

AMENDED AND RESTATED
BYLAWS
OF
PHOENIX SISTER CITIES, INC.

ARTICLE I - THE ORGANIZATION

Section 1.1 The name of this Corporation is Phoenix Sister Cities Inc., an Arizona non-profit corporation, which has been organized and exists pursuant to its Articles of Incorporation (the “Articles”).

Section 1.2 The principal office of this Corporation shall be located at 17 South 2nd Avenue, 4th Floor, Phoenix, Arizona, or such other place as may be designated by the Board of Directors (the “Board”) as described in Article IV of these bylaws.

Section 1.3 The character of the business that the Corporation intends to conduct in the State of Arizona and the purposes for which the Corporation is organized are exclusively to receive grants, gifts, contributions, bequests, membership fees and other public support and to expand such funds and efforts to promote and carry on the educational and charitable purposes specifically set forth in Article III of the Articles of the Corporation which are authorized for organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended pursuant to the regulations promulgated there under as they now exist or as they may hereafter be amended.

ARTICLE II - MEMBERSHIP

Section 2.1. The Mayor of the City of Phoenix and the members of the City Council shall be non-voting, ex-officio members of this nonprofit Corporation and the membership dues for said membership should be waived. The Board may designate other persons as non-voting, ex-officio or honorary members.

Section 2.2. Membership in the Corporation shall be open to any person with a desire and willingness to promote and foster the aims and objectives set forth in the Articles of this Corporation.

Section 2.3. In addition to individual membership, the Corporation shall be open to membership of any other organization of the community, which may be a private business enterprise, whose purpose of membership in the Corporation shall be solely to support the aims and objectives stated in its Articles, and such member organization is devoted to the principles and support of the Constitution of the United States and the Constitution of the State of Arizona.

Section 2.4. Any person or organization meeting the requirements of Article II, Sections 2.2 or 2.3, may be admitted to the membership of this Corporation by acceptance of the membership application by the President and Executive Director of the corporation upon payment of the membership dues affixed by the Board.

ARTICLE III - GENERAL MEMBERSHIP MEETINGS

Section 3.1. A meeting shall be held at an appropriate public place annually, on the fourth Wednesday of June each year (or on another date in June so designated by the Board) for the purpose of election of officers by and from among the Board, and to transact such other business as may come before the meeting.

Section 3.2. The membership will be given at least ten days notice of the annual meeting by mail, electronic mail, or social media stating in such notice the time, place and the business to be transacted at said meeting.

Section 3.3.

(a) Special meetings of members may be called at any time by the vote of the majority of the Board or upon petition to the Executive Director by one-fifth of the members of the corporation. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.

(b) When a special meeting is called either by vote of the Board or by the petition of the members of the Corporation, the Executive Director shall give the members of the Corporation at least five days notice of such meetings by mail, electronic mail or social media therein stating time, place and the business to be transacted at the special meeting.

Section 3.4. At any meeting of the general membership of the corporation, one-third of the members, present in person, shall constitute a quorum for all purposes except when otherwise provided by law.

ARTICLE IV - BOARD OF DIRECTORS

Section 4.1. The powers, business and property of the Corporation shall be exercised conducted and controlled by the Board. The Board shall consist of not less than nine (9) nor more than twenty-five (25) Phoenix Sister Cities Commission Members as approved by the Mayor and City Council. Such members must continue to be members of the Corporation in good standing during their terms of office. Further, the Board shall include the persons identified in Section 4.2 below.

Section 4.2.

(a) Additionally, the chairperson of each Sister City and Program Committee approved by the Board shall be considered a full voting member of the Board for the duration of his or her term as committee chairperson, if he or she is not already a sitting member of the Board as a Commission member. A Sister City Committee shall be defined as a committee to which the Board has officially delegated program authority for

citizen-to-citizen relationships with an international city with which the City of Phoenix has an official sister city relationship; a Program committee shall be defined as a committee to which the Board of Directors has officially delegated program authority for functions which involve all sister cities of the City of Phoenix. A Standing Committee shall be defined as a committee to which the Board of Directors has officially delegated program authority for core functions of the organization. The Committees shall be set forth in the Bylaws. Committee Chairs shall not normally serve more than three consecutive one-year terms. However, upon the approval of the Executive Committee, terms may be extended beyond three years on an annual basis.

(b) Members shall include both Commission Members and Sister City and Program Committee Chairpersons.

Section 4.3. Three (3) non-voting, ex-officio members will serve on the Board: 1) representative from the Mayor's Office; 2) representative from the City Council Offices; and 3) representative from the City Manager's Office.

Section 4.4. Directors shall receive no compensation or salary from the Corporation, but may receive expenses for special travel and activities on behalf of the Corporation and such special expenses shall be paid only after approval by the Board.

Section 4.5. Except as provided in Section 4.6 below, the Commission Members shall serve a three year term of office to begin on a July 1 and end on a June 30. The terms of office shall be staggered with no more than nine appointed terms expiring each year. No person shall serve as a Commission Member for more than two consecutive full terms.

Section 4.6. Commission Members are expected to attend all regularly scheduled Board meetings. If a Commission Member fails to attend three consecutive regular meetings or fifty percent of the regular meetings held during the period of any fiscal year, the City Council may declare such member's seat vacant and his/her term expired.

Section 4.7. Prospective Commission Members may be recommended by the Board of Directors and their names submitted to the Mayor and City Council for review and appointment to the Corporation.

Section 4.8. Commission Member vacancies on the Board may be filled by the Mayor and City Council from recommendations from the Board or from the Mayor and City Council, and such person filling a vacancy shall serve the remaining unexpired term after which he/she shall be eligible for appointment for two full consecutive terms.

Section 4.9. No individual shall serve on the Board of Directors more than nine consecutive years in any capacity whatsoever, either as a Commission Member and/or a Sister City or Program Committee Chair or a combination thereof.

Section 4.10. Unless and until changed by the Board, a minimum of nine (9) monthly meetings of the Board shall be held per fiscal year.

Section 4.11. The President, when he/she deems it necessary, may call a special meeting of the Board. Each call for a special meeting of the Board shall be in writing, with at least five days notice to members of the Board and state the purpose of the meeting.

Section 4.12. One over half of the then constituted Board shall constitute a quorum.

(COMMENT: The Arizona Revised Statutes (A.R.S.) 1-216(B) states that a quorum for boards and commissions of the state or its political subdivisions is a majority. Since the statute does not specify what is meant by a majority, the City of Phoenix is bound by common law rule. A quorum is a majority of the number of members established by the ordinance or resolution creating the board. For example, if there are nine authorized members on your board, then you must have five members present, regardless of vacancies, to have a quorum.)

ARTICLE V - OFFICERS

Section 5.1. Officers of the Corporation shall be the President, President-Elect, Secretary and Treasurer.

Section 5.2. All officers of the Corporation shall be elected from Commission Members by the members of the Board. Officers shall be elected at the year-end Board meeting of the Corporation or at such other meeting of the Board as is necessary to fill a vacancy. Officers shall serve for a period of (1) year, or until the next year-end meeting of the Board. Officers may serve no more than two consecutive one-year terms in the same office with the exception of the Treasurer, who may serve three consecutive one-year terms. A Commission Member cannot hold the same office more than twice (except for the Treasurer) during the maximum consecutive years as a Commission Member. No individual may hold the position of President-Elect in the last year of such individual's second full term as a Commission Member.

Section 5.3. The Mayor of the City of Phoenix shall, ex-officio, be the honorary chairman of the Corporation.

Section 5.4. Officers shall receive no compensation or salary from the Corporation, but may receive expenses for special activities on behalf of the Corporation and such special expenses shall be paid only after approval by the Board.

ARTICLE VI - DUTIES OF OFFICERS AND EXECUTIVE DIRECTOR

Section 6.1. The President shall preside at all meetings of the Board and members of the Corporation. The President and Executive Director shall sign all contracts and other instruments.

Section 6.2. The President-Elect shall assume the duties of President in the absence of the President, and assume such duties assigned to the President from time to time by the Board.

Section 6.3. The Secretary shall:

(a) Keep, or designate to be kept, records and minutes of all Board, and Executive Committee and membership meetings.

(b) Be custodian or designate a custodian; of the corporate seal.

(c) Keep, or designate to be kept, the membership database showing the name of each member and pertinent information relative to each member of the Corporation.

(d) Sign, where required, all corporate papers in conjunction with the President.

Section 6.4. Duties of the Treasurer shall be:

(a) Act as the custodian of all funds of the Corporation, causing such funds to be deposited in banks designated by the Board in accordance with Article IX.

(b) The Treasurer shall assume the duties of the President-Elect in the absence of the President-Elect and assume such duties as may be assigned by the Board.

Section 6.5. The Executive Director's responsibilities, as a City of Phoenix employee, are cooperatively designated by the Board and the City Manager's Office.

ARTICLE VII - EXECUTIVE COMMITTEE OF THE BOARD

Section 7.1 An executive committee consisting of the Immediate Past President, President, President-Elect, Secretary, Treasurer, chairpersons of the Membership and Strategic Planning Committees, one City Committee Chairperson representing the City Committees, and one member-at-large appointed by the President and serving as a Commission Member, and any such other officers as it may determine necessary for conducting the business of the Corporation, shall be empowered to conduct the affairs of the Corporation between meetings of the Board. All actions of the Executive Committee shall be subject to review and acceptance by the Board at its next meeting. The Executive Committee shall have and may exercise all the authority of the Board. However, the Executive Committee shall not have the authority of the Board in reference to the following matters:

(a) The filling of vacancies on the Board or in any committee of the Board;

(b) The amendment or repeal of the Corporation's Articles of Incorporation or Bylaws or the adoption of new or amended Articles of Incorporation or Bylaws;

(c) The liquidation or dissolution of the Corporation, or the transfer, disposition, or encumbrance of the properties or assets of the Corporation other than in the ordinary course of the Corporation's business.

(d) Approval of the fiscal budget and master calendar

ARTICLE VIII - COMMITTEES OF THE BOARD

Section 8.1. Committees shall be approved by the Board following a nominating process conducted by the Nominating Committee. Active members of PSC may serve as chairpersons and members of Standing and Program Committees unless membership is specified in other sections of the Bylaws. Standing and Program Committees of the Board may include:

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| (a) | Strategic Planning | Standing Committee |
| (b) | Membership | Standing Committee |
| (c) | Economic Relations | Program Committee |
| (d) | Finance | Standing Committee |
| (e) | Youth and Education | Program Committee |
| (f) | Disabilities Awareness | Program Committee |

Section 8.2. The Finance Committee shall consist of the Treasurer as Chair and shall include the President, President-Elect, Immediate Past-President and one Commission Member appointed by the President.

Section 8.3. A Commission Member appointed by the President shall chair the Nominating Committee to review prospective Board Members, Officers, Executive Committee Members and City and Program Committee Chairs.

Section 8.4. Committees may be removed by the majority vote of the Board of Directors.

Section 8.5. One-half of the majority, but no less than four, of members in good standing that are in attendance at a Sister City or Program Committee will constitute a quorum.

Section 8.6. A Sister City or Program Committee shall have the following, a Chair, a Vice Chair and a Secretary as elected by a vote of the committee membership in

May of each year.

Section 8.7. Chairpersons of Sister City and Program Committees shall be nominated by the City Committees' membership and approved by the Board following a nominating process conducted by the Nominating Committee.

Section 8.8. Each Sister City and Program Committee Chairperson, while not a Commission Member appointed by the City Council, shall have one seat and one vote on the Board.

Section 8.9. Duties of Chairpersons of Sister City and Program Committees shall be:

- (a) conduct a minimum of six (6) committee meetings per fiscal year
- (b) comply with Board of Directors attendance requirements

Section 8.10. City Committees shall appoint a representative to serve on Program and Standing Committees as requested by the Board. In the event that a representative is not available or appointed, the Board may designate a representative.

Section 8.11. Chairpersons of Committees shall be appointed for a term of one year, but may be reappointed subject to Section 4.2.

Section 8.12. Chairpersons of Committees may be removed by the majority vote of the Board of Directors.

Section 8.13. Chairpersons of the Membership and Strategic Planning Committees may not serve in such capacity more than two consecutive one year terms.

Section 8.14. Special Ad Hoc and Standing Committees may be created by the Board of Directors as needed whose chairperson is not required to serve on the Board and may be nominated for approval by the Board from the membership at large.

Section 8.15. As needed, Acting Chairpersons of committees may be appointed by the Executive Committee of the Board and serve until the annual nominating process. If a chair is not nominated, the Executive Committee will seek to appoint a chair. If a chair cannot be appointed, the committee will be deemed inactive.

ARTICLE IX - FISCAL AFFAIRS

Section 9.1. The funds of the Corporation shall be deposited in such banks and depositories as may be approved by the Board from time to time, and funds in an amount of \$1,000 or greater shall be withdrawn only upon checks and demands for money signed by any two of the following: the Executive Director, the President, President-elect or the Treasurer of the Corporation. Funds of the Corporation in an amount less than

\$1,000 may be withdrawn only upon checks and demands for money signed by any of the Executive Director, the Deputy Director, and the President, President-Elect or the Treasurer. In no event shall the payee and the signor be the same person. The Executive Committee must approve any single expenditure exceeding the sum of One Thousand Dollar (\$1,000) which has not already been included in an approved budget.

Section 9.2. The Treasurer shall cause to be prepared an estimated annual budget for each fiscal year of the Corporation. Such budget shall take into account the estimated cash requirements for the year, the surplus or deficit from the preceding year, and the estimated net available cash income for the year from the Corporation and from any fund raising activities. The annual budget shall provide for a reserve for contingencies for the year.

Section 9.3. The fiscal year of the Corporation shall be July 1 through June 30 of the following year.

Section 9.4. Unless otherwise provided by the Board, the signatures of both the President and the Executive Director are required on all Corporation contracts and financial commitments.

Section 9.5. Limitation on Director Liability. To the fullest extent that the law of the State of Arizona, as it now exists or as it may hereafter be amended, permits the elimination of or limitation on the liability of Directors, no Director of the Corporation shall be liable for monetary damages for any action taken or for any failure to take any action. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a Director of the Corporation existing at the time of such repeal or modification. For purposes of this Article IX, "Director" includes a person who serves on the Board as a Commission Member or Chairperson of a Committee of the Corporation in an advisory or leadership capacity.

Section 9.6. Exempt Organization. This Corporation is not organized for pecuniary profit and it shall not have the power or authority to issue shares of stock or declare or pay dividends. No part of the new earnings or assets of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws and/or the Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE X - AMENDMENTS

These Bylaws may be amended or rescinded at any time in the following manner:

(a) By a majority vote of the Board at a meeting of the Board; or

(b) By the two-thirds vote of the membership of the Corporation at any annual meeting, provided that the proposed amendment shall have first been prepared in writing and submitted to the Board before the annual meeting. An amendment shall go into effect immediately. The Bylaws shall go into effect immediately upon adoption by the Board.

Adopted: _____

Amended: May 2, 2011

Amended and Adopted: May 2, 2011