

SOUTH SAN FRANCISCO SISTER CITY

BY-LAWS

ARTICLE I PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is hereby fixed and located at City Hall, City of South San Francisco, County of San Mateo, State of California. The Executive Committee 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 MEMBERSHIP

Section 1. Qualifications

- (a) Regular membership in this corporation shall be open to any person 14 years and older willing to promote and foster the aims, objectives, and purposes of this corporation.
- (b) All members of the South San Francisco City Council shall be honorary, non-voting, members of this corporation and membership dues for said memberships shall be waived. Nothing shall preclude honorary City Council members from becoming regular status members.

Section 2. Application and Dues

Any person meeting the requirements of Article II, Section 1, may be admitted to the membership of this corporation after submission of a membership application and upon payment of annual membership dues. Dues are due on January 1 and are delinquent one day after the March meeting. New members joining prior to July 1 shall pay full year dues. Members joining after July 1 shall pay one-half of the annual dues. Dues shall be fixed annually by the Executive Committee prior to the January general meeting.

Section 3. Liability for Bills

The members of this corporation shall have no liability for bills which have not been pre-approved by the membership.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Regular Meetings

General Membership meetings shall be held in South San Francisco every other month in January, March, May, July (if necessary), September, and November; the month in which the election of officers shall be held.

- (a) The Secretary shall give members at least five 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.
- (b) Special meetings of members may be called at any time by the vote of the majority of the Executive Board. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.

Section 2. Voting

Each regular member shall be entitled to one vote, which must be cast in person. The presence in person of twelve members shall constitute a quorum for the transaction of business at any meetings of members.

**ARTICLE IV
OFFICERS**

Section 1. Officers

The officers of the Organization shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Terms of Office

All elected and appointed members of the Organization shall serve one year terms beginning on January 1 and ending on December 31 of each year. The Sister City Chairpersons, who shall be appointed by the president, shall also serve a one year term.

Section 3. Election

The officers shall be chosen annually from the General Membership at the November General Membership.

Section 4. Nominating Committee

In September, a nominating committee consisting of three members appointed by the President shall choose one candidate for each office. In October, the proposed slate of officers for the new year shall be mailed to all members. At the November General Membership meeting, nominations for each office will be considered from the floor. The Secretary will distribute ballots to members eligible to vote at the November meeting. Only those members who are in attendance and who have paid dues prior to September 1 shall be eligible to vote in the election of officers at the November meeting.

Section 5. Removal and Resignation

Any officer may resign, or be removed for just cause upon recommendation by the Executive Board and ratification by the General Membership. Unexpired terms caused by death, resignation or removal of an officer shall be filled by the President.

Section 6. President

The President shall be the executive officer of the Organization. He/she shall preside at all membership meetings and meetings of the Executive Committee.

Section 7. 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 8. Secretary

The Secretary shall keep at the principal office of the Organization or at a place designated by the Executive Committee, a book of minutes of all General Membership and Executive Committee meetings. Said minutes shall include the time and location of the meetings, how the meeting was called or authorized, the notice thereof given, the names of those present at the meeting, the number of members present or represented and the proceedings thereof. The Secretary shall keep at the principal office of the Organization a register showing the names and addresses of all members.

Section 9. Treasurer

The Treasurer shall keep and maintain adequate and correct books of accounts showing the receipts and disbursements of the Organization and an account of its cash and other assets, if any. Such books of accounts shall, at reasonable times, be open to any members. The Treasurer shall deposit all monies of the Organization with such depositories as are designated by the Executive Committee and shall disburse the funds of the Organization as may be ordered by the Executive Committee or membership and shall render to the President of the Executive Committee, upon request, statements of the financial condition of the Organization. At each membership meeting the Treasurer shall report the accurate number of names of current paid memberships. Refer to Article III, Section 2.

**ARTICLE V
EXECUTIVE COMMITTEE**

Section 1. Number

The business of the Organization shall be exercised and conducted by the Executive Committee. There shall be a nine (9) person voting Executive Committee created which is comprised of the President, Vice-President, Secretary, Treasurer, Immediate Past President, Chairperson of the Lucca Sister City (appointed each year by the President), Chairperson of the Atotonilco Sister City (appointed each year by the President), the City Council representative and one (1) At-Large member appointed each year by the President.

Section 2. Duties

The Executive Committee will meet every other month to conduct the business affairs of the Organization. Suggested programs and activities formulated by the Committee shall be presented to the full membership for approval. The Executive Committee may approve individual expenditures not exceeding fifty dollars (\$50.00). Minutes of the Executive Committee shall be read at the next regular meeting.

The Executive Committee will meet in January, March, May, July (if necessary), September and November. Any member of the Sister City Committee General Membership may attend Executive Committee meetings and take part in their discussions but can not vote on any matter.

Section 3. Quorum

A majority or five (5) members of the Executive Committee shall constitute a quorum and is required to conduct business.

ARTICLE VI COMMITTEES

The standing committees of this Organization shall be an Executive Committee, a Youth Activities Committee, and any other committee deemed necessary. All committees shall have a chairperson appointed by the President. Suggested programs and activities formulated by those committees shall be presented to the full membership for approval.

ARTICLE VII 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 General Membership at two consecutive meetings. There must be a five day notice to the General Membership of the meeting dates to consider amendments to the By-Laws.

ARTICLE VIII MISCELLANEOUS

Section 1. Execution of Documents

The Executive Committee 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 Organization and such authority may be general or confined to specific instances; and, unless so authorized by the Executive Committee, no officer, agent, or other person shall have any power or authority to bind the organization by any contract or engagement or to pledge its creditor to render it liable for any purpose or to any amount.

Section 2. Rules of Order

The rules contained in Roberts' Rules of Order, as revised, shall govern all General Membership and Executive Committee meetings except in instances of conflict between said Rules of Order and the By-Laws of this organization or the provisions of law.