

BTSCA MISSION STATEMENT

"To establish an ongoing program between the citizens of Benicia and Tula, for the development of friendship, to promote a cultural and educational exchange between our two cities and to provide contact information for the facilitating of business, professional, industrial and humanitarian exchange between our citizens."

BYLAWS OF THE BENICIA-TULA SISTER CITY ASSOCIATION

ARTICLE I

Offices

Section 1.1 Name and Location. The name of this corporation shall be The Benicia-Tula Sister City Association, Inc., a non-profit corporation formed under the general laws of the State of California. The principal office of the Benicia-Tula Sister City Association (hereafter "Association") will be located in the city of Benicia, county of Solano, California.

Section 1.2 Association. The Association is a non-partisan made up of a volunteer membership. It enacts the intent of a resolution adopted on May 15, 1979 by the Benicia City Council, which established the relationship between the two city governments, and a reaffirming declaration signed by the Mayor of Benicia on the 5th of July 2002.

Section 1.3 Objective and Purpose. The objective and purpose of this corporation shall be to establish and maintain a cultural and social exchange with the city of Tula, State of Hidalgo, Mexico under the auspices of the City of Benicia.

ARTICLE II

Members, Meetings and Voting

Section 2.1 Classes of Members. There is one basic class of association membership, regular members. Other classes may be established by the Board. The mayor of the City of Benicia is an honorary chairman of the Association.

Regular Members are those who volunteer and participate in the Association activities and who are representative of the Association and pay dues, which constitutes "a member in good standing." Each membership is a family membership covered under the dues paid by the Regular member.

Section 2.2 Dues. The board may set annual dues at its discretion.

Section 2.3 Term and Termination of Membership. Generally, the term of regular membership shall be for the duration of active participation in the Association for which dues have been paid. Provided, however, that any member may resign at any time by notice submitted to the

Secretary of the Association; and any member may be suspended or expelled for cause, after a hearing, by a two-thirds (2/3) vote of the Association Board, with notice to the person involved.

Section 2.4 Meetings.

General membership meetings are to be held at the discretion of the Board. Meetings may be called at any time by the Chair of the Board or, upon request in writing by ten percent (10%) of the regular membership of the Association. Such requests from the regular members shall state the purpose or purposes of the meeting and only that business will be transacted. The Secretary shall give written notice to the membership at least five (5) days in advance with time, place, quorum requirements, voting, business to be transacted, proxies, and other detailed arrangements for such meetings. The Robert's Rules of Order of Parliamentary Law are to be used in conducting any formal meetings of the Association.

Section 2.5 Voting. Each regular member shall be entitled to one vote. Voting at any general membership meeting on issues or for elections, or through any electronic or mailout ballot, will be a majority vote of those present or responding to a the ballot, unless provided otherwise elsewhere in these bylaws.

ARTICLE III

The Board

Section 3.1 Powers of Board. The business and affairs of the Association shall be managed under the direction of the Board, which is to make rules and regulations not inconsistent with law, the Articles of Incorporation and the Bylaws. In behalf of the Association, the Board is authorized to receive contributions, donations, bequests, and other forms of gifts in behalf of the membership, however it is not authorized to assume indebtedness. The Association is further authorized to receive revenue derived from authorized business operations. The Chairman and Vice Chairman of the Board are elected from the Board membership annually. The Board shall maintain a complete record of all their business transactions and minutes and acts to make available to the membership an annual report of finances and program status.

Section 3.2 Composition of Board. The Board is composed of the:

- a. The officers of the Association, which serve as directors
- b. A minimum of four (4) directors elected from the membership
- c. The immediate past president of the Association

Section 3.3 Directors. By the affirmative vote of two-thirds of all of the directors, the Board may change the number of these directors, provided that no decrease shall affect the tenure of office of any incumbent director, and provided further that there shall not be fewer than nine (9) directors at all times. Each director shall be a regular member of the Association and shall hold office until his or her successor has been elected and qualified.

Section 3.4 (None)

Section 3.5 Nomination. A nominating committee shall be formed from the general membership and the Board, with a minimum of two from each group, to present to the Board a slate of candidates to fill existing and pending vacancies on the Board. Those nominees, who are approved by the Board, will thereafter be presented to the general membership for election pursuant to this article. Nominations from the general membership will be placed on the ballot for voting.

Section 3.6 Election by Ballot. Director candidates duly nominated pursuant to Section 4.5 herein are elected by the regular membership by ballot under procedures consistent with these Bylaws.

Section 3.7 Newly-Created Directorships and Vacancies. Newly created directorships, resulting from an increase in the number of directors, and vacancies occurring in the Board for any reason, may be filled by the Board on an interim basis until the next regular election by procedures consistent with these Bylaws. A director elected to fill a vacancy shall hold office until his or her successor is elected and qualified.

Section 3.8 Director Tenure. Non-officer directors shall serve terms of two (2) years, and may serve up to two (2) consecutive terms. Terms may be staggered in order to provide continuity in the experience of the Board.

Section 3.9 Removal of Directors. Except as otherwise provided by law, directors may be removed from office for cause by vote of two-thirds (2/3) of the entire Board; and, unless excused in advance by the Chair or the President, any directors absent from three (3) consecutive meetings of the Board shall automatically be removed.

Section 3.10 Resignation. Any director may resign at any time upon written notice to the Association. Such resignation shall take effect at the time specified therein.

ARTICLE IV

Board Meetings and Voting

Section 4.1 Meetings. Regular meetings of the Board shall be held at least quarterly of each calendar year at a time and place to be determined by the Chair. Special meetings of the Board may be held whenever called by the Chair or a majority of the Board with at least 24-hour notice. Meetings of the Board may be held in or outside of the City of Benicia as may be fixed in the notice of meeting for regular or special meetings. Written notice stating the place, agenda, day and hour of the meeting and, in the case of a special meeting, the purpose(s) for which the meeting is called, shall be provided the meeting announcement to each director or director-elect, as a minimum.

Section 4.2 Quorum and Voting. A majority of all the directors shall constitute a quorum of the Board for the transaction of business. Except as otherwise provided in these bylaws, the vote of a majority of directors present at a meeting at which a quorum is present will constitute the action of the Board, unless provided otherwise elsewhere in these bylaws.

Section 4.3 Meetings; Voting by Mail or Electronic Means. Any action required or permitted to be taken by a meeting of the Board may be taken by vote by mail, fax, email or other electronic means pursuant to procedures established by the Board.

Section 4.4 Compensation. The Association shall not pay any compensation to any director for services rendered as a director. Directors may be reimbursed for expenses incurred in the performance of their duties to the Association, in reasonable amounts approved by the Board.

ARTICLE V

Committees

Section 5.1 Standing Committees and Ad Hoc Committees. Standing committees and ad hoc committees may be designated by resolution. Except as otherwise provided in the resolution, members of each committee shall be members of the Association. Each committee shall elect its own chairperson if one has not been specified in the resolution.

Section 5.2 Committee Rules. Unless the Board otherwise provides, each committee designated by the Board may make, alter and repeal rules for the conduct of its business in conformance with these bylaws and the manual.

Section 5.3 Service of Committees. Each committee of the Board shall serve at the pleasure of the Board. Standing Committees are considered permanently established until disbanded by the Board. Ad hoc committees only serve for the duration/task specified in the initiating resolution and are thereafter to disband automatically.

ARTICLE VI

Officers, Agents and Employees

Section 6.1 Officers of the Association. The membership shall annually elect a President, Vice President, Secretary and Treasurer of the Association, and it may elect such other officers and give any of them such further designation or alternate titles as it considers desirable. The President must have served in a directorship for at least one term in order to be eligible for office.

Section 6.2 Term of Office and Removal. Each officer shall hold office for the term for which he is elected and until his successor has been elected and qualified. The Board may remove any officer by a two thirds (2/3) vote of the Board if, in the judgment of the Board, the best interests of the Association will be served.

Section 6.3 Resignation. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Board.

Section 6.4 Powers and Duties of Officers. All officers shall have such authority to perform such duties in the management of the Association as may be provided by the Board, and, to the extent not so provided, as generally pertain to their respective offices.

Section 6.5 Agents and Employees. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

ARTICLE VII

Miscellaneous

Section 7.1 Manual. The Board shall establish a manual that amplifies as necessary the policies and procedures established by these Bylaws.

Section 7.2 Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board.

Section 7.3 Amendment of the Articles of Incorporation and Bylaws. The Articles of Incorporation and Bylaws of the Association may be amended by an affirmative vote of two thirds (2/3) of the membership.

Section 7.4 Indemnification and Insurance.

The Association shall indemnify and insure the Officers and board of directors according to the requirements established by Board policy.

Section 7.5 Effective Date. These bylaws were duly ratified and approved by the Board on _____ 2002. In witness thereof, the undersigned, being the President and the Secretary, respectively, of the Association, have executed these bylaws this _____ day of _____ on behalf of said Association.

Signed: _____
L. Leeann Cawley, President

Signed: _____
Carla Gallagher, Secretary

EDITORS NOTE

This document was signed 3/11/03
J. Potter