

BYLAWS

CORVALLIS SISTER CITIES ASSOCIATION, INC.

ARTICLE 1 PURPOSE

1.1 Purpose. The Corvallis Sister Cities Association, hereafter referred to as “CSCA,” is a non-profit corporation organized exclusively for educational and charitable purposes consistent with Section 501(c)(3) of the Internal Revenue Code of 1954. The CSCA’s primary purpose is to: (a) create opportunities for the people of Corvallis and the people of cities in other nations to develop friendship, awareness, understanding; (b) promote projects of mutual benefit and interest; and (c) foster, as a consequence of such friendship, awareness, and understanding, a continuing relationship of mutual benefit.

ARTICLE 2 MEMBERSHIP

2.1 Members. Membership in the CSCA shall be open to any person or family with a reasonable desire and willingness to promote the purpose set forth in Article 1.

2.2 Voting. Members shall be entitled to one vote for each matter decided by the CSCA.

2.3 Ex-Officio Members. The Mayor of the City of Corvallis shall be an ex-officio member of the CSCA, shall not have a vote, and shall not be required to pay membership dues.

2.4 Membership Dues. Members shall pay dues to the CSCA. Members who have paid their dues within the immediate past 12 month period shall be considered members in good standing. If the prescribed dues are in arrears for more than 12 months, loss of membership status shall result.

2.5 Transfers. Memberships are nontransferable and shall terminate on the death, resignation, or removal of the member.

2.6 Resignation. A member may resign at any time by delivering written notice to the President or the Secretary. A resignation is effective at the earliest of the following: (a) when received if personally or electronically delivered; (b) five days after its postmark, if mailed by United States mail correctly addressed and with first class postage affixed; (c) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) 30 days after its deposit in the United States mail if mailed correctly addressed and with other than first class, registered or certified postage affixed; unless the notice specifies a later effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the CSCA Board of Directors (“Board of Directors”).

2.7 Termination, Expulsion, or Suspension. A member may be expelled or suspended, and membership in the corporation may be terminated for cause, by the vote of a majority of the Board of Directors if: (a) the member received not less than 15 days’ prior written notice of the proposed expulsion, suspension, or termination and the reasons therefore; and (b) not less than five days before the effective date of the expulsion, suspension, or termination, the member had an opportunity to be

heard, orally or in writing, by the Board of Directors, which is authorized to decide whether or not the proposed expulsion, suspension, or termination shall take place.

ARTICLE 3 MEETINGS OF MEMBERS

3.1 Annual Meeting. The CSCA shall convene an annual meeting of members during the month of June, unless a different date is fixed by the Board of Directors and stated in the notice of the meeting. The failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. The annual meeting agenda shall be developed by the Board of Directors and the members shall consider and act on matters that may be raised consistent with these Bylaws.

3.2 Special Meetings. A special meeting of members shall be held: (a) on the call of the Board of Directors by a majority vote; or (b) if at least one-fifth of the members sign, date, and deliver to the CSCA Secretary one or more written demands for the meeting, describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of members.

3.3 Notice of Meetings. The CSCA Secretary shall notify members of the place, date, and time of each annual and special meeting of members no fewer than seven days before the meeting, or if notice is mailed by other than first-class, registered mail, or e-mail means, no fewer than 30 nor more than sixty 60 days before the meeting. Notice shall be sent to each member entitled to vote at the meeting at the member's last mailing address or e-mail address as set forth in the corporate records. Notice of an annual meeting shall describe any matter or matters to be approved by members in accordance with these Bylaws. Notice of special meetings shall describe the purpose or purposes for which the meeting is called.

3.4 Waiver of Notice. A member may, at any time, waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver shall be in writing, be signed by the member entitled to the notice, specify the meeting for which the notice is waived, and be delivered to the corporation for inclusion in the minutes or filing with the corporate records. A member's attendance at or participation in a meeting waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

3.5 Record Date. The record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote, or to take any other lawful action, shall be as follows:

- (a) The record date to determine the members entitled to notice of a members' meeting shall be 30 days before the day that notice is first transmitted in accordance with Section 3.3 of these Bylaws, or, if notice is waived, then seven days before the day on which the meeting is held;
- (b) The record date to determine the number of members entitled to demand a special meeting shall be the date the first member signs the demand;

- (c) The record date to determine the members entitled to vote at a members' meeting shall be 30 days before the date of the meeting.

3.6 Quorum. A quorum of the members shall consist of ten percent of the members. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken shall be the act of the members except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of members. Any vote to amend the Articles of Incorporation, sell assets not in the ordinary course of business, or merge or dissolve the corporation shall require the affirmative vote of the lesser of two-thirds of the votes cast at the meeting of members, or a majority of the members voting.

ARTICLE 4 BOARD OF DIRECTORS

4.1 Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors.

4.2 Qualifications. All Directors shall be individuals who are 18 years of age or older. Directors need not be residents or citizens of Oregon nor of the United States of America. Directors shall be members of the corporation in good standing during their term of office.

4.3 Numbers. The Board of Directors shall consist of not fewer than nine persons, nor more than 12 persons. The Board of Directors shall consist of the Chair and the Assistant Treasurer of each Sister City Council and at least five at-large members. In addition, a non-voting liaison to the Board of Directors from the Corvallis City Council shall be appointed by the Mayor of the City of Corvallis.

4.4 Election and Term of Office. Directors shall be elected at each annual meeting of the members. Each Director shall serve two year terms beginning July 1, concurrent with the start of the fiscal year, except for the CSCA Treasurer and Council Assistant Treasurers who shall serve three year terms. Directors may be reelected for any number of consecutive terms. To provide continuity and leadership, a half of the Board of Directors shall be elected each year. If the number of Directors is not divisible by two, the additional Director shall serve a one year term. Despite the expiration of a Director's term, the Director shall continue to serve until the Director's successor is elected.

4.5 Vacancies. A vacancy in the Board of Directors shall exist on the death, resignation, or removal of any Director. A vacancy in the Board of Directors may be filled by either the Board of Directors or the members at any meeting. Each Director so elected shall hold office for the balance of the unexpired term of his or her predecessor. If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, a successor may be elected to take office when the resignation becomes effective. A vacancy in the City Council Liaison position shall be filled by appointment only by the Mayor of the City of Corvallis.

4.6 Resignation. A Director may resign at any time by delivering 30 days written notice to the President or Secretary. The written notice shall state the Director's intention to resign, and the date upon which the resignation shall become effective. A resignation is effective when received, unless the notice specifies a later effective date. Once delivered, a notice is irrevocable unless revocation is

permitted by the Board of Directors and the Director shall cease to be a Director upon the date specified in the written notice of resignation, without further action of the Board of Directors.

4.7 Removal and Suspension. A Director may be removed or suspended at any time, with cause, by a majority vote of the Directors present at a Board of Directors meeting. Any Director subject to removal or suspension shall have an opportunity to be heard at such meeting, however shall not be present during discussions, nor present for the vote to determine removal.

4.8 Meetings. The Board of Directors may hold annual, regular, or special meetings in or out of Oregon. If the time and place of any meeting is regularly scheduled by the Board of Directors, the meeting is a regular meeting. All other Board of Directors meetings are special meetings.

- (a) An annual meeting of the Board of Directors shall be held as soon as possible following the annual meeting of members, at a time and place determined by the Board of Directors.
- (b) Regular meetings of the Board of Directors shall be held at least once each quarter at such place, date, and time as determined by the Board of Directors.
- (c) A special meeting of the Board of Directors may be called by the President or upon request by three or more Directors stating the purpose of the meeting.

4.9 Electronic Participation. The Board of Directors may permit any or all of the Directors to participate in an annual, regular or special meeting by, or to conduct the meeting through, the use of any means of communication in which all the Directors participating may simultaneously hear each other's communications during the meeting. A Director participating in the meeting by this means is deemed to be present in person at the meeting.

4.10 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting if the action is taken by all Directors. The action shall be evidenced by one or more written consents describing the action taken, be signed by each Director, and be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a later effective date. As used in this section 4.10, "written" includes a communication that is transmitted or received by electronic means, and "sign" includes an electronic signature. A consent under this section has the effect of a meeting vote and may be described as such in any document.

4.11 Call and Notice of Meetings. Regular meetings of the Board of Directors shall be held in accordance with the corporation's schedule. The President shall give notice of the place, date, time and agenda of all Board of Directors meetings. Regular, special, and committee meetings of the Board of Directors shall be preceded by at least seven days' notice, if given by first-class mail, or at least 48 hours' notice, if delivered personally or given by telephone, e-mail, or fax, to each Director of the date, time, and place of the meeting.

4.12 Waiver of Notice. A Director may at any time waive any notice required by these Bylaws. Except as provided in the following sentence, any waiver shall be in writing, shall be signed by the Director entitled to the notice, shall specify the meeting for which the notice is waived, and shall be filed with the minutes or the corporate records. A Director's attendance at or participation in a

meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly on the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

4.13 Quorum and Voting. A quorum of the Board of Directors shall consist of a majority of the number of Directors in office immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the action is taken shall be the act of the Board of Directors except to the extent that the Articles of Incorporation, these Bylaws, or applicable law requires the vote of a greater number of Directors. A Director is considered present regardless of whether the Director votes or abstains from voting.

4.14 Board Committees. The Board of Directors may create one or more committees of the Board of Directors and appoint members of the Board of Directors to serve on them or designate the method of selecting committee members (who shall be members of CSCA in good standing). Each committee shall consist of two or more Directors who shall serve at the pleasure of the Board of Directors. The creation of a committee and the appointment of Directors to the committee or designation of a method of selecting committee members shall be approved by a majority of all Directors in office when the action is taken. These committees shall have no power to act on behalf of, or to exercise the authority of, the Board of Directors, but may make recommendations to the Board of Directors. The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors apply to committees and their members as well. The initial standing committees shall be:

- (a) **Finance Committee.** The Board of Directors shall appoint a Finance Committee consisting of the Treasurer and all Council Assistant Treasurers. The Finance Committee shall have the following responsibilities in addition to such other responsibilities as the Board of Directors may assign: (i) regularly monitor the corporation's financial activity; (ii) recommend policies for financial oversight and financial reviews and audits; (iii) evaluate the draft financial summary for the annual meeting and (iv) certify the year-end financial report. The Finance Committee shall meet not less than once per quarter of the fiscal year.
- (b) **Executive Committee.** The Board of Directors shall appoint an Executive Committee consisting of the President, Treasurer, and Chairs of each Council. The Executive Committee shall carry out such responsibilities as the Board of Directors may assign. The Executive Committee shall meet as needed upon a call by the President.
- (c) **Nominating Committee.** The Board of Directors shall appoint a Nominating Committee consisting of at least three members of the Board of Directors. The Nominating Committee shall have the following responsibilities in addition to such other responsibilities as the Board of Directors may assign: (i) identify and nominate qualified candidates to serve as members and officers of the Board of Directors; (ii) identify and nominate qualified candidates to serve as members and officers of the Council of Advisors; and (iii) identify and nominate Directors to serve on committees of the Board of Directors. The Nominating Committee also shall prepare a slate of all recommended Board of Director and Council of Advisor members and officers candidates for membership ratification at the annual meeting. In performing these responsibilities, the Nominating Committee shall consider recommendations from the Board of Directors and from each Council of Advisors. The Nominating Committee also shall strive to recommend slates of candidates that demonstrate

equal representation from each Council. The Nominating Committee shall meet as needed during the fiscal year.

- (d) **Membership Committee.** The Board of Directors shall appoint a Membership Committee consisting of at least three members, at least two of which shall be members of the Board of Directors. The Membership Committee shall have the following responsibilities in addition to such other responsibilities as the Board of Directors may assign: (i) maintain a current roster of members in good standing and members whose standing is in question; (ii) communicate with members regarding their membership status and dues payments; (iii) advise the Board of Directors with regard to outreach and recruitment methods to attract new members; and (iv) engage in community outreach. The Membership Committee shall coordinate with the Treasurer as needed to perform responsibilities (i) and (ii). The Membership Committee shall meet as needed during the fiscal year.

4.15 Other Committees. The Board of Directors may create one or more other committees. Members of these committees need not be members of the Board of Directors, but at least two Directors shall serve on such committees. Committee members shall be members of CSCA in good standing.

4.16 Conflict of Interest. The Board of Directors shall maintain a conflict of interest policy that meets the standards set forth by the IRS and the State of Oregon for non-profit corporations.

ARTICLE 5 OFFICERS OF THE BOARD OF DIRECTORS

5.1 Designation; Appointment. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, Assistant Treasurers, and any other officer that the Board of Directors may from time to time appoint. The officers shall be members of CSCA in good standing.

5.2 Election and Term of Office. Officers of the Board of Directors shall be elected at each annual meeting of the members. The term of office for officers shall be two years beginning July 1, concurrent with the fiscal year, except the term of office for the Treasurer and Assistant Treasurers shall be three years concurrent with the fiscal year. Officers may be reelected for any number of consecutive terms. Despite the expiration of an officer's term, the officer shall continue to serve until the Director's successor is elected.

5.3 Resignation. Any officer may resign at any time by delivering notice to the Board of Directors, the President, or the CSCA Secretary. A resignation is effective when received, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the corporation accepts the later effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board of Directors.

5.4 Removal and Suspension. Any officer may be removed or suspended, with cause, at any time by action of the Board of Directors. Any officer subject to removal or suspension shall have an opportunity to be heard, however shall not be present during discussions, nor present for the vote to determine removal.

5.5 Vacancies.

- (a) A vacancy in the office of President shall be filled by the Vice-President for the unexpired term;
- (b) A vacancy in any office other than that of the President shall be filled by action of the Board of Directors by a majority vote.

5.6 Powers and Duties of Officers.

- (a) President. The President shall preside at all Board of Directors and member meetings, unless delegated. He/she shall be the CSCA's chief executive officer. He/she shall give notice of the place, date, time and agenda of all Board of Directors meetings. He/she shall have the power, with the Treasurer, to execute all CSCA annual or other reports or statements. The President leads the organization, motivates its members, and serves as its spokesperson. The President shall be an ex-officio member of all standing and ad hoc committees.
- (b) Vice-President. The Vice-President assists the President with his/her duties, assumes the President's duties in the President's absence or inability, and shall assume such duties assigned to him/her by the Board of Directors. Prior to the annual meeting, the Vice-President shall convene the Finance Committee to review the accuracy of the Treasurer's financial summary.
- (c) Secretary. The Secretary attends all Board of Directors and member meetings and records all votes and minutes. In the absence of the Secretary from any meeting, a temporary Secretary shall be appointed. He/she shall give notice of the place, date, time and agenda of the annual meeting and any special meetings. The Secretary is the custodian of the CSCA's Articles of Incorporation, Bylaws, and any operating procedures. The Secretary maintains an up-to-date directory of the Board of Directors, Council Advisors, and members.
- (d) Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation according to general accounting principles, which shall be open at all times to inspection by any member of the Board of Directors or Finance Committee. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with those depositories that may be designated by the Board of Directors, shall disburse or cause to be disbursed funds of the corporation as may be ordered by the Board of Directors, and shall have other powers and perform other duties that may be prescribed by the Board of Directors or these Bylaws. The Treasurer shall oversee the Assistant Treasurers of each Council. The Treasurer shall be responsible for maintaining the CSCA's non-profit tax status. The Treasurer shall give a report of the financial condition of the CSCA and each of its Sister City Councils at every regular Board of Directors' meeting. The Treasurer also shall have the following responsibilities:
 - i. Prior to the end of each fiscal year, the Treasurer, in coordination with the Assistant Treasurers of each Council, shall develop a line item budget for the CSCA for the

upcoming fiscal year. The CSCA budget shall be presented and approved by the Board of Directors at its final meeting of the fiscal year.

- ii. The Treasurer shall prepare a financial summary for the annual meeting. The summary shall provide a review of the CSCA's accounts and financial status for the fiscal year to date. Prior to the annual meeting, a draft version of this summary shall be evaluated by the Finance Committee convened by the Vice-President consistent with Article 4, Section 4.14(a) and Article 5, Section 5.6(b). The Treasurer also shall prepare a complete year-end financial report. The year-end financial report shall be certified by the Finance Committee and then presented to the Board of Directors at its first meeting in the following fiscal year.
- iii. The Treasurer shall coordinate with the Membership Committee, as needed, to: (a) maintain a current roster of members in good standing and members whose standing is in question; and (b) communicate with members regarding their membership status and dues payments.
- iv. The Treasurer shall ensure the timely filing of all state and federal tax forms as required by law.
- v. When leaving office, the Treasurer shall give clear and accurate records to his/her successor and shall help that person with additional information, if necessary.

ARTICLE 6 SISTER CITY COUNCILS

6.1 Sister City Councils. The corporation shall have separate councils for each sister city relationship. The initial CSCA councils ("Council(s)") shall be:

- (a) Gondar Ethiopia Council
- (b) Uzhhorod Ukraine Council

6.2 Board Authorization. The Board of Directors shall approve the formation of any new Council(s) proposed under these Bylaws. Each Council shall have the authority delegated to it by the Board of Directors.

6.3 Operating Procedures. Each Council shall be governed consistent with these Bylaws and any operating procedures approved by the Board of Directors. Each Council shall provide a detailed operations report at the annual meeting of the members and at each meeting of the Board of Directors.

6.4 Council of Advisors.

- (a) Each Council shall have a Council of Advisors consisting of no less than four and no more than ten Advisors, and shall be governed by a Chair, Vice-Chair, Secretary and Assistant Treasurer, elected and implemented in accordance with Sections 4.4, 4.5, 4.6 and 4.7 of these Bylaws. Advisors shall be members of CSCA in good standing and shall be elected at each annual meeting of the members. The Chair and Assistant Treasurer of each Council

shall be members of the Board of Directors. Actions taken by a Council shall be by majority vote of the Advisors present at a meeting at which a quorum (majority of the Advisors then in office) is present.

- (b) Advisors of each Council shall serve two year terms beginning July 1, concurrent with the start of the fiscal year, except Assistant Treasurers of each Council who shall serve three year terms concurrent with the fiscal year. To provide continuity and leadership, half of the Advisors shall be elected each year. If the number of Advisors is not divisible by two, the additional Advisor shall serve a one year term. Despite the expiration of an Advisor's term, the Advisor shall continue to serve until the Director's successor is elected.
- (c) Any Council Advisor may be removed from a Council of Advisors with cause at any meeting of the Board of Directors called expressly for that purpose, by a majority vote of Directors present at the meeting. The affected Advisor shall be entitled to an opportunity to be heard at such meeting, however shall not be present during discussions, nor present for the vote to determine removal.
- (d) The provisions of these Bylaws governing meetings, action without meetings, notice and waiver of notice requirements of the Board of Directors shall apply to the Council of Advisors as well.

6.5 Council Officers.

- (a) Officers of each Council shall be members of CSCA in good standing. Council officers shall be elected at each annual meeting of the members by the Board of Directors for two year terms, except for Council Treasurers who shall serve three year terms. Officers may be reelected for any number of consecutive terms.
- (b) Chair. The Council Chair leads the Council and serves as its spokesperson. The Council Chair shall preside at all Council of Advisors meetings. He/she shall be the Council's chief executive officer, with the power to review and oversee contracts which have been approved or directed by the Board of Directors. He/she shall serve on the Board of Directors. He/she shall give notice of the place, date, time and agenda of all Council of Advisors meetings. The Chair shall be an ex-officio member of all Council standing and ad hoc committees.
- (c) Vice-Chair. The Council Vice-Chair assists the Chair with his/her duties, assumes the Chair's duties in the Chair's absence or inability, and shall assume such duties assigned to him/her by the Council of Advisors.
- (d) Secretary. The Council Secretary attends all Council of Advisors meetings and records all votes and minutes. In the absence of the Secretary from any meeting, a temporary Secretary shall be appointed. The Secretary is the custodian of records. The Secretary shall maintain an up-to-date directory of the Council of Advisors.
- (e) Assistant Treasurer. The Council Assistant Treasurer shall process all Council receipts and disbursements consistent with obligations of the CSCA Treasurer pursuant to Article 5, Section 5.6(d). He/she shall serve on the Board of Directors and shall be a member of the

Finance Committee. The Council Assistant Treasurer also shall have the following responsibilities:

- i) The Assistant Treasurer shall keep books of account of the Council's finances according to general accounting principles, which shall be open at all times to inspection by any member of the Board of Directors or Finance Committee;
- ii) The Assistant Treasurer shall prepare financial reports for Council of Advisors meetings, and as otherwise directed by the Board of Directors;
- iii) Prior to the end of each fiscal year, the Assistant Treasurer shall develop a line item budget for the Council for the upcoming fiscal year. The Council budget shall be presented and approved by the Council of Advisors in time for the CSCA Treasurer to fulfill his/her obligation under 5.6(d)(i). The Assistant Treasurer shall maintain and monitor the budget on an ongoing basis throughout the year;
- iv) The Assistant Treasurer shall work with the CSCA's Treasurer and Board of Directors to ensure the timely filing of all state and federal tax forms as required by law; and
- v) When leaving office, the Assistant Treasurer shall give clear and accurate records to his/her successor and shall help that person with additional information, if necessary.

ARTICLE 7 FINANCES

7.1 Fiscal Year. The CSCA fiscal year shall be from July 1 to June 30.

7.2 Monies Received. Monies are received directly by CSCA through membership dues, contributions, fundraising events and drives, and other means deemed desirable by the Board of Directors, consistent with CSCA's Articles of Incorporation, these Bylaws, and the laws of the State of Oregon. The Board shall make appropriate allocations of CSCA revenues and expenses between the Sister City Councils to support their activities.

7.3 Compensation. No dividend shall be paid, and no part of the net earnings of the CSCA shall be distributed to, or otherwise accrue to, the benefit of its members, directors, officers, advisors, or any other individual. However, the CSCA may pay compensation in a reasonable amount to any member, director, advisor, or officer for services rendered, and may confer benefits upon its members in conformity with its purpose. Directors, officers, advisors and members may receive expenses for special activities undertaken on behalf of the CSCA or its Councils with approval by a majority vote of the Board of Directors. Any affected director proposed to receive such expense reimbursement shall not be eligible to vote.

7.4 Accounts. The CSCA's accounts shall be held in separate treasuries managed by the CSCA Treasurer, for the benefit of the CSCA and Sister City Councils, with oversight by the Board of Directors.

7.5 Execution of Checks. Only the Treasurer, President, or Chair or Assistant Treasurer of the appropriate Council shall have authority to sign checks, drafts, electronic transfers, notes, and orders for the payment of money. Two signatures shall be required for expenditures greater than \$200, one of which shall be that of the Treasurer or the President. Expenditures shall be authorized by an approved Board of Directors or Council budget or referenced in final Board or Council minutes.

ARTICLE 8 NONDISCRIMINATION

8.1 Nondiscrimination. The corporation shall not discriminate in providing services, hiring employees, or otherwise, on the basis of gender, race, creed, marital status, sexual orientation, religion, color, age, national origin, disability, or familial status.

ARTICLE 9 AMENDMENTS

9.1 Amendments by Members. At any meeting of the CSCA members at which a quorum is present, these Bylaws may be amended or repealed by a two-thirds majority vote of members present. Notice of the meeting shall be provided 30 days prior to the meeting. The notice shall include the proposed amendments or repeals or a summary thereof.

9.2 Amendments by Board of Directors. At any meeting of the Board of Directors at which a quorum is present, these Bylaws may be amended or repealed by a two-thirds majority vote of Directors present. Notice of the meeting shall be provided to the Board of Directors and Council of Advisors of each Council at least 30 days prior to the meeting. The notice shall include the proposed amendments or repeals or a summary thereof.

9.3 Recording Amendments. Whenever an amendment or a new bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any Bylaws provision is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

ARTICLE 10 MISCELLANEOUS PROVISIONS

10.1 Power or Authority. No member shall have the power or authority to bind the Corporation by any contract, or to render it pecuniarily liable for any purpose or on any account, unless authorized to do so by these Bylaws and by the approval of the Board of Directors.

10.2 Parliamentary Authority. Meetings shall be run in a fair and reasonable manner. If more specific rules are needed (e.g. for a contentious issue), the rules in the most current version of *Robert's Rules of Order, Newly Revised* shall be the parliamentary authority in all cases not otherwise provided for in these Bylaws, state laws, and resolutions adopted by the Board of Directors. However, members of the Board of Directors are not expert parliamentarians, and actions taken by the Board of Directors shall not be invalidated by minor procedural errors if the actions are otherwise carried out in good faith, in accordance with the corporation's purpose and these Bylaws. The President shall be the final arbiter of parliamentary authority as defined herein.

10.3 Severability. A determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

The foregoing Bylaws were duly adopted by the Board of Directors of Corvallis Sister Cities Association, Inc. on June 26, 2015.

Sue Trautwein
Secretary