

BYLAWS
of
SAN DIEGO-VLADIVOSTOK SISTER CITY SOCIETY,
a California nonprofit public benefit corporation

ARTICLE I

NAME

The name of this corporation shall be SAN DIEGO-VLADIVOSTOK SISTER CITY SOCIETY (The Organization).

ARTICLE II

PURPOSE

Section 1. In order to support the ideals of international goodwill and lasting peace, the cities of San Diego and Vladivostok agree to promote public awareness and participation through exchanges in education, culture, technology, and business; and to seek a wide understanding of each other's countries, traditions, customs, and community life through people-to-people contacts and relationships.

Section 2. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public or charitable purposes.

ARTICLE III

MEMBERSHIP

Section 1. Individual Membership in the society shall be open to any person of good character who believes in the society's goals and resides or works in the City of San Diego and vicinity.

Section 2. Organization or Business Membership shall be open to any organization or business enterprise in the United States which endorses the purpose of the society. An Organizational Member shall designate one or more official representatives to attend meetings and functions of the organization, who shall have the rights and privileges of an Individual Member, and who shall be registered with the Membership Committee Chairperson.

Section 3. Membership Dues are a requirement for membership in the organization and shall be established from time to time by the Board of Directors. Dues shall not be changed during any calendar year for that year.

ARTICLE IV

MEETINGS

Section 1. An Annual Meeting of the members shall be held each year at the date, time and place designated by the Board of Directors for the purpose of electing Directors, reporting on the affairs of the organization and conducting any other business. The date so designated shall be within 15 months after the last annual meeting.

Section 2. Special Meetings of the members may be called for any purpose or purposes at any time by a majority of the Board of Directors. In the event twenty or more members of the organization file a written request with the Secretary of the organization requesting a special meeting of the members, the Board shall thereupon cause such a special meeting to be called not less than twenty nor more than thirty days after the date the written request is filed.

Section 3. Notices of any annual or special meeting shall be given in writing to all members, either personally or by mail, charges prepaid, addressed to each member at his or her address appearing on the records of the organization, not less than twenty nor more than ninety days before such meeting. Such notice shall state the purpose, place, date and time of such meeting and shall state such other matters as may be determined by the Board of Directors. Notices are effective as of the date of mailing and may be included as part of the newsletter.

Section 4. At any annual or special meeting of the members, a majority of members present in person shall constitute a quorum for the purpose of the election of Directors or other issues brought before the members of the Board, except when otherwise provided by law.

Section 5. Meetings of the general membership shall be held once a month at a place and time designated by the Board of Directors.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The affairs of the organization shall be exercised, conducted and controlled by a Board of Directors. The number of Board members is affixed to 12, elected as provided in Section 2., plus the honorary ones: Lowell Strombeck, James Hubbell and a representative of the mayor of San Diego. The Honorary Board chairs are perpetual.

Section 2. Directors shall be elected from the membership of the organization and must continue to be a member in good standing during their term of office.

Section 3. The Directors shall receive no compensation as salary from the organization but may receive expenses for special activities on behalf of the organization and such special expenses shall be authorized by the majority vote of the Directors present at the subject meeting.

Section 4. The Directors shall be elected for a one year term and each shall hold such office until their successors are elected.

Section 5. The Directors shall be elected by the members of the organization at the annual meeting of the members.

Section 6. Any Director may be removed, either with or without cause by 2/3 of the Board votes, subject to the quorum requirements. Any Director may resign at any time by giving written notice to the organization, addressed to the attention of the Secretary. Failure to attend more than three regular Board meetings, may also, be reason for removal.

Section 7. Vacancies on the Board shall be filled from the Membership by a majority vote of the remaining Directors as provided for in Article V, Section 2. Such person filling the vacancy shall hold office until the expiration of the term being filled. An announcement of an opening on the Board will be given to the general membership before the position is filled.

Section 8. The regular meeting of the Board shall be held on a monthly basis. The meetings shall be open only to board members. Special guests may attend at the discretion of the Board. In case of a change in the schedule of the established Board meeting schedule, the Directors must be notified no less than seventy-two hours in advance.

Section 9. The President or any two officers, may call a special meeting of the Board of Directors. A call for a special meeting shall allow a minimum of seventy-two hours of verbal or written notice.

Section 10. A majority of the Board members present shall constitute a quorum. Absent Board members may vote by written proxy.

Section 11. The Directors shall maintain a complete record of all business transactions, their minutes and acts, and proceedings of any general membership meetings, and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the corporation.

Section 12. A Nominating Committee consisting of five members shall be responsible for presenting a slate of candidates for election to the Board. The Committee shall also be responsible for conducting the election in an equitable manner and shall compose a nomination form to be distributed to the members, in person or by mail, thirty days before the election. The nominating form shall contain biographical sketches of the candidates. The election shall be held using a secret ballot vote at the annual meeting of the regular membership. A formal election shall be held regardless of the number of persons running for any position. Only members in good standing shall be allowed to vote. No member of the Nominating Committee shall be eligible to run for a position for which the Nominating Committee is making recommendations.

ARTICLE VI

OFFICERS

Section 1. All Officers of the organization shall also be Directors and be elected as stipulated in Article V, Section 2.

Section 2. Officers of the corporation shall be the President, the Vice President, the Secretary and the Treasurer.

Section 3. The Mayor of the City of San Diego shall be an ex-officio member and serve as honorary chair of the organization, with membership dues waived.

Section 4. Officers shall receive no compensation as salary from the corporation but may receive expenses for special activities on behalf of the organization and such expenses shall be authorized by vote of the Directors.

Section 5. Powers and Duties of Officers:

- (a) The President shall preside at all meetings of the directors and members. He or she shall sign, as President, all certificates, contracts and other instruments.
- (b) The Vice President shall assume the duties of President in his/her absence, and assume such duties as assigned from time to time by the Board of Directors.
- (c) The Secretary shall:

1. Keep records and minutes of all Board and membership meetings. The minutes shall be read out loud at the Board meeting or sent to each Board member one week in advance.
2. Be custodian of corporate documents and maintain copies of the Articles of Incorporation and Bylaws.
3. Sign, where required, all corporate papers in conjunction with the President.

(d) The Treasurer shall:

1. Be the custodian of all funds of the organization, depositing such funds in banks designated by the Board of Directors, and providing written reports to the Board at its regular monthly meetings.
2. Disperse funds only as prescribed by the Directors.
3. Be authorized to sign checks up to \$500. Checks above that amount shall be approved by the Board. Faxed signatures shall be acceptable.
4. Cause to be filed all required tax returns.

ARTICLE VII

COMMITTEES

Section 1. Each committee shall be chaired by an elected representative. The President shall serve as ex-officio member of each committee.

Section 2. A committee chair may also be a Director.

Section 3. Fund raising committee shall be staffed by the Treasurer and another officer.

Section 4. The President shall have the power to call for the establishment of ad hoc committees.

ARTICLE VIII

ADMINISTRATION

Section 1. The organization shall continuously maintain an office in the Mayor's Office, City Hall, City of San Diego. The organization shall also continuously maintain a registered agent.

Section 2. The fiscal year shall commence on the first day of October.

Section 3. Financial records shall be open for inspection upon the reasonable request of any member. A complete statement of receipts and expenditures shall be presented at the annual meeting.

ARTICLE IX

DEDICATION OF ASSETS UPON DISSOLUTION

Section 1. The properties and assets of the organization are irrevocably dedicated to educational or charitable purposes. No part of the net earnings, properties, or assets of the organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member of Director of the organization. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to educational or otherwise charitable purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Revenue Code Section 501 c 3.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

The organization shall, to the maximum extent permitted by the California Nonprofit Corporation Law, indemnify and hold harmless each of its agents and their heirs against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact any such person is or was an agent of the organization and was acting in good faith on behalf of the organization. For purposes of this section, an "agent" of the organization includes any person who is or was a director, officer, employee, or other agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another organization, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of an organization which was a predecessor organization of the organization or of another enterprise at the request of such predecessor organization.

ARTICLE XI

REVENUE

Section 1. The revenue shall be generated only for the purpose of funding Organization's activities as defined in ARTICLE II.

Section 2. The revenue will be generated in accordance with the provisions of the applicable California the IRS codes.

Section 3. The revenue generation will be governed by the Fund Raising Committee.

Section 4. All committees will submit the budgetary requirements for each of their proposed projects to the Fund Raising Committee.

Section 5. If the Organization's name, or it's good standing is utilized for a commercial benefit of a third party, including Organization's members, then a fair value must be pledged back to the Society by such a beneficiary. The pledge might be in such forms as: goodwill, intrinsic non monetary gift or grant, donation, or in some other manner complying with the Section 2. of this ARTICLE.

Section 6: Conflict of interest:

- (a) In case of a potential conflict of interest, such an individual member, and in particular a Board Director shall make a verbal declaration of intent to engage in a commercial activity. This declaration shall thereupon constitute the right of first refusal by other members. Conflict of interest is defined for the heretofore stated purpose as an information regarding business interest in the Vladivostok Region obtained while acting in a capacity on behalf of the Organization by the subject member.
- (b) Should there be no objection for such a member to proceed with the commercial intention, such an individual shall thereupon be subject to the provision of Section 5 of this ARTICLE. In case of an objection voiced by a Director, the majority vote of the quorum shall either release the declarer to proceed with the intention, or in the case of disapproval, the Board shall submit a written explanation within one week from the meeting. The explanation will then be subject to the California laws, if disputed.
- (c) Any member automatically becomes eligible to also enter into such commercial activity, subject to the same provisions of item (a), above, this Section 6.

ARTICLE XII

AMENDMENTS

These bylaws may be altered or amended at any annual meeting of the members or at any other meeting called for that purpose, by a vote of a majority of a quorum at a meeting duly called. The written assent of a majority of the membership is effectual to repeal or amend any bylaws or to adopt additional bylaws without the necessity of a formal membership meeting.

ADOPTED this 1st day of the Feb, 1995 in San Diego, California

By: Tana Alcalay (President)
???????????? (Chairperson, Hospitality)
Davis, Elaine (Chairperson, Programs)
Boyer, Bill (Chairperson, Membership)
Meri-Lynn Boyer (Chairperson, Medical)
Cecilia Brewer (Secretary)
Stanich, Vladimir (?)