

GILBERT SISTER CITIES, INC.

BY-LAWS

ARTICLE I - NAME

The name of this nonprofit corporation shall be Gilbert Sister Cities, Inc. (hereinafter referred to as “the Corporation”).

ARTICLE II - MISSION STATEMENT AND OBJECTIVES

Section 1. Mission Statement: Gilbert Sister Cities is a community supported non-profit volunteer membership organization dedicated to promoting cultural understanding and stimulating economic development opportunities for the youth, adults, businesses and organizations of the Town of Gilbert through mutually beneficial international partnerships.

Section 2. Objectives: Initiates and coordinates business conferences between the Corporation, the Town of Gilbert, and its sister cities. Coordinates cultural, trade, educational, and sports programs that promote international and intercultural knowledge and understanding. Serve as official town host to visiting foreign delegations. Participate in programs, business conferences, and exchanges. Network with international business people.

Section 3. Purpose: 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 expend such funds to promote and carry on the educational and charitable purposes as stated in the Articles of Incorporation.

ARTICLE III - LOCATION

The principal office of the Corporation shall be established by Resolution of the Board of Directors.

ARTICLE IV - FISCAL YEAR

The Fiscal Year of the Corporation shall be from January 1st to December 31st.

ARTICLE V - MEMBERS AND MEMBERSHIP

Section 1. General Membership: Membership in the Corporation shall be available to individuals and organizations interested in advancing the purpose set forth in the Mission Statement.

Section 2. Categories: The Board of Directors, at its sole discretion, may create categories of membership and establish dues or fees for each category.

Section 3. Application: Application for Membership shall be in writing, on forms provided for that purpose, and signed by the applicant. The applicant will become a Member upon submitting a completed application and payment in full of dues to the Treasurer.

Section 4. Discontinuance of Membership: Membership may be considered to have been voluntarily discontinued by members when dues or fees for membership are not renewed annually.

ARTICLE VI - BOARD OF DIRECTORS

Section 1. Board of Directors: The corporate powers, business, and property of the Corporation shall be exercised, conducted and controlled by the Board of Directors. The governing body of the Corporation shall be known as the Board of Directors and shall be composed of not less than five (5) nor more than fifteen (15), each of whom must be a member in good standing of the Corporation and must have agreed to accept the responsibility of directorship. Each member shall have one vote and a quorum shall be 51% of the total Board. This Corporation is committed to a policy of fair representation on the Board, which does not discriminate on the basis of race, physical handicap, sex, color, religion, sexual orientation or age.

Section 2. Terms: The term of each Director of the Corporation will be three years, except that of the original Board to which one-third shall be elected for a one (1) year term, one-third shall be elected for a two (2) year term and one-third shall be elected for a three year term thereby establishing staggered terms of office for Directors. There shall be no limit on the number of consecutive terms served by any Director.

Section 3. Vacancies: When a Director (non-Officer) dies, resigns, or is removed, the Nominating Committee will recommend a replacement, which shall be approved by the Board, to serve for the duration of the unexpired term.

Section 4. Election of the Board of Directors: Election to the Board of Directors shall be made through the Nominating Committee by report to the President of the Corporation. Upon receipt of the report of the Nominating Committee, the President shall immediately notify the membership by mail or electronic means of the names of the persons nominated as candidates for Directors and of the right of Nomination by Petition.

Section 5. Nominations by Petition: Additional names of candidates for Directors can be nominated by qualified members of the Corporation. Such nomination shall be filed, in writing, with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated. The names of the additional candidates must be accompanied by the signatures of at least five percent (5%) of the Corporation's current, qualified members.

Section 6. Determination: If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared elected by the Board of Directors at their Annual Board meeting.

If a legal petition presents additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for a designated number of candidates, based on the number of positions open. The President shall mail this ballot to all active members at least fifteen (15) days before the Annual Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Corporation within ten (10) days. The Board of Directors shall, at their Annual Board meeting, declare the candidates with the greatest number of votes elected.

Section 7. Removal: Any Director may be removed from the Board of Directors if they miss three (3) consecutive regular meetings of the Board. Any Director may be removed by an affirmative vote of a quorum of directors present at an official meeting of the Board. The Director involved will be given an opportunity to be present and to be heard at the meeting at which his or her removal is considered.

Section 8. Compensation: No compensation will be paid to any member of the Board of Directors for services performed as a member of the Board or for the organization.

Section 9. Ex-officio Members: The Mayor of the Town of Gilbert or his/her appointee shall be an ex-officio member of the Board of Directors with all rights and voting privileges of a member of the Board of Directors.

The Board may designate other persons as ex-officio, honorary members, or liaisons.

ARTICLE VII - MEETINGS

Section 1. Annual Meetings: An annual meeting of the Board of Directors will be held within the first quarter of each year for the purpose of electing officers and directors. A majority of the Board members present at the annual meeting will constitute a quorum.

Section 2. Regular Meetings: The Board of Directors will hold regular monthly meetings at such place as may be designated in the notice of the meeting.

Section 3. Special Meetings: Special meetings of the Board of Directors may be called at any time by the President or upon receipt of a request therefore signed by a majority of the Directors.

Section 4. Emergency Meetings: Emergency decisions may be made by the President, after a majority vote is obtained by a telephone poll of the Board of Directors, when there is not sufficient time to convene a special meeting. The President may poll the Board of Directors by telephone, providing s/he contacts and documents a quorum of 51% and the telephone meeting is documented and ratified at the following Board of Directors meeting.

Section 5. Notice: Notice of regular, special, and annual meetings will be mailed at least ten (10) days prior to the day such meeting is to be held.

Section 6. Voting: At all meetings of the Board of Directors, each Director present will be entitled to cast one vote on any motion coming before the meeting. A simple majority of affirmative votes of the Directors present is required to pass a motion before the Board.

Section 7. Proxy: Proxy voting will not be permitted.

Section 8. Procedure: Robert's Rules of Order will be the authority for all questions of procedure at any meetings of the Board.

ARTICLE VIII - OFFICERS

Section 1. Number: The Officers of this Corporation will be a President, a Vice President, a Treasurer, a Secretary/Historian, and such other officers with duties as the Board prescribes.

Section 2. Election: The Officers of the Corporation will be elected annually by the members of the Board of Directors at its annual meeting. Each officer will serve one (1) year term.

Section 3. Vacancy: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired term.

Section 4. Removal: The Board of Directors may remove with or without cause any officer by a majority vote of the Board of Directors. The matter of removal may be acted upon at any meeting of the Board, provided that notice of the intention to consider said removal has been given to each board member and to the officer affected at least ten (10) days previously.

Section 5. Compensation: 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 IX - DUTIES OF OFFICERS

Section 1. President: It is the duty of the President to preside at all meetings of the Board of Directors and to have general supervision of the affairs of the Corporation. The President will execute, on behalf of the Corporation, all contracts, deeds, conveyances, and other instruments in writing that may be required for the proper and necessary transaction of the business of the Corporation.

Section 2. Vice President: The Vice President shall assume the duties of the President in the absence of the President and assume such duties, as the Board of Directors shall prescribe.

Section 3. Treasurer: The Treasurer will have the responsibility for the safe keeping of the funds and shall keep or cause to be kept all other books of account and accounting records of the Corporation, and shall deposit or cause to be deposited all moneys and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board. The Treasurer shall disburse or permit to be disbursed the funds of the Corporation, as may be ordered or authorized by the Board and shall render to the President of the Corporation and to the Board whenever they require it, an account of

all transactions and financial condition of the Corporation. The Treasurer shall render the annual report of the financial condition of the Corporation to the Directors.

Section 4. Secretary/Historian: The Secretary/Historian will be responsible for maintaining the records of the Corporation. The Secretary will give, or cause to be given, all notices or meetings of the Board of Directors and all other notices required by law or by these by-laws. The Secretary will be the custodian of all books, correspondence, and papers relating to the business of the Corporation, except those of the Treasurer. The Secretary will present at each annual meeting of the Board of Directors a full report of the transactions and affairs of the Corporation for the preceding year and will also prepare and present it to the Board of Directors such other reports as it may desire and request at such time or times as the Board may designate.

ARTICLE XIII - AMENDMENTS

The Board of Directors may amend these By-Laws to include or omit any provision that it could lawfully include or omit at the time the amendment is made. Upon written notice of at least thirty (30) days, any number of amendments or an entire revision of the By-Laws may be submitted and voted upon at a single meeting of the Board of Directors and will be adopted at such meeting upon receiving a two-thirds (2/3) majority vote of the members of the Board of Directors.

ARTICLE XIV - DISSOLUTION

Upon the Dissolution of the Corporation and after the payment or the provision for payment of all the liabilities of the Corporation, the Board of Directors will dispose of all the assets of the Corporation exclusively for the purpose of the Corporation or to organizations that are qualified as tax-exempt organizations under section 501(c) 3 and 170(c) 2 of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. A court of jurisdiction in the county in which the principal office of the Corporation is located will dispose of any assets not so disposed of.

These By-Laws are hereby amended by the Board of Directors of Gilbert Sister Cities, Inc., this 5th day of September, 2012.



President - Greg Tilque



Secretary - Janet Sanders

Amended and approved September 5, 2012