

# BYLAWS OF HERMOSA BEACH SISTER CITY ASSOCIATION, INC.

## ARTICLE 1. GENERAL

The Hermosa Beach Sister City Association, *also known as* HBSCA, is incorporated under the laws of California as a nonprofit organization under the Articles of Incorporation adopted by the Hermosa Beach Sister City Association, as originally certified by the Secretary of State of California on May 24, 1977, Corporation No. 815989, for certain charitable purposes: namely, to collect and disburse funds to promote friendship and understanding between the citizens of Hermosa Beach, California, and the citizens of Loreto, Mexico (particularly between school-age children of these communities) under the United States-Mexico Sister City program, and to aid in providing relief to citizens of Mexico in case of natural disasters, such as floods, hurricanes, fires, earthquake, and other disasters. A further purpose is to promote understanding and appreciation of Mexican culture and the Spanish language and thereby to help eliminate prejudice and discrimination against persons of Mexican descent in the United States. Contributions and donations will be accepted only if they are consistent with the purposes and objectives of the HBSCA.

## ARTICLE 2. ADOPTION & AMENDMENTS

These Bylaws may be amended at any General membership meeting of the HBSCA by a two-thirds vote of those present. Written notice of proposed amendments shall be sent to each member in good standing at least 10 days prior to the vote.

## ARTICLE 3. MEMBERSHIP AND DUES

- a. **TYPES OF MEMBERSHIP:** Any person, family, business or organization who embraces the purposes and policies of the HBSCA shall be eligible for membership, provided they have paid the required annual membership dues of the current fiscal year, and are in good standing. Membership shall be defined as, Regular Members, Associate, Honorary, Lifetime, and Corporate.
- 1) **Regular Members.** Only adult persons are eligible for Regular Membership. Regular members may join as an individual or family. A family is defined as a group of persons living together in one household with up to two adults, plus underage children. All Regular Members shall have one vote regardless of membership paid, whether individual or family. No family memberships shall have more than 2 votes.
  - 2) **Associate Members.** Civic organizations may join as Associate Members. Associate members shall have membership privileges for one year, except the right to vote.
  - 3) **Honorary Members.** The HBSCA has grand-fathered in certain members based on service to the HBSCA. Honorary members will no longer be

appointed. Existing **Honorary membership will not be charged dues and will carry voting privileges.**

- 4) **Lifetime Members.** Individuals may pay a one-time lump sum, and shall be considered Lifetime Members, with full membership privileges, including the right to vote. For accounting purposes, Lifetime Members shall be designated as such by the membership chairman.
  - 5) **Corporate Members.** Commercial firms or corporations may join as Corporate Members. Corporate members shall have membership privileges for one year, except the right to vote.
- b. **DUES.** The annual dues required for membership during the fiscal year, as defined in Article 9, shall be paid by December of the preceding year, but no later than the end of February of the current fiscal year. Members shall be granted a grace period through the February deadline. Dues will be determined each year at the Annual Meeting. New members whose dues are received in the last quarter of the year (October through December), will be considered “paid members” through the last quarter of the current year, as well as “paid members” for the immediate fiscal year following.
- c. **DUTIES AND PRIVILEGES OF MEMBERSHIP.** All Members are expected to support the purposes and programs of the HBSCA by attending and supporting General Meetings, fundraisers, exchange activities, adult activities, and by participating on HBSCA committees as needed. Under no circumstances shall a member obligate the HBSCA in any way without the prior approval of the general membership or without the specific direction of the Board of Directors. Members should not promote themselves or their personal business relationships.
- d. **TERMINATION OF MEMBERSHIP.** A member may at any time voluntarily resign by delivering a written notice to the Secretary. A resignation will be effective on the date and time of the receipt of said notice.

Membership will automatically terminate for non-payment of dues. A delinquent member may be reinstated in the case of non-payment of dues, with full payment of delinquent dues. In the event of violation of the Duties and Privileges of Membership, as decided by the Board of Directors, the Secretary shall give the violating member notice of termination at least 15 days prior to the termination date. A violating member may request review by the General membership.

#### **ARTICLE 4. MEETINGS**

- a. **GENERAL MEETINGS:** General Meetings of the Members will be held monthly during the fiscal year, except in December. At least three (3) days prior to a General Meeting, the President or Secretary shall notify all Members of the time and place of the scheduled meeting. Such notices will be sent by email

(electronic mail) to the email address on record for each member. Members may elect to receive such notices by regular mail or fax and must inform the secretary of their desired communication method, if it is other than email.

- b. **SPECIAL MEETINGS:** Special Meetings of the Members or the Board may be convened by the President or by three members of the Board of Directors upon three (3) day's notice as prescribed in Article 4 (a) above.

Special meetings of the Board may take place in a virtual meeting format. This virtual meeting format may consist of email correspondence, telephone communication or other agreed to form of communication. Topics discussed shall be reported at the next General meeting (per Article 6). All records of the email correspondence or notes representing decisions made shall be kept in hardcopy format with the Secretary.

- c. **ANNUAL MEETINGS:** Annual Meetings will be held in November at a time and place to be determined at the September General Meeting. The Annual Meeting will establish (1) the incoming election of Officers, (2) the determination of annual membership dues for the coming fiscal year, and (3) any such other business as the Board may present to the Regular Membership. After disposition of all items for consideration at the Annual Meeting, a General Meeting also may be conducted, if necessary. Members in good standing will be notified as stated in Article 4 (a), but no less than 15 days prior to the next scheduled Annual Meeting.
- d. **QUORUM:** A quorum to conduct business shall consist of five or more Regular Members provided at least two Board of Directors are present.
- e. **VOTING:** On all matters except revisions to the Bylaws and to the Articles of Incorporation, a majority of the Regular Members present shall be sufficient to carry a motion. A two-thirds vote of all Regular Members present shall be required to amend or revise the Bylaws or the Articles of Incorporation.

## **ARTICLE 5. OFFICERS & DUTIES**

- a. **OFFICERS.** The Officers shall be President, Vice-President, Secretary, Treasurer and Immediate Past President. Upon call of the President and a majority vote of the General membership at a regularly held meeting, additional Officers may be designated followed by a revision of these Bylaws. Eligibility of Officers shall be limited to Regular Members in active status and good standing of the HBSCA of one year or more, unless this provision is waived by a two-thirds vote of the members attending the Annual meeting. Officers will have the same voting privileges of Regular Members.
- b. **BOARD OF DIRECTORS.** The Board of Directors shall consist of the Officers

and conduct the affairs of the HBSCA. The Board shall meet regularly as needed. Two members of the Board shall constitute a quorum. They shall fix the hours and place of the meetings of the Board and have such duties as specified in these Bylaws, and as the President may see fit to assign.

1. Any member of the Board failing to attend three consecutive meetings of the Board without good cause may be suspended and the vacancy filled by the remaining members of the Board.

**c. THE DUTIES OF THE PRESIDENT SHALL BE:**

- 1) to preside over all meetings, unless absent or incapacitated, in which case the Vice President will preside;
- 2) to represent the HBSCA in all correspondence with governmental agencies, both foreign and domestic and with official and unofficial organizations in California and Baja California at the direction of the Regular Members;
- 3) to notify the Secretary of State of California of annual changes to the Board of Directors, and to file any mandated governmental forms in cooperation with the Treasurer.
- 4) to convene the Board to take emergency action as described in Article 6;
- 5) to appoint committee Chair as described in Article 10; and
- 6) to forward or distribute in a timely fashion any incoming correspondence or information to other appropriate Officers for their action and disposition if the matter pertains to their official duties.

**d. THE DUTIES OF THE VICE PRESIDENT SHALL BE:**

- 1) to preside over meetings in the absence of the President; and
- 2) to serve as Director of the Student Exchange Program.

**e. THE DUTIES OF THE SECRETARY SHALL BE:**

- 1) to maintain a current list of members;
- 2) to maintain a file of all correspondence;
- 3) to record and maintain the minutes of all General, Special, and Annual Meetings of the HBSCA; and
- 4) to notify the membership of all meetings as provided in Article 4.

**f. THE DUTIES OF THE TREASURER SHALL BE:**

- 1) to deposit all monies received into the appropriate HBSCA bank accounts (savings or checking).
- 2) to disburse monies for reimbursement of expenses and for authorized payments provided proper expense forms have been submitted with receipts and as directed by vote of the Regular Members.
- 3) to keep such permanent books of accounts and records as to determine the income and expenses of the HBSCA and to reflect the manner in which such funds were expended;
- 4) to file all appropriate accountings with the California Franchise Tax Board,

- the U.S. Internal Revenue Service, and other governmental agencies that require such filings, in cooperation with the President; and
- 5) to render monthly statements of the HBSCA's finances at the General Meetings and, upon reasonable notice, at other times and meetings as requested, and to offer the books and records of the HBSCA to a financial reviewer as directed by the Board of Directors, per Article 8.
  - 6) to forward to the membership chair a listing of any new memberships for updating of the membership roster.
  - 7) to present a proposed Annual Budget to the membership no later than the March General Meeting.

**g. THE DUTIES OF THE IMMEDIATE PAST-PRESIDENT SHALL BE:**

- 1) to serve as a resource to the Board of Directors and the HBSCA members regarding past practices; and
- 2) to chair the Nominating Committee.

**h. NOMINATION OF OFFICERS.** Biannually, the President at the August General Meeting will appoint a nominating committee, consisting of 2-3 Regular Members. The Nominating Committee will present a slate of nominees to the membership at the October General Meeting preceding the Annual Meeting in November. Nominations will be accepted from the floor at the General Meeting in October and at the Annual Meeting in November. All nominees must meet the requirements as stated in Article 5, and must agree to the nomination.

**i. LENGTH OF OFFICER TERMS:** Officers shall serve for a term of two years, It is the intention of these Bylaws that Officers who have performed satisfactorily shall continue in office for a number of years in order to provide needed continuity to the long-range programs of the HBSCA.

**j. DATE FOR BEGINNING TERM:** The term of office for all elected Officers will begin at the first General Meeting following the Annual Meeting.

**k. OFFICER VACANCIES:** Vacancies occurring through either resignation, death, disability, or incapacity, subsequent to an Annual Meeting election will be filled by the Board of Directors and ratified by the Regular Members as provided in Article 6 until the next Annual Meeting.

**ARTICLE 6. SPECIAL AUTHORITY OF THE BOARD OF DIRECTORS**

The Board of Directors may be convened by the President or three members of the Board of Directors in extremely rare cases where it is determined immediate action by the HBSCA is required which cannot be delayed until a Special Meeting of the Members can be called as provided in Article 4 (b). Once it is determined that immediate action is required, the Board shall be empowered to act for the Members

until a General or Special Meeting of the Members can be convened, except that the Board shall take no action regarding amendment of the Bylaws and/or the Articles of Incorporation. A majority of the Board of Directors will be required to validate, at the General Meeting, any action taken by the Board and said action must be approved by a vote of the Regular Members.

#### **ARTICLE 7. RIGHTS OF INSPECTION**

Every Member in good standing shall have the right at any reasonable time to inspect the books, records and documents of every kind and to inspect the physical properties of the HBSCA.

#### **ARTICLE 8. FINANCIAL REVIEW**

A member designated at the Annual meeting by the Board of Directors shall review the books of the HBSCA annually, for the purpose of ensuring that proper procedures have been followed and to provide assurance that any errors in calculations are caught in a timely manner. This Financial Reviewer shall report findings to the Regular Members at the next regularly scheduled General Meeting following each review and submit a signed, written financial review report to the Board of Directors within 30 days of the close of the fiscal year.

#### **ARTICLE 9. FISCAL YEAR**

The accounting year (fiscal year) will begin the first day of January and end the last day of the succeeding December (January 1 through December 31).

#### **ARTICLE 10. COMMITTEES**

Standing Committees shall be Budget, Bylaws, Membership, Nominating, Publicity, Correspondence and Hospitality. The President may appoint chairs of the standing committees, or any special committees to carry out particular tasks of the HBSCA. Committee chairs may select additional members to assist him/her in his/her duties.

#### **ARTICLE 11. REVISIONS.**

These Bylaws may be amended by a two-thirds vote of the Regular Members present at a General Meeting or at the Annual Meeting when a Bylaws committee appointed by the President places an amendment on the agenda.

#### **ARTICLE 12. STATEMENT REGARDING INCOME AND ASSETS / RELATIONSHIP TO MEMBERS**

At no time, either while the HBSCA is operating, or upon dissolution thereof, shall

any income or assets of the HBSCA inure directly or indirectly to members, directors or officers except upon full and fair consideration in exchange therefore.

### **ARTICLE 13. DISSOLUTION**

In the event of a dissolution of this organization, the net assets of the Corporation shall be applied and distributed as follows:

*Section 1.* All liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore.

*Section 2.* Assets held by the organization upon condition requiring return, transfer or conveyance, which condition occurs by reason of dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

*Section 3.* Upon dissolution of the corporation, the Board of Directors shall select a charity or charities with similar stated purposes to the HBSCA and shall distribute its assets remaining after the payment of all lawful obligations of the HBSCA to such charity or charities as the Board of Directors, in its sole discretion, shall determine, pursuant to a plan of distribution as provided by law.