

AMENDED AND RESTATED BYLAWS  
OF  
PORTLAND-SAPPORO SISTER CITY ASSOCIATION

These Bylaws are intended to conform to the mandatory requirements of the Oregon Nonprofit Corporations Act (the "Act"). Any ambiguity arising between the Bylaws and the discretionary provisions of the Act shall be resolved in favor of the application of the Bylaws.

**ARTICLE I  
NAME**

Section 1. The name of this corporation shall be the Portland-Sapporo Sister City Association (the "Association").

**ARTICLE II  
PURPOSE**

Section 1. **Purpose.** The Association is organized exclusively for educational and charitable purposes in accordance with the purposes set forth in the Articles of Incorporation, including the making of distributions directly in support of such purposes or the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and as the same may hereafter be amended (the "Code"). References to sections of the Code shall be construed to include corresponding sections of any future federal tax code.

**ARTICLE III  
MEMBERSHIP**

The Association shall have no members, as such term is defined under the Act. Notwithstanding the foregoing, the Board of Directors of the Association may create the position of Public Members. Public Members shall have no say in the management of the Association and shall have no voting rights. Public Members shall consist of those persons or entities making contributions from time to time to the Association for its purposes as stated in its Articles of Incorporation. The Board of Directors shall from time to time determine how great a contribution shall be required for Public Membership, and how long membership shall continue. The Board of Directors may also, in such determination, subdivide the class of Public Members into subclasses according to the amount contributed and types of entities. The Mayor of the City of Portland, Oregon, shall be an ex officio Public Member of the Association and Honorary Chair of the Association and shall not be required to pay dues to the Association for such Public Membership. The Mayor is not a director of the Association unless elected to such position in accordance with Article IV, hereof.

**ARTICLE IV  
BOARD OF DIRECTORS**

Section 1. General Powers. The business and affairs of the Association shall be managed by its Board of Directors, who shall be its ultimate governing authority.

Section 2. Number, Tenure and Qualifications.

(a) The number of directors of the Association shall be no fewer than 12, nor more than 60, the exact number to be fixed from time to time by resolutions of the Board of Directors, except that no decrease in the number of directors shall have the effect of shortening the term of any incumbent directors. The Board of Directors shall be divided into three groups for the purpose of staggering the terms. One group shall consist of approximately one-third of the directors, the second group shall consist of approximately one-third of the directors, and the last group shall consist of approximately one-third of the directors. The Board of Directors shall divide themselves into the groups described above, taking into account when Directors were last elected or re-elected to the Board, so that the term of each director shall be approximately three years. If agreement cannot be reached, such division shall be by lot with the directors of the first group serving a term of one year; the directors of the second group shall serving a term of two years; and the directors of the third group shall serving a term of three years. Thereafter the members of each group shall serve three years, with the term of each group of the directors ending in each successive year. There shall be no limit on the number of terms which a director may serve. Elected directors shall hold such office until his or her successor is elected.

(b) At each annual meeting of the Board of Directors, the successors to the directors whose terms expired that year shall be elected to serve a term of three years.

(c) All members of the Board of Directors shall serve at the pleasure of a majority of the Board of Directors and the election of each director shall be approved by the Mayor of the City of Portland, Oregon, in accordance with the Articles of Incorporation.

(d) Directors, or the entity in which they are associated, must be Public Members of the Association. When any director, or the entity in which they are associated for purposes of compliance with the preceding sentence, shall be in default in the payment of dues for Public Membership for a period of three months from the date such dues are due, his or her directorship on the Board of Directors may thereupon be terminated by the Board of Directors.

Section 3. Election Procedure. Nominating Committee.

(a) The nominees for the Board of Directors shall be selected by a Nominating Committee.

(b) The Nominating Committee shall consist of the Executive Committee.

(c) Each year, 30 to 60 days prior to the scheduled date of the annual meeting, the Nominating Committee shall make a list of the names of nominees and determine each nominee's willingness to serve.

(d) At the regular annual meeting of the Board of Directors, the Board of Directors shall elect new directors, equal in number to the number of directors whose terms of office are scheduled to terminate at calendar year end, from among those names submitted by the Nominating Committee, by the affirmative vote of a majority of the Board of Directors then in office. The term of the newly elected directors shall commence with the beginning of the next calendar year; subject to the approval by the Mayor of Portland, Oregon.

(e) In addition to the foregoing, the Board of Directors may elect new directors to the Board to increase the size of the Board of Directors at any special or regular meeting of the Board of Directors, so long as notice of such pending nomination and proposed election was given in accordance with the procedures for notice of regular or special meetings. The term of the newly elected directors shall commence immediately; subject to the approval by the Mayor of Portland, Oregon. The term of such newly elected director shall be for the remaining calendar year and an additional two (2) calendar years unless the Board of Directors shall determine otherwise.

#### Section 4. Annual Meetings.

(a) An annual meeting of the Board of Directors shall be held during the month of October of each year as established by the Board of Directors for the purpose of the transaction of such business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Oregon, such meeting shall be held on the next succeeding business day. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the Association.

(b) If the annual meeting is not held at the designated time, the President or any member of the Board of Directors may call the annual meeting at a time fixed by him or her not more than sixty days after such designed time by proper notice designating the meeting as the annual meeting.

Section 5. Other Regularly Scheduled Meetings. The Board of Directors shall also meet every two months for regularly scheduled meetings on the dates, at the time and at the location as determined by the President.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, Secretary, or a majority of the directors.

Section 7. Place of Meeting. The Board of Directors may designate any place, either within or without the state of Oregon, as the place of meeting for any annual meeting, regularly scheduled meeting or for any special meeting called by the Board of Directors. If no designation is made, or if a special meeting is called, the place of meeting shall be at the Union Bank of California, 407 SW Broadway, 9th Floor, Oregon Room.

Section 8. Telephone Conference Meeting. Any special meeting of the board may be by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. In addition, directors may participate in any annual meeting or regularly scheduled meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute presence in person at the meeting.

Section 9. Notice of Meeting. Notice of any annual meeting shall be given at least seven days prior to such meeting by written notice delivered personally, or mailed to each director at the director's home address or business address, sent by electronic mail at the electronic mail address on file with the Secretary of the Association or sent by facsimile to the facsimile home or business phone number on file with the Secretary of the Association. Notice of any regularly scheduled meeting or special meeting shall be given at least two days prior to such meeting verbally, by electronic mail or by facsimile or at least seven days prior to such meeting in writing delivered personally or mailed to each director at the director's home address or business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with first class postage paid. If sent by electronic mail or facsimile, such notice shall be deemed delivered one business day after sending by such means, unless the sender is notified of failure of such delivery by such means. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, or the purpose of, any special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 10. Quorum. One third of the directors in office immediately before the meeting shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than one third are present, the director or directors present may adjourn the meeting from time to time without further notice.

Section 11. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise provided in these bylaws, the Articles of Incorporation or the Act.

Section 12. Resignation. A Director may resign at any time by delivering written notice to the President or Secretary at the registered office of the corporation or by giving oral or written notice at any meeting of the Board of Directors. A resignation shall be effective upon the date specified as the effective date. If no date is specified, the resignation shall be effective upon delivery. No acceptance shall be necessary.

Section 13. Absences. A director who has been absent for more than one-half (1/2) of the twelve (12) preceding board meetings shall be deemed to have submitted his or her resignation to the Board of Directors, and if accepted by the Board of Directors by action of the Board of Directors, and shall be replaced as herein provided.

Section 14. Removal. Individual directors may be removed at any time, with or without cause, by a vote of a majority of the directors then in office.

Section 15. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of the majority of the directors then in office at any annual meeting, at any regularly scheduled meeting or at a special meeting of the directors called for that purpose unless otherwise provided in the Articles of Incorporation. A director elected to fill a vacancy shall be elected for the unexpired term of the director's predecessor in office. No vacancy shall cause the corporation to forfeit its powers.

Section 16. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director's dissent shall be entered in the minutes of the meeting or unless the director shall file his or her written dissent to the action with the person acting as the Secretary of the meeting before the adjournment of it or shall forward such dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of the action.

Section 17. Action Without a Meeting. Any action that may be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all directors and included in the minutes of the Association.

Section 18. Compensation. The directors shall receive no compensation or expenses from the Association for acting as director; provided, however, that expenses advanced or incurred in carrying out the purposes of the Association may be reimbursed upon approval of the Board.

## **ARTICLE V OFFICERS**

Section 1. **Designation.** Officers of the Association shall be the President, Vice President, Secretary and Treasurer.

Section 2. **Election and Term.** All officers of the Association shall be elected or appointed by the directors from their numbers except as hereinafter provided and shall serve for a period of two year. Officers shall be elected at the Annual Meeting prior to the calendar year end for the term of such Officer. Their term of office shall commence on January 1 following their election and expire two years later on December 31. The President and Vice President may hold the same office for only two consecutive terms.

Section 3. **Removal.** Any officer or agent elected or appointed by the Board may be removed by the Board at any time whenever in its judgment the best interests of the Association will be served by such removal.

Section 4. **Vacancies.** A vacancy in any office shall be filled by the Board for the unexpired portion of the term.

Section 5. **Compensation.** Officers shall receive no compensation as salary from the Association but may receive expenses for activities on behalf of the Association as may be approved by the Board.

Section 6. **Power and duties of Officers.**

(a) **President.** The President shall be the principal executive officer of the Association and, subject to the control of the Board, shall in general supervise and control all of the business affairs of the Association. The President shall, when present, preside at all meetings of the directors and members. He may sign, with the Secretary or any other proper officer of the Association authorized by the Board, certificates of membership and all contracts and other instruments which the Board has authorized to be executed. The President shall acknowledge and respond to all correspondence addressed to the Association. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) **Vice President.** In absence of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions on the President. In addition, the Vice President shall assume such duties as may be assigned from time to time by the Board.

(c) **Secretary.** The Secretary shall:

(1) Keep the records and minutes of all meetings of the Board and members;

(2) See that all notices are duly given in accordance with the provisions of these bylaws, the Articles of Incorporation or as required by law;

(3) Be custodian of the corporate records and correspondence;

(4) Cause to be kept a register of the post office address, e-mail address and phone and facsimile numbers of each director and the address of each Public Member of the Association;

(5) Sign with the President or Vice President certificates of membership of the Association; and

(6) In general, perform all duties incident to the office of Secretary and such other duties as may be assigned from time to time by the President or by the Board.

(d) **Treasurer.** The Treasurer shall:

(1) Have charge and custody of and be responsible for all funds and securities of the Association;

(2) Receive and give receipts for monies due and payable to the Association;

(3) Deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these bylaws;

(4) Disburse funds only as prescribed by the Board and in no instance, other than petty cash, except by bank check bearing the signatures of any two of the President, Vice President, Treasurer, Secretary and Executive Director, if any, of the Association; and

(5) In general, perform all the duties incident to the officer of Treasurer and such other duties as may be assigned from time to time by the President or by the Board.

Section 7. **Executive Director.** The Board may appoint an executive director of the Association who shall hold office at the pleasure of the Board. The Board may delegate such executive power and authority as the Board may deem necessary to facilitate the management of the Association's assets and business. The Executive director may but need not be a member of the Board. Notwithstanding Section 4 of Article V, the Executive Director may be compensated by the Association for performance of his or her duties as authorized by the Board.

## **ARTICLE VI EXECUTIVE COMMITTEE**

Section 1. **Members.** The Executive Committee shall be comprised of the officers and two members of the Board elected by the Board at the meeting at which the Board elects the President, as well as the immediate past president, who shall serve as an ex-officio member, with voting power, and advisor of the Executive Committee. Members shall serve for a term of two years, or until their successors are chosen. A term of office shall be the same as for officers. Any vacancy on the Executive Committee shall be filled by the Board for the unexpired portion of that term.

Section 2. **Duties and Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the resolution appointing the Executive Committee or the Act and except also that the Executive Committee shall not have the authority of the Board of Directors in reference to amending or repealing the Articles of Incorporation or the bylaws of the Association, adopting a plan of merger or consolidation, recommending to the members the sale, lease or other disposition of all or substantially all of the property and assets of the Association otherwise than in the usual and regular course of its business, recommending to the directors a voluntary dissolution of the Association, authorizing distributions, or electing, appointing, or removing directors or filling vacancies on the Board of Directors or on any committee of the Board of Directors.

Section 3. **Meetings.** Regular meetings of the Executive Committee may be held without notice at such times and places as the Executive Committee may fix from time to time by resolution. Special meetings of the Executive Committee may be called by any member of the committee upon not less than two days notice stating the place, date and hour of the meeting, which notice may be provided in the same manner as for special meetings of the Board of Directors. Any member of the Executive Committee may waive notice of any meeting and no notice of any meeting need be given to any member of the committee who attends in person. The notice of a meeting of the Executive Committee need not state the business proposed to be transacted at the meeting. Any regular or special meeting may be by means of telephone conference under the conditions prescribed in Section 8 of Article IV of these Bylaws.

Section 4. **Quorum.** All actions taken by an Executive Committee shall be approved by a majority of the members of the Executive Committee then in office.

Section 5. **Action Without a Meeting.** Any action that may be taken by the Executive Committee at a meeting may be taken without a meeting if a consent in writing, setting forth action so taken, shall be signed by all members of the Executive Committee.

Section 6. **Reporting.** The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have occurred. All actions taken by the Executive Committee shall be subject to revision, alteration and approval of the Board of Directors; provided, however, that no rights or acts of third parties shall be adversely affected by such revision or alteration.

Section 7. **Resignation and Removal.** Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by the Board of Directors. Any member of the Executive Committee may resign from the Executive Committee at any time by giving written notice to the President or Secretary of the Association, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. **Procedure.** The Executive Committee shall elect a presiding officer from its members and may fix its own rules of procedure which shall not be inconsistent with these Bylaws.

## **ARTICLE VII COMMITTEES**

Section 1. **Committees Generally.** Committees may be established as standing or ad hoc committees as designated and changed from time to time by the President.

Section 2. **Committee Members.** At least one member of the Board of Directors appointed by the President shall serve on each committee and shall serve as the chairperson of the committee. The chairperson, with the advice and consent of the President, shall select and name such other persons to the committee as may be necessary to accomplish the committee's purpose.



Section 3. **Reporting.** Each Committee shall keep records of its proceedings and report periodically to the President and the Board of Directors on its activities.

## **ARTICLE VIII ADMINISTRATION**

Section 1. **Registered Office.** The Association shall have and continuously maintain in the City of Portland, a registered office and a registered agent whose office is identical with such registered office.

Section 2. **Fiscal Year.** The fiscal year shall commence July 1 and end June 30 of the following year.

Section 3. **Financial Records.** Financial records shall be open for inspection upon the reasonable request of any member. A complete statement of receipts and expenditures shall be presented at the annual meeting.

Section 4. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or for any amount.

Section 5. **Loans.** No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specified instances.

Section 6. **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association and in an amount less than \$200.00 shall be signed by at least one officer of the Association. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association and in an amount equal to or greater than \$200 shall be signed by at least two officers of the Association. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall otherwise be in such form and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 7. **Deposits.** All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

Section 8. **Facsimile Signatures.** Contracts and agreements of the Association, and endorsements, renewals and amendments of the same, may be authenticated by facsimile of the signature of a duly authorized officer of the Association in lieu of a signature of such officer. In the event of such authentication by facsimile signature, such contract of agreement shall be valid only if countersigned by an agent of the Association authorized to execute such type of contract or

agreement. The validity of any such contract or agreement shall not be affected in the event that the delivery of such document occurs after the officer whose signature appears by facsimile is no longer serving as an officer of the Association by reason of death or any other cause.

**ARTICLE IX  
INTERESTED PARTY**

A director of the Association shall not be disqualified by the director's office from contracting with the Association as vendor, purchaser or otherwise; nor shall any contract or arrangement entered into by or on behalf of the Association in which any director is in any way interested be avoided on that account, provided that such contract or arrangement shall have been approved or ratified by a majority of the Board of Directors without counting in such majority the director so interested, although such director may be counted toward a quorum, and provided further that the material facts of the transaction and director's interest are disclosed or known.

**ARTICLE X  
PARTICIPATION**

No person shall be denied the services or facilities of this organization or be excluded from participation or service herein because of race, age, color, sex, creed, religion, handicap, or national origin, and discrimination of any kind in respect hereof is expressly prohibited.

**ARTICLE XI  
MISCELLANEOUS**

Section 1. **Amendment of Bylaws.** These Bylaws may be altered, amended or repealed and new bylaws adopted by the affirmative vote of a majority of the Board then in office at a regular or special meeting.

Section 2. **Waiver of Notice.** Whenever any notice to any member or director is required by law, the articles of Incorporation or the Bylaws of the Association, a waiver of notice in writing signed at any time by the person entitled to notice shall be equivalent to the giving of the notice.

IDENTIFICATION

I hereby certify that I am the Secretary of the Portland-Sapporo Sister City Association and that the foregoing Bylaws in twelve typewritten pages numbered consecutively from 1 to 10 were and are the Bylaws adopted by the directors of the Association and currently in effect.

\_\_\_\_\_, Secretary  
Dated: \_\_\_\_\_