

**AMENDED AND RESTATED
BYLAWS OF THE
SAN DIEGO INTERNATIONAL SISTER CITIES ASSOCIATION
a California Non-Profit Public Benefit Corporation**

ARTICLE I

Office

Section 1.1 Principal Office. The principal office of the San Diego International Sister Cities Association (hereinafter the "SanDISCA" or the Association) shall be at P.O. Box 921617, San Diego, CA 92112. Other offices shall be in such other places as the Board of Directors may from time to time select.

ARTICLE II

Purpose

Section 2.1 Purposes. The San Diego International Sister Cities Association serves as the umbrella organization to increase the visibility, effectiveness, efficiency and viability of the City of San Diego's individual sister city programs, thereby supporting their missions in the areas of culture, education and economic development. The association of cities shall be referred to herein as "Sister Cities" (or individually, a "Sister City").

Section 2.2 Enumerated Purposes. Such purposes include:

- (a) Selecting cities in other countries to become a Sister City with the City of San Diego, providing guidance to citizens in San Diego who propose new Sister Cities, and recommending to the International Affairs Board that those cities be recommended for approval to the San Diego City Council;
- (b) Monitoring and assisting Sister Cities and their relationships between each other and with the national organization, Sister Cities International.
- (c) Facilitating communications among Sister Cities, their citizens, and their civic organizations;
- (d) Supporting activities designed to increase San Diego community awareness of the Sister Cities and their economic, cultural, educational, and other attributes, and vice versa;
- (e) Providing opportunities for San Diego citizens and civic organizations to meet and exchange views with their counterparts in Sister Cities, and vice versa; and

(f) Coordinating the SanDISCA's activities, services and resources with those of other organizations locally, with Sister Cities and elsewhere.

Section 2.3 Limitations. The SanDISCA shall not endorse, support, or oppose political candidates or political parties or otherwise interfere or participate in a partisan manner in any political campaign. Notwithstanding any other provision of these Bylaws, the SanDISCA shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future internal revenue law) and the related Treasury Regulations. Similarly, the SanDISCA shall not carry on any other activities not permitted to be carried on by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any future internal revenue law) and regulations thereunder.

ARTICLE III Membership

Section 3.1 Definition.

(a) Voting Members. The Voting Members of the SanDISCA are those active Sister City organizations that represent sister city relationships approved by the San Diego City Council and where signed sister city agreements are registered with Sister Cities International; and

(b) Supporting Members. The Supporting Members of the SanDISCA are those individuals and organizations that support the mission of the SanDISCA through submission of applications and payment of required dues or fees. Supporting Members have no voting rights.

Section 3.2 Categories of Supporting Membership. Participation in the SanDISCA shall be open to all individuals and organizations that endorse the purposes of the SanDISCA, irrespective of the nationality or residence of the individual or organization. Individuals and organizations that submit applications and pay required dues or fees shall be known as Members. The categories of Supporting Membership in the SanDISCA shall include:

(a) Student Member – Individuals who are full-time students;

(b) Individual Member – Individuals who are not full-time students;

(c) Family Member – Families consisting of multiple, related individuals residing at the same address;

- (d) Lifetime Member – Individuals who make substantial or long-term contributions to the organization;
- (e) Corporate Member – Corporations, partnerships, and other business organizations organized either on a profit or nonprofit basis;
- (f) Sponsor – Individual or organization that provides substantial financial support in exchange for suitable acknowledgement;
- (g) Honorary Member - Individuals voted to such status from time to time by the Board of Directors.

Section 3.3 Dues & Fees. The Board of Directors may set forth a schedule of appropriate fees, apportionments or dues which are required to be paid by the members described in Section 3.1 and 3.2.

Section 3.4 Transfer. No membership, or any privilege arising from membership, may be transferred or assigned without the approval of the Board of Directors.

Section 3.5 Non-Liability. A member of the SanDISCA shall not solely because of such membership be personally liable for the debts, liabilities, or obligations of the SanDISCA.

Section 3.6 Termination. The membership and all privileges of membership shall automatically terminate on the occurrence of any of the following:

- (a) Resignation in writing of the member;
- (b) Death or mental incapacity of the member;
- (c) Conviction of a felony; or
- (d) A determination by the Board of Directors, in its sole discretion, that the member has failed to observe the rules of the SanDISCA, commits an act of moral turpitude or has engaged in conduct seriously prejudicial to the interests of the SanDISCA.

ARTICLE IV

Board of Directors

Section 4.1 Definition and Number. The property and business of the SanDISCA shall be managed and controlled by its Board of Directors which shall be comprised of:

- (a) Automatic Directors: the President of each Sister City organization, or

Appointed Representative. Each Sister City organization, in writing, may appoint an individual to act as Director in place of the President of the

individual Sister City organization. Should a Sister City President and the Sister City's duly appointed representative both be present at a Board meeting, only the President may vote.

(b) Elected Directors: up to six other persons elected by a majority of the Automatic Directors, subject to the qualifications set forth in Section 4.6 below; and

The Automatic Directors and the Elected Directors are collectively referred to herein as the "Board of Directors" or "Directors".

Section 4.2 Active Directors. Active Directors shall be defined as those individuals who are in good standing and who regularly attend board meetings (see Section 4.6c and Section 4.13a). Active Automatic Directors shall be defined as where the President or duly-appointed representative regularly attend meetings in an upstanding manner and whose organization is current with all obligations owed to the SanDISCA (see Section 3.3, Section 4.1, and Section 4.13b).

Section 4.3 Dissolution. Dissolution of the entity of an Automatic Director will cause a reduction in the number of Directors on the Board of Directors.

Section 4.4 Expansion. Approval of a new Sister City by vote of the San Diego City Council and registration of the signed Sister Cities agreement with Sister Cities International shall automatically equally increase the number of Directors on the Board of Directors.

Section 4.5 Powers. Subject to the limitations of the Articles of Incorporation, the Bylaws, and the Non-Profit Public Benefit Corporation Law of the State of California, and subject to the duties of the Directors as prescribed by the Bylaws, all corporate powers 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 foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees, and contractors, and to fix reasonable compensation therefor, to authorize and empower agents or officers to enter into contracts and other commitments on behalf of the SanDISCA, and to appoint and delegate responsibilities and authority to committees, officers, and agents.

Section 4.6 Election, Appointment, Qualification, and Terms of Office. The Elected Directors shall have the same rights, privileges and duties as the Automatic Directors, subject to the following:

(a) There shall be up to six Elected Directors to serve in each ensuing year designated and elected by the Automatic Directors at each annual meeting (see Section 4.7) of the Board of Directors.

(b) Elected Directors shall serve a two-year term of office, with one-half (1/2) of the terms of the offices expiring each year. Elected Directors may be re-elected for no more than two consecutive two-year terms and shall thereafter be ineligible for re-election as an Elected Director for a period of one year. Notwithstanding the foregoing limitations, the Elected Directors serving only a one (1) year term may be eligible to serve two (2) additional two-year terms.

(c) Only an individual in good standing with a Sister City organization, including the SanDISCA, is eligible to serve as an Elected Director, but in no event may more than two members from the same Sister City organization serve as Elected Directors during any period of time. "Good standing" shall be defined as regular attendance at meetings and current with all financial and organizational responsibilities.

Section 4.7 Annual Meeting. The Annual Meeting shall be held in September of each calendar year. Immediately after each annual election of Elected Directors, the

newly-constituted Board of Directors shall meet for the purpose of organization, the election of officers, and the transaction of other business. If at any annual meeting at least a quorum (as defined in Section 4.11) of the Directors is present at such place and time, then no prior written notice of such meeting shall be required to be given to the Directors. The place and time of such a meeting may be altered by written consent of the Directors.

Section 4.8 Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year. Notice shall be sent to all Directors at least fourteen (14) days before each meeting or may be sent out in one inclusive notice.

Section 4.9 Special Meetings. Special meetings of the Directors may be called by the President on forty-eight (48) hours notice in writing to each Director, and shall be called by the Secretary in like manner on the written request of two Directors.

Section 4.10 Remote Meetings. In addition to a regularly scheduled or special meeting, business may be conducted via postal mail, fax, email, or conference call and shall constitute legal action on any SanDISCA matter. A unanimous vote by the Directors shall constitute a quorum in order to conduct the business of the SanDISCA. At the next regular meeting where a quorum is present, the Directors must ratify actions approved by such Remote meetings.

Section 4.11 Quorum. At regular and special Board meetings, thirty percent of the members of the Board but not less than five (5) board members constitute a quorum. The vote of a majority of any quorum shall be sufficient for the transaction of business.

Section 4.12 Presumption. A Director of the SanDISCA who is present at a meeting of the Board of Directors at which action on any SanDISCA matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless he or she shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent or abstention by registered mail to the Secretary of the SanDISCA within 48 hours following the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 4.13 Events Causing Vacancy. The following events shall cause a vacancy on the Board of Directors:

(a) Elected Directors.

(1) Unexcused absences from three consecutive regularly scheduled Board meetings shall be construed as the Director's resignation and the Director shall be so notified.

(2) Death, incapacity, or resignation in writing.

(3) Conviction of a felony, or a judgment of a court that the Director has breached a duty under Article 3, Chapter 2 of the California Non-Profit Public Benefit Corporation law.

(4) If the Director fails to observe the rules of the SanDISCA, commits an act of moral turpitude or engages in conduct seriously prejudicial to the interests of the SanDISCA.

(b) Automatic Directors.

(1) Three consecutive absences from regularly scheduled Board meetings shall change the Sister City's status to Inactive. Notices will be mailed to the Automatic Director (president and secretary of the Sister City organization) after the 2nd and 3rd absences. Reinstatement from Inactive status will be allowed following attendance at 3 consecutive meetings.

(2) If the individual acting on behalf of a Sister City fails to observe the rules of the SanDISCA, commits an act of moral turpitude or engages in conduct seriously prejudicial to the interests of the SanDISCA, that Sister City shall be instructed to designate a different individual.

(3) If the Sister City fails to remain current with all obligations owed to the SanDISCA, the Sister City will be declared Inactive. If the Sister City subsequently fulfills all obligations, the Sister City will be automatically restored to Active status.

ARTICLE V

Officers

Section 5.1 Officers. The officers of the SanDISCA shall be an Executive Director, President/Chair, Vice President/Vice Chair, Secretary and Treasurer.

Section 5.2 Election/Qualifications. The officers of the SanDISCA, except such officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5, shall be chosen annually (Section 4.7) by the Board of Directors, and each shall hold his office until he shall resign or he shall be removed or otherwise disqualified to serve, or his successor shall be elected and qualified. Each officer shall be a member in good standing of a Sister City, and in no event may the SanDISCA have more than two members from the same Sister City concurrently serving as officers of the SanDISCA.

Section 5.3 Subordinate Officers. The Board of Directors may appoint and may empower the President to appoint such other officers as the business of the SanDISCA may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine as per Section 4.5.

Section 5.4 Removal and Resignation. Any officer may be removed for cause by the Board of Directors at any regular or special meeting thereof, or, except in the case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors. For purposes of this paragraph, "for cause" shall mean that the officer: (a) has failed to observe the rules of the SanDISCA, commits an act of moral turpitude or has engaged in conduct seriously prejudicial to the interests of the SanDISCA, in the sole discretion of the Board of Directors, or (b) is convicted of a felony.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the SanDISCA. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

Section 5.6 President. Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the SanDISCA.

He/she shall preside at all meetings of members and Directors, shall serve as an ex-officio member of all committees, and shall have such other powers and duties as may be

prescribed from time to time by the Board of Directors. The President may appoint one or more advisory committees, which shall serve under the terms and conditions established by the Board of Directors from time to time.

Section 5.7 Vice President. In the absence or disability of the President, the Vice President shall have the duties and powers of the President, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5.8 Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the SanDISCA and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the SanDISCA, shall deliver the annual statement required by Section 7.6 to the members, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5.9 Treasurer. The Treasurer shall receive and safely keep all funds of the SanDISCA and deposit them with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the SanDISCA as may be ordered by the Board of Directors, shall render to the President and Directors, whenever they request it, an account of all the transactions as Treasurer, and of the financial condition of the SanDISCA, shall cause to be filed all required tax returns, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 5.10 Executive Director. The Executive Director will implement projects with the approval and at the discretion of the board. The Executive Director manages all of the day-to-day responsibilities of the organization, including managing staff and volunteers. Working with staff, the executive director implements policies and board directives and manages the various programs that fulfill the organization's charitable purpose. The executive director is to serve as the face and public spokesperson for the organization. The Executive Director often makes public presentations to the media, board members, donors, act as the government relations representative and act as the representative for the community.

The role usually requires many hours outside of the office, as they often attend or host fundraising events, public relations events and events for various organizational programs.

ARTICLE VI Committees

Section 6.1 Appointment of Committees. The Board of Directors may appoint one or more committees as the Board from time to time deems necessary or appropriate to conduct the

business and further the objectives of this SanDISCA. The appointment by the Board of any committee having the authority of the Board shall be by resolution adopted by the Directors then in office. All such committees shall consist of at least two (2) or more Directors.

Section 6.2 Power and Authority of Committees. The Board of Directors may delegate to a committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the SanDISCA, except the following:

- (a) The approval of any action for which the Non-Profit Public Benefit Corporation Law of the State of California also requires the approval of any members of a Corporation, in which event the approval of the Board of Directors shall be required.
- (b) The filling of vacancies of the Board or in any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board or the members thereof.
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (h) The approval of any self-dealing transaction except as permitted in Section 4.5 of these Bylaws.

ARTICLE VII Miscellaneous

Section 7.1 Fiscal Year. The fiscal year of the SanDISCA shall end on the last day of June of each year.

Section 7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of the Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 7.3 Representation of Shares of Other Corporations. The President, Vice President, Treasurer, and the Secretary of the SanDISCA are authorized to vote, represent and exercise on behalf of the Corporation all rights incident to any and all shares of any other

corporation or corporations standing in the name of the SanDISCA. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers, with reporting responsibility to the Board of Directors within 30 days.

Section 7.4 Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the SanDISCA and any and all securities owned by or held by the SanDISCA requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

Section 7.5 Execution of Contracts. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the SanDISCA and such authority may be general or confirmed to specific instances and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the SanDISCA by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Non-Profit Public Benefit Corporation Law of the State of California, any such contract or instrument between the SanDISCA and any third person, when signed by the President or any Vice President and the Secretary or Treasurer of the SanDISCA, shall be valid and binding upon the SanDISCA in the absence of actual knowledge on the part of the said third person that the signing officers had no authority to execute the same.

Section 7.6 Annual Statement of Certain Transactions and Indemnification. Pursuant to Section 6322 of the Non-Profit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of certain transactions and indemnification to the Directors not later than one hundred twenty (120) days after the close of the fiscal year. If the SanDISCA issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

(a) The amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000.00) paid during the fiscal year

of the SanDISCA to any officer or Director of the SanDISCA; provided, that no such report need be made in the case of indemnification approved by the members; and

(b) Any “covered transaction” (defined below) during the previous fiscal year of the SanDISCA involving

(1) more than Fifty Thousand Dollars (\$50,000.00), or

(2) which was one of a number of “covered transactions” in which the same “interested person” (defined below) had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000.00). The statement shall describe the names of any “interested persons” involved in such covered transactions, including such “interested person’s” relationship to the transaction, and, where practicable, the amount of such interest; provided that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a “covered transaction” is a transaction in which the SanDISCA, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

(i) Any Director or officer of the SanDISCA, or its parent or subsidiary; or

(ii) Any holder of more than ten percent (10%) of the voting power of the SanDISCA, or of its parent or subsidiary. For purposes of this section, any person described in either subparagraph (a) or (b) above, is an “interested person.”

Section 7.7 Corporate Loans, Guarantees, and Advances. The SanDISCA shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under the Non-Profit Public Benefit Corporation Law of the State of California Section 5236.

Section 7.8 Conduct of Meetings. Meetings of the Board of Directors shall be governed by Robert’s Rules of Order, as revised, these Bylaws, and provisions of California law.

ARTICLE VIII Indemnification

Section 8.1 Indemnification of Directors, Officers, and Employees.

(a) The SanDISCA may indemnify a director, officer, or employee under the provisions of Section 5238 of the Corporations Code or pursuant to any contract entered into with any employee who is not an officer or director.

(b) Expenses incurred in defending any proceeding may be advanced by the SanDISCA as authorized in Section 5238 of the Corporations Code prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount unless it shall be determined ultimately that the director, officer, or employee is entitled to be indemnified.

(c) The SanDISCA may purchase and maintain insurance on behalf of any director, officer, or employee of the SanDISCA against any liability asserted against or incurred by the director, officer, or employee in such capacity or arising out of the director's, officer's, or employee's status as such, whether or not the SanDISCA would have the power to indemnify the director, officer, or employee against such liability under the provisions of Section 5238 of the Corporations Code, except as provided in subdivision (i) of Section 5238 of the Corporations Code.

ARTICLE IX

Records

Section 9.1 Minute Book. The Secretary shall keep or cause to be kept a minutes book which shall contain:

(a) The record of all meetings of the Board of Directors including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board of Directors without a meeting, and similarly as to meetings of committees of the Board of Directors established pursuant to Section 6.1 of the Bylaws prior to the appointment of the initial Board of Directors.

(b) A copy of the Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.

(c) A copy of the Bylaws as amended, duly certified by the Secretary.

Section 9.2 Annual Report.

(a) Financial Statements shall be prepared as soon as reasonably practical after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

(1) The assets and liabilities, including trust funds, of the SanDISCA as of the end of the fiscal year.

(2) The principal changes in assets and liabilities, including trust funds, during the fiscal year.

(3) The revenue or receipts of the SanDISCA, both unrestricted and restricted purposes, during the fiscal year.

(4) The expenses or disbursements of the SanDISCA for both general and restricted purposes, during the fiscal year.

(b) Any report furnished to Directors of the Corporation which includes the financial statements prescribed in Section 9.2 shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the SanDISCA that such statements were prepared without audit from the books and records of the SanDISCA.

(c) A report including the financial statements prescribed by Section 9.2 (a) shall be furnished annually to all Directors of the SanDISCA.

(d) An annual report including the financial statements prescribed by Section

9.2 (a) shall be sent to the Directors not later than one hundred twenty (120) days after the close of the fiscal year, except as provided in Section 6321 of the Corporations Code.

Section 9.3 Taxes. Sister City organizations that have incorporated separately are responsible for their own tax obligations and reports. The SanDISCA shall not be responsible for applicable tax obligations and reports for those Sister City organizations that have incorporated on their own.

ARTICLE X

Effective Date and Amendments

Section 10.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of the SanDISCA in adopting them provide that they are to become effective at a later date.

Section 10.2 Amendments. These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice at a regular meeting or in writing.

CERTIFICATION OF SECRETARY

The undersigned Secretary of the San Diego International Sister Cities Association hereby certifies that on May 14, 2019 the Board of Directors has adopted the foregoing Amended Bylaws as the Bylaws of the SanDISCA.

Dated: May 14, 2019

Signed

Timothy Stiven

Secretary