

SOUTH SAN FRANCISCO SISTER CITY

BY - LAWS

ARTICLE I

PRINCIPAL OFFICE

The principal office for the transaction of buisness of the corporation is hereby fixed and located at the City Hall, City of South San Francisco, County of San Mateo, State of California. The Board of Directors may at any time or from time to time, change the location of the principal office from one location to another in said city.

ARTICLE II

SEAL

The corporation shall have a common seal, consisting the city of South San Francisco and the date and state of corporation., and a design with wordings as may be established by the Board of Directors.

Article III

MEMBERSHIP

Section 1 Qualifications.

(a) Membership in this corporation shall be open to any person of good moral character and with a reasonable desire and willingness to serve the community and to promote and foster the aims, objectives, and purposes of this corporation.

(b) In addition to individual membership, this corporation shall be open to membership of any other organization of the community, which may be a private business enterprise, whose purpose of membership in this corporation shall be solely to support the aims, objectives and purposes of this corporation. An organization member shall designate an official representative thereof to attend meetings and functions of this corporation. Such representative shall be registered with the Secretary of this corporation.

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Section 2. Application and Dues.

Any person or organization meeting the requirements of Article III, Section 1, may be admitted to the membership of this corporation by acceptance of the membership application by the Board of Directors of the corporation and upon payment of annual membership dues for regular, sustaining and sponsoring memberships in amounts fixed annually by the Board of Directors. The members of this corporation shall have no liability for dues from year to year except that which is pledged annually by such members; provided, however, that nonpayment of annual dues in the amounts fixed annually by the Board of Directors shall terminate membership in this corporation. Former members of this corporation shall be required to make new application to the Board of Directors for reinstatement.

Section 3. HONORARY MEMBERS

All members of the City Council of the city of South San Francisco shall be honorary members of this corporation and the membership dues for said memberships shall be waived. The Board of Directors of this corporation shall have the power to accept from time to time other leading citizens of the community or national figures as honorary members of the corporation.

Section 4. Assessments.

The members of this corporation shall have no liability for assessments.

Section 5. Liabilities and Property Rights.

No member of the corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payments.

Article IV

MEETINGS OF MEMBERS

Section 1. Regular Meetings

Regular meetings of the members of this corporation shall be held at So. San Francisco, California, annually at a place to be designated, from

time to time, by the Board of Directors. Such meetings of members shall be held during the month. February..... and on dates to be established, from time to time, by the Board of Directors. The agenda and/or program thereof for the Feb., meeting shall be determined by the Board of Directors and shall be for the purpose of:

- (1) Report of the nominating committee;
- (2) Election of Directors;
- (3) Such other business as may come before the meeting of general interest to members and the community.

The agenda and/or program thereof for the February. meeting shall be determined by the Board of Directors and shall be for the purpose of:

- (1) Annual report to membership;
- (2) Fixing of annual dues; and
- (3) Such other business as may come before the meeting of general interest to members of the community.

Section 2. Special Meetings

Special meetings of members may be called at any time by the vote of the majority of the Directors.

At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.

Section 3. Notice of Regular or Special Meetings

The President shall order the Secretary to give members at least 5 days notice of a regular or special meeting by mail, stating in such notice the time, place and the business to be transacted at said meeting. The notice of the February meeting shall also contain the corporation's annual solicitation of dues in form and amounts established by the Board of Directors. The payment of membership dues shall entitle such members to vote in person or by proxy at all meetings of the membership. In case the office of the Secretary be vacant, any Director or person designated by the President may mail the notice of meeting to members.

Section 4. Voting

All members shall have equal voting rights notwithstanding the classes of membership established under Article III, Sections 2 and 3 of these By-Laws, and each such member shall be entitled to one vote which

may be cast in person or by proxy.

Section 5. Quorum

The presence in person or by proxy of one fourth of the members shall constitute a quorum for the transaction of business at any meetings of members

Article V

BOARD OF DIRECTORS

Section 1. Number

The powers, business and property of the corporation shall be exercised, conducted and controlled by a Board of Directors consisting of no less than six (6) nor more than fifteen (15),,,,,, members until changed by amendment to these By-Laws as hereinafter provided.

Section 2. Powers and Duties

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the By-Laws, fix their compensation and require from them security for faithful service.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or the By-Laws, as they may deem best.

(c) To change the principal office for the transaction of the business of the corporation from one location to another

within the same city ; to fix and locate from time to time one or more subsidiary offices of the corporation within or without the State of California for the holding of any Directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

Section 3. Qualifications

One member of the City Council of the City of So. San Francisco appointed by the Mayor from time to time, shall perpetually be a representative of this corporation. The remaining Directors shall be elected from the membership of the corporation and each Director so elected must continue to be a member in good standing during his or her term of office. Nothing in this section shall preclude election of the other members of the City Council of South San Francisco to the Board.

Section 4. Election

The first Board of Directors shall be six (6) in number. The first Directors shall draw lots for their term of office as specified by Section 5 of this article and thereafter election of one-third of the Directors shall be held at the regular annual meeting of members.

Section 5. Term of Office

The Directors shall be elected for a three-year term and each shall hold such office until their successors are elected, except that the terms of the Directors elected at the first membership meeting shall be as follows: one group of one third for a term of one year; one group of 1/3 Directors for a term of two years; and one group of 1/3 Directors for a term of three years.

Section 6. Compensation and Expenses

The Directors shall receive no compensation from the corporation for their services. Expenses of Directors shall be reimbursed in amounts determined by the Board of Directors from time to time.

Section 7. Vacancies

Vacancies in the Board shall be filled from the membership by a majority vote of the remaining Directors and such person filling the vacancy shall hold office until the expiration of the term being filled; except that the Mayor of So. San Fr. shall appoint a member of the City Council to fill any vacancy occurring in the one perpetual represent. seat as provided in Section 3 of this Article V.

Section 8. Regular Meetings

Immediately following each Feb., meeting of members, the Board of Directors shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

Section 9. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by one-third of the Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice shall be mailed at least ten (10) prior to the time of the holding of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not

present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 10. Quorum

One-third of the Board of Directors shall constitute a quorum.

Section 11. Adjournment

In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Article VI

OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, a Vice President, a Secretary and a Treasurer. The corporation may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except those of President and Secretary.

Section 2. Election

The officers shall be chosen annually from the members of the Board of Directors by the Board and each shall hold his office until he shall resign, be removed, or otherwise disqualified to serve, or his successor shall be elected and qualified.

Section 3. Removal and Resignation

Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors, or by the President until such appointment by the Board of Directors.

Section 4. President

The President shall be the executive officer of the corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the corporation. He shall preside at all meetings of the members and meetings of the Board of Directors.

Section 5. Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting shall have the powers of, and be subject to the restrictions upon, the President.

Section 6. Secretary

The Secretary shall keep at the principal office of the corporation, or a place designated by the Board, a book of minutes of all meetings of Directors and members, with the time and place of holding, how called or authorized, the notice thereof given, the names of those present at Directors' meetings, the number of members present or represented at members' meetings, and the proceedings thereof.

The Secretary shall keep at the principal office of the corporation a register showing the names and addresses of the members.

Section 7. Treasurer

The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the corporation, and an account of its cash and other assets, if any. Such books of account shall at reasonable times be open to inspection by any member or Director.

The Treasurer shall deposit all moneys of the corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the corporation.

Article VII

COMMITTEES

Section 1. Standing Committees

The standing committees of this corporation shall be an Executive Committee, a Membership Committee, and a Program Committee. The Board of Directors may establish such other committees as it may require to carry out the functions and purposes of this corporation from time to time. The standing committees and any other committees established by the Board of Directors shall have such complete authority as the Board may, in its complete discretion, delegate from time to time. All committees of this corporation shall have a chairman appointed by the Board of Directors annually from its members.

Section 2. Executive Committee

The Executive Committee shall consist of the President, who shall act as Chairman, the Vice President, the Secretary, the Treasurer, and the Chairman of all committees of this corporation.

Section 3. Membership and Program Committees

The Membership and Program Committees shall consist of a Chairman appointed annually from the Board of Directors by the President and five or more of the membership appointed by the Chairman of each committee.

Article VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting, except that a By-Law fixing or changing the number of Directors may be adopted, amended or repealed only by the vote or written consent of a majority of the members of the corporation. All of the above, must have a ten (10) day notice to the general membership.

Article IX

MISCELLANEOUS

Section 1. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 2. Inspection of By-Laws

The corporation shall keep in its principal office, or designated place, the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

Section 3. Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these By-Laws.

Section 4. Rules of Order

The rules contained in Roberts' Rules of Order, revised, shall govern all members' meetings and Directors; meetings of the corporation, except in instances of conflict between said Rules of Order and the Articles or By-Laws of the corporation or provisions of law.