Budget to the membership no later than the March general meeting.
- h. **THE DUTIES OF THE IMMEDIATE PAST-PRESIDENT SHALL BE:**
- (1) to serve as a resource to the Board of Directors and Association members regarding past practices; and
 - (2) to chair the Nominating Committee.
- i. **NOMINATION OF OFFICERS.** The President at the August General Meeting will appoint a nominating committee, consisting of at least two Regular Members and a maximum of three Regular Members. The Nominating Committee will present a slate of nominees to the membership at the October General Meeting preceding the Annual Meeting in November. All nominees must meet the requirements for the offices for which they are nominated and must agree to serve if elected. Nominations will be accepted from the floor at the General Meeting in October and at the Annual Meeting in November.
- j. **LENGTH OF OFFICER TERMS:** Officers shall serve for a term of two years, It is the intention of these by-laws that Officers who have performed satisfactorily shall continue in office for a number of years in order to provide needed continuity to the long-range programs of the Hermosa Beach Sister City Association.
- k. **DATE FOR BEGINNING TERM:** The term of office for all elected officers will begin at the first General Meeting following the Annual Meeting. The previous year's officers will serve until their successors take office.
- l. **OFFICER VACANCIES:** Vacancies occurring through resignation or disability subsequent to an Annual Meeting election will be filled by the Board and ratified by the Regular Members as provided in Article 6 until the next Annual Meeting.

ARTICLE 6. AUTHORITY OF THE BOARD OF DIRECTORS

The Board of Directors (Board) shall consist of all Corporate Officers. The Board may be convened by the President or three members of the Board only when and if it is determined immediate action by the Corporation is required which cannot be delayed until a Special Meeting of the Members can be called as provided in Article 4, Paragraph b. Once it is determined that immediate action is required, the Board shall be empowered to act for the Members until a General or Special Meeting of the Members can be convened, except that the Board shall take no action regarding amendment of the by-laws or the Articles of Incorporation. A majority of all Corporate Officers will be required to validate, at the General Meeting, any action taken by the Board and said action must be approved by a vote of the Regular Members.

ARTICLE 7. RIGHTS OF INSPECTION

Every Member in good standing shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

ARTICLE 8. FINANCIAL REVIEW

A person designated at the annual meeting by the Board of Directors shall review the books of the Corporation semi-annually, for the purpose of ensuring that proper procedures have been followed and to provide assurance that any errors in calculation are caught in a timely fashion. The financial reviewer shall report findings to the Regular Members at the next regularly scheduled General Meeting following each review and submit a written financial review report to the Board within 30 days of the close of the fiscal year.

ARTICLE 9. FISCAL YEAR

The accounting year (fiscal year) will begin the first day of January and end the last day of the succeeding December.

ARTICLE 10. COMMITTEES

The President may appoint chairs of special committees to carry out particular tasks. Such committees shall be, but are not limited to: budget, ways and means, correspondence, memberships, by-laws, publicity, and hospitality. The committee chair may select additional members to assist him/her in his/her duties.

ARTICLE 11. REVISIONS

These by-laws may be amended by a two-thirds vote of the Regular Members present and voting at any General Meeting or at the Annual Meeting when a by-laws committee appointed by the President places an amendment on the agenda.

These amended by-laws are adopted by a unanimous vote of the members present at the meeting held on the 6th Day of November, 2017.

I certify that the above is a conformed copy of the by-laws as amended and constitutes the current by-laws governing the Hermosa Beach Sister City Association, Inc.

Deborah Wright, President

Date: November 10, 2017