

**BYLAWS  
of  
Palm Springs Sister Cities Committee  
a Nonprofit Corporation**

**Article I – Formation**

This Corporation is formed pursuant to the laws of the state of incorporation, as stated in the Articles of Incorporation for the Corporation. Its purpose is to enhance world peace by promoting and servicing relationships between the City of Palm Springs and other similar government units in foreign countries with the objective of developing closer understanding and cooperation between people of those respective governmental units.

**Article II – Board of Directors**

**Section 1. Authority.** The corporate authority, powers, business and property of the Corporation shall be held, exercised, conducted, and maintained by the Board of Directors. The Board of Directors shall, among other things, establish and set policies and procedures for the efficient and effective operation of the Corporation, hold elections for office in the Corporation, adopt a balanced annual budget for the Corporation, and conduct an annual audit of the Corporation's finances and accounts as required by law.

**Section 2. Composition.** The number of Directors of the Corporation shall be seven (7) to twenty-one (21). In addition, the Immediate Past President of the Board of Directors shall serve as an ex-officio member of the Board of Directors but shall not be considered a Director and shall not have voting rights on the Board of Directors, unless currently serving a term of office.

**Section 3. Duties and Responsibilities.** The Palm Springs Sister Cities Committee Board of Directors will be responsible for the following:

- a. Long-range planning through policy development and implementation;
- b. Financial management of the program;
- c. Implementation and evaluation of program activities; and
- d. Appointment of committees.

**Section 4. Election of Board of Directors.** Directors shall be elected by the Board at its annual meeting by a majority of the Directors present and voting. The Governance Committee shall be

responsible for seeking nominations for Directors and presenting a slate of Director nominations for approval at the annual meeting.

**Section 5. Terms of Office.** Each elected Director's term of office shall be three (3) years. To the extent possible, the terms of the Directors shall be staggered. New Directors shall assume office on the first day following their election. A Director who is elected to fill a vacancy shall assume office immediately.

**Section 6. Term Limits.** Elected Directors may serve a maximum of two (2) consecutive, three (3) year terms. The Board of Directors has the authority to make exceptions.

**Section 7. Vacancy and Incapacity.** Except as otherwise stated in these Bylaws, any vacancy occurring among the members of the Board shall be filled by a majority vote of the Directors then in office. A Director elected to fill a vacancy shall serve for the unexpired term of the predecessor and shall be eligible to serve two (2) additional three (3) year terms.

The incapacity of a board member to serve in their position shall be determined by the presence of physical, mental, or other inability to fulfill the duties of the office. This may be a voluntary notification to the Board of Directors by the board member or by action of the Board of Directors declaring such incapacity. The vacancy shall be filled by the Board of Directors.

**Section 8. Attendance.** Directors shall be required to attend no less than two-thirds (66%) of all regular meetings of the Board of Directors in each year of their term to remain on the Board of Directors. Exceptions to this requirement may be made in writing by the President of the Board of Directors, in the event such required attendance may cause an undue hardship on the Director involved. Board attendance can include participation by conference telephone call, Zoom, or other digital/teleconference means.

**Section 9. Quorum.** A quorum consisting of a simple majority of the members of the board of directors will be required to hold meetings or make decisions during the board meetings.

**Section 10. Removal of Directors.** At any meeting of the Board called expressly for that purpose, any director, including the entire Board, may be removed by an affirmative majority vote by the current Board. If the Board votes to remove the entire Board, then the President, Treasurer, and Secretary will serve as the interim Board until directors are duly elected to the Board pursuant to these Bylaws.

### **Article III – Officers**

**Section 1. Officers.** The Officers of the Corporation shall be the President, Vice President, Treasurer, and Secretary of the Board of Directors. The Board of Directors shall elect all Officers of the Corporation from among the elected Directors. The President, Vice President, Treasurer, and Secretary shall be elected by the Board at its Annual Meeting. The Board may accept

suggestions for nominations for officers from any Director, and Officers shall be elected by a majority of the Directors present and voting. Each such Officer shall hold office for two (2) years at the pleasure of the Board and/or until their successor shall be selected and qualified to serve. Officers may serve a maximum of two (2) consecutive, two (2) year terms in the same office. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired term at any meeting of the Board.

**Section 2. President.** Duties of the President of the Board of Directors shall include, without limitation:

- a) Preside at all meetings of the Corporation, specifically including the Board of Directors, Executive Committee, Annual Meeting.
- b) Appoint Committee chairs and Committee members, pursuant to the Bylaws of the Corporations, and serve as an ex-officio, non-voting member of all Committees.
- c) Appoint individuals to perform certain, specific functions for the Board of Directors, such as a Parliamentarian for meetings.
- d) Set agendas for meetings of the board of Directors, Annual meeting or otherwise necessary meetings.
- e) Sign and execute, in the Corporation's name, such documents as authorized by the Board of Directors.
- f) Exercise such authority as, from time to time, may be assigned by the Board of Directors.

**Section 3. Vice President.** Duties of the Vice President shall include, without limitation:

- a) Assist the President of the Board of Directors as requested.
- b) Perform those other duties as assigned by the Board of Directors
- c) In the event that a vacancy occurs in the office of the President, the Vice President shall assume the office of President to complete the unexpired term.

**Section 4. Treasurer.** Duties of the Treasurer shall include, without limitation:

- a) Ensure that a full and accurate accounting of the corporation's receipts and disbursements are made, monitoring the disbursement of funds as directed by the Board of Directors.
- b) With the assistance of the President, prepare an annual budget and an annual report on the Corporation's finances, making both available to the Board of Directors for review and audit.
- c) Serve as an ex-officio, non-voting member of the Audit Committee
- d) Perform those other duties as assigned by the Board of Directors.

**Section 5. Secretary.** Duties of the Secretary shall include, without limitation:

- a) Promptly and accurately prepare the minutes of all meetings of the Board of Directors, Executive Committee, and Annual meeting. An audio or video recording of meetings may be maintained for additional record keeping purposes of the Corporation.
- b) Maintain an official list of the Board of Directors.
- c) With the assistance of the President, maintain all records, documents, reports, and correspondence of the Corporation.
- d) Perform those other duties as assigned by the Board of Directors.

#### **Article IV – Committees**

**Section 1. Committees and Task Forces of the Board of Directors.** The Board may create, by approval of a majority of the Directors, Committees and Task Forces of the Board of Directors. These Committees may include, but not be limited to Executive, Governance, Finance, Audit, Development, and Public Relations and Communications. At the time of formation, the Board may outline various requirements of the Committee or Task Force. Each Committee, with the exception of the Executive and Governance Committees, may include non-Director members ratified by a majority of the Board. A Committee chair may appoint sub-committees to carry out specific work for the Committee.

**Section 2. Executive Committee.** The Executive Committee of the Board of Directors shall consist of the following officers: President, Vice President, Treasurer, Secretary, and one At-Large member plus any additional members appointed by the Board of Directors. The Immediate Past President of the board of Directors shall serve as an ex-officio member of the Executive Committee but shall not have voting rights on the Executive Committee. Any Director may attend an Executive Committee meeting but without a vote.

The Executive Committee may exercise the authority of the Board of Directors consistent with the Bylaws of the Corporation and the policies and procedures of the Board of Directors including hiring, firing, and performing an annual evaluation of the Chief Executive Officer.

**Section 3. Governance Committee.** The Governance Committee is responsible for assessing board needs, assisting the Executive Committee in board effectiveness, coordinating Board Member recruitment and training, and serving as the nominating committee for new board members and Officers. The Governance Committee shall develop the slate of new board members and Officers. At the Annual Meeting, the slate for the respective offices shall be presented and voted on by the Board of Directors.

**Section 4. Terms of Office.** With the exception of the Officers serving on the Executive Committee, the terms of office for each Committee member shall be one year. Each Committee chair shall be a Director of the Corporation.

**Section 5. Committee Meetings.** Committees may meet at times convenient for the Board of Directors and as otherwise determined necessary by the Committee chair. For purposes of this section, a majority of a Committee's members shall constitute a quorum of the Committee, which shall be required to conduct the business of the Committee. Timely Notice shall be given to the members of the Committee of the times, dates, and locations of all meetings.

**Section 6. Meeting Minutes.** Each Committee shall keep a full and fair account of its actions and regularly provide the same to the Secretary of the Board of Directors. Committee chairs may be requested to give reports to the Board of Directors at its regular meetings.

## **Article V – Meetings.**

**Section 1. Annual Meetings.** The Board of Directors shall determine the time, date, and location of the Annual meeting to be held in January. Directors shall be elected at the Annual Meeting pursuant to the Bylaws of the Corporation. The Board of Directors can fill vacancies outside of the annual meeting, subject to the remaining term of the position. Official Business of the Corporation, including the consideration and passage of resolutions, and the adoption of Amendments to the Articles of Incorporation and/or Bylaws of the Corporation, may be conducted and transacted at the Annual Meeting.

The President of the Board of Directors shall preside over and set the agenda for the Annual Meeting in consultation with the Executive Committee of the Board of Directors. Directors may participate in person or via electronic or telephonic means for purposes of establishing a quorum and taking action at an Annual Meeting.

**Section 2. Regular and Special Meetings.** Regular meetings and Special Meetings may be held by the Board of Directors on behalf of the Corporation. The Board of Directors shall determine the time, date, and location of regular and special meetings.

The Board of Directors may meet monthly but no less frequently than quarterly.

Special Meetings of the Board of Directors may be called by the President of the Board of Directors or by the Executive Committee. The business conducted at a Special Meeting shall be confined to the purposes stated in the meeting notice. Directors may participate in person or via electronic or telephonic means for purposes of establishing a quorum and taking action at a Regular or Special Meeting.

**Section 3. Timely Notice.** Unless otherwise prescribed by the Bylaws of the Corporation, Timely Notice of a meeting shall be considered given when delivered by postal, written, or electronic means, personal service, or by written or verbal statement at an Annual Meeting, Regular Meeting, or Special Meeting of the Board of Directors when given not less than three (3) days in advance of the meeting.

**Section 4. Action by Directors Without a Meeting.** Any action which may be taken at a meeting of the Board (or its committee) may be taken without a meeting, provided all directors (or committee members) unanimously agree, and such unanimous consent is included in the minutes of the proceeding, filed with the corporate books/records, and sets forth the action taken by the Board.

**Section 5. Parliamentary Procedure.** The rules contained in the most recent and current edition of Robert's Rules of Order Newly Revised shall serve as a guide for the Corporation to the extent they are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation.

## **Article VI – Indemnification & Directors and Officers Insurance**

**Section 1. Right to Indemnification.** To the fullest extent permitted by law, every person who is or was a Director, Officer, Employee, or Agent of the Corporation shall have a right to be indemnified by the Corporation against all reasonable expenses incurred by them in connection with or resulting from any claim, action, suit, or proceeding in which (s)he may become involved as a party or otherwise by reason of being or having been a Director, Officer, Employee, or Agent of the Corporation, provided, however, that said claim, action, suit, or proceeding shall be prosecuted to a final determination and (s)he shall be vindicated on the merits. In the absence of such a final determination indicating them on the merits, indemnification shall be provided to the extent the Board of Directors shall determine, subject to the Bylaws of the Corporation, that their conduct did not constitute negligence or misconduct in the performance of a duty and that (s)he fully cooperated with the Corporation in the defense or disposition of any said claim, action, suit, or proceeding. Any such Board determination may be based upon the opinion of qualified legal counsel.

For purpose of this section, reasonable expenses shall be deemed to include, without limitation, reasonable legal counsel fees and disbursements, judgments, fines, penalties, and reasonable amount s paid in settlement.

**Section 2. Directors and Officers Insurance.** The Corporation will acquire and maintain Directors and Officers Insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any persons pursuant to the Bylaws of the Corporation.

**Section 3. Good Faith Reliance.** To the fullest extent permitted by law, the Corporation's Directors, Officers, Employees shall, in the performance of their duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its Directors, Officers, or Committees selected and supervised with reasonable care by an independent certified public accountant, by an appraiser selected with reasonable care by the Board of Directors or by any such Committee, or in relying in good faith upon other records of the Corporation.

**Section 4. Severability.** In any clause provision, or application of the Bylaws of the Corporation shall be determined to be invalid, the other clauses, provisions or applications shall not be affected but shall remain in full force and effect.

## **Article VII – Records and Reports**

**Section 1. Maintenance and inspection of record of accounts, board minutes, articles of incorporation, and bylaws.** The corporation shall keep at its principal location the following:

- a) Adequate and correct books and records of account;
- b) Written minutes of the proceedings of its Board and Committees of the Board; and
- c) The original or a copy of the articles of incorporation and bylaws, as amended to date.

**Section 2. Maintenance and inspection of other corporate records.** The accounting books, records, and minutes or proceedings of the Board of Directors and any committees of the Board of Directors shall be kept at such place or places designed by the Board of Directors, or in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

**Section 3. Inspection by Directors.** Every director shall have the absolute right with reasonable timely notice, normally defined as 72 hours, to inspect all books, records, and documents of every kind and the physical properties of the corporation. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 4. Annual Report.** The Corporation shall provide to the directors within 120 days of the close of its fiscal year a report containing the following information in reasonable detail:

- a) The assets and liabilities, including trust funds of the corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the corporation, for both general and restricted purposed, during the fiscal year.

## **Section 5. Document Retention.**

### **a) General Terms of the Policy**

- a. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.

### **b) Permanent Retention** – The following documents shall be retained permanently by the Corporation:

1. Organizational documents and records of governance
2. Certificate of Incorporation and amendments, Bylaws and amendments, policies, governing board and board committee minutes and resolutions, and other organizational documents;
3. Application for Recognition of Exemption (IRS Form 1023) and all supporting documents and correspondence with the Internal Revenue Service, including determination letter recognizing exempt status;
4. Charitable registration and solicitation applications and annual reports;
5. Tax records: all federal and state returns/reports and supporting records, private letter rulings, and files related to tax audits, including closing agreements.
6. Intellectual property records: Copyright and trademark registrations and samples of protected works;
7. Financial records: audited financial statements and attorney contingent liability letters

## **Article VII – Miscellaneous**

**Section 1. Non-discrimination.** The Corporation shall comply with all federal, state, and local laws prohibiting unlawful discrimination.

**Section 2. Fiscal Year.** The fiscal year of this corporation shall be a (12) month period beginning January 1 and ending on December 31.

**Section 3. Financial Review or Audit.** There shall be a financial review or audit of the financial statements of the corporation by a firm of certified public accountants as soon as practicable after the close of each fiscal year.

**Section 4. Whistleblower Policy.** It is the responsibility of all directors, officers, and employees to comply with this policy and to report possible wrongdoing in accordance with this policy.

The Corporation expressly prohibits any form of retaliation, including, but not limited to, harassment, intimidation, or adverse employment action, against any director, officer, or employee who report in good faith a concern about possible wrongdoing and/or cooperates in any investigation.

## **Article IX – Amendments to Articles of Incorporation**

**Section 1. Amendments.** Proposed Amendments to the Articles of Incorporation of the Corporation must be submitted to the Board of Directors by the Governance Committee. The Board of Directors may consider any Proposed Amendments at its own discretion.

**Section 2. Process.** The Board of Directors shall adopt resolutions setting forth any proposed Amendments prior to submitting them to a vote at the Annual Meeting. Notice of any proposed Amendments shall be given to board members not less than sixty days in advance of consideration at the Annual Meeting. Proposed Amendments to the Articles of Incorporation are not subject to amendment from the floor of the Annual Meeting and shall be adopted upon an affirmative vote of two-thirds or more of the votes cast by the Board of Directors.

## **Article X – Amendments to Bylaws**

**Section 1. Proposed Amendments.** Proposed Amendments to the Bylaws of the Corporation must be submitted to the Board of Directors by the Governance Committee or other committee established by the board of directors responsible for developing or reviewing proposed amendments to the bylaws. The Board of Directors may consider any Proposed Amendments at its own discretion.

**Section 2. Process.** The Board of directors shall adopt resolutions setting forth any proposed Amendments prior to submitting them to a vote at the Annual Meeting. Notice of any proposed Amendments shall be given to the Voting Members not less than 30 days in advance of consideration at the Annual Meeting. Proposed Amendments to the Bylaws are not subject to amendment from the floor. Proposed Amendments shall be adopted upon the affirmative vote of two-thirds or more of the votes cast by the Board of Directors.

**Article XI – Mergers.** Following the approval by the Board, in order for any consolidation or merger to be effective, it must follow the process set out under the laws of the state of incorporation. Any merger which would result in the loss of the Corporation's nonprofit or tax-exempt status is not permitted under these Bylaws.

**Article XII - Dissolution.** Following the approval by the Board, in order for the Corporation to be dissolved, it must follow the process set out under the laws of the state of incorporation.

**Article XIII – Distribution of Assets.** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose.

## Palm Springs Sister Cities Committee

### BYLAWS

**Section 3. Adoptions and Amendments.** These Bylaws of the Corporation are in full force and effect, having been formally and official adopted, amended, and/or restated on the following dates:

Adopted: January 12, 2023

Amended: January 11, 2024

#### Certificate of Secretary

I certify that I am the duly elected/acting Secretary for the Palm Springs Sister Cities Committee, a nonprofit public benefit corporation, that the above Bylaws, consisting of 10 pages, are the bylaws of this corporation as adopted by the Board of Directors on January 11, 2024, and that they have not been amended or modified since that date.

  
Allen Jordanman