



**Notice of Board Meeting**  
October 16, 2019 - 7:30 PM  
1409 Dana Avenue, Palo Alto

*This is a special meeting of the Board to adopt changes in the bylaws as were discussed during the September 25 meeting of the Board. Other business will be conducted.*

**1. Agenda Adjustments & Review of Minutes**

**2. Approval of Bylaw Changes**

In advance of a bylaw change, proposed revised Bylaws shall be mailed 10 days in advance of the Board meeting to vote this changes. A quorum shall be in attendance to vote the change. The revised bylaws are attached to this agenda.

**3. Discussion of Board Schedule for 2020**

- Board Meetings
- Annual Meeting

**4. Budget Adoption for 2019/2020**

**5. Other Business**

**6. Adjourn**



**NEIGHBORS ABROAD  
BY-LAWS**

**Article I**

**NAME AND PRINCIPAL OFFICE**

Section 1. Name. The name of this organization shall be Neighbors Abroad, a California non-profit corporation, called herein the Corporation.

Section 2. Office. The principal office for the transaction of business of the Corporation is hereby fixed and located at the City Hall, City of Palo Alto, County of Santa Clara, State of California. The Board of Directors may at any time or from time to time change the location of the principal office from one location to another in said county. There shall be kept at the principal office a register showing the names, addresses, and phone numbers of members and a separate register showing the names, addresses, and phone numbers of current members of the Board of Directors.

**Article II**

**PURPOSES**

The purposes of the Corporation shall be to provide voluntary citizen action which will:

- a. Cause the people of the City of Palo Alto, California, and the people of affiliated sister cities to acquire a consciousness of each other, to understand one another as individuals, as members of their communities, as citizens of their countries, and as part of the family of nations.
- b. Foster as a consequence of such knowledge and consciousness a continuing relationship of mutual concern between the people of the City of Palo Alto and the people of all affiliated sister cities as determined by the Board of Directors.
- c. Undertake, in consequence of such consciousness and concern, such activities and programs as will increase mutual understanding.
- d. Participate as an organization in the promoting, fostering and publicizing of state and national programs of municipal cooperation, and thereby encourage other organizations and residents of American communities to engage and participate in such programs.

**Article III**

**MEMBERSHIP**

**Section 1. Qualifications.**

- a. Membership in this Corporation shall be open to any person with a reasonable desire and willingness to serve the community and to promote the purposes of the Corporation.
- b. In addition to individuals, membership in this Corporation shall be open to other community organizations, including private business enterprises, if the sole purpose of the organization's membership in this Corporation shall be to support the purposes of this Corporation. An organization member may designate an official representative thereof to attend meetings and functions of this Corporation and to exercise the organization's right to vote.

**Section 2. Application and Dues.**

Any person or organization meeting the requirements of Article III, Section 1, may be admitted to membership in this Corporation by acceptance of the membership application by the Board of Directors of the Corporation and upon payment of annual membership dues for categories of membership as the Board

of Directors shall so determine from time to time, in amounts fixed annually by the Board of Directors. The Board may also include as members, without application, persons or organizations that contribute to this Corporation. The members of this Corporation shall have no liability for dues from year to year except that which is pledged annually by such members; provided, however, that nonpayment of annual dues in the amounts fixed annually by the Board of Directors shall terminate membership in this Corporation. Former members of the Corporation may be reinstated by payment of current dues.

### Section 3. Honorary Members.

The Mayor and all other members of the City Council of the City of Palo Alto shall be honorary members of this Corporation, and the membership dues for said memberships shall be waived. The Board of Directors of this Corporation shall have the power to elect from time to time other persons or organizations - honorary - members of the Corporation.

### Section 4. Assessments

The members of this corporation shall have no liability for assessments.

### Section 5. Liabilities and Property Rights.

No member of the Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to assets of the Corporation for payments. The Board of Directors, or a committee thereof, shall annually make all reasonable efforts to obtain liability insurance for the Corporation. The insurance obtained or, if none is obtained, the efforts to obtain insurance shall be reported to the Board and recorded in the minutes of the meeting at which the report is made.

## Article IV

### BOARD OF DIRECTORS

#### Section 1. Number.

The powers, business and property of the Corporation shall be exercised, conducted, and controlled by a Board of Directors consisting of no fewer than ten (10) nor more than twenty five (25) members until changed by amendment of these By-Laws as hereinafter provided.

#### Section 2. Qualifications.

One member of the City Council of the City of Palo Alto, appointed by the Mayor annually, shall be a non-voting Director of this Corporation. Also serving as non-voting Directors shall be the (1) liaison representative from the City staff and (2) the secretary from the City of Palo Alto assigned to the Corporation. The remaining Directors shall be elected from the members of the Corporation and each Director so elected must continue to be a member in good standing during his or her term of office. Nothing in this section shall preclude election of other members of the City Council of Palo Alto to the Board of Directors.

#### Section 3. Election and Term of Office.

Candidates for directors shall be nominated by the Board. The slate of nominees shall be presented to the membership at an annual member meeting, at which time nominations may also be made from the floor by any member entitled to vote at the Meeting. The membership present in person and by proxy at the meeting shall elect, from the nominees slated by the Board or made from the floor, Directors for a 3-year term. Each Director shall enter upon performance of duties at the time he or she is appointed and/or elected and until such time as his or her term has completed, has resigned or has been removed from the board otherwise as described in these bylaws. At the expiration of a term, a Director may be reelected.

#### Section 4. Vacancies,

The President shall have the power to fill any vacancy of the Board of Directors which shall occur during the year, with the approval of a majority of a quorum of Directors, except that the Mayor of the City of Palo Alto shall appoint a member of the City Council to fill any vacancy occurring in that Director's seat as provided in Article IV, Section 2. That person so appointed by the President shall serve on an interim basis until the next membership meeting, at which time the appointee shall stand for election by the membership along with any other nominees for that vacancy. Any appointee must be a member of the Corporation. As herein used, a vacancy exists when a Director resigns, is removed from, or for any other reason leaves the Board of Directors; or when the membership of the Board of Directors is fewer than the maximum permissible number of Directors as provided in Article IV, Section 1.

#### Section 5. Powers and Duties.

Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- a. To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations not inconsistent with law, with the Articles of Incorporation, or the By-Laws, as they deem best.
- b. To select and remove all officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or the By-Laws, fix their compensation and expenses, and require from them security for faithful service.
- c. To change the principal office for the transaction of the business of the Corporation from one location to another within the same county, to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California for the holding of any Directors' or members' meetings; and to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.
- d. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefor.

#### Section 6. Meetings.

- a. Organizational. Prior to the close of the fiscal year, the Board of Directors shall hold an organizational meeting for the purposes of election of officers and the transaction of other business.
- b. Regular. The Board of Directors shall meet no fewer than four times per year, on a quarterly basis, except at the discretion of the Board otherwise on specific occasions, at such time and place as set by the President.
- c. Special. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President or by one-third of the Directors. Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by email, mail or by other form of written communication, addressed to him or her at the address as it is shown upon the records of the Corporation. Such notice shall be given at least three (3) days prior to the time of the holding of the meeting. Phone calls may be made in lieu of written notices.
- d. Attendance. A Director who fails to attend three consecutive regular Board meetings without an excuse accepted as satisfactory by a majority of a quorum of the other Directors may be deemed to have resigned and the vacancy be filled in accordance with Article IV, Section 4.
- e. Quorum. One-third of the Board of Directors shall constitute a quorum, but no fewer than four (4) directors.
- f. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, the majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board.

#### Section 7. Action By Written Consent Without a Meeting.

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such action by written consent shall have the same force and effect as a unanimous vote of such directors.

#### Section 8. Compensation and Expenses.

Directors shall not receive any compensation for their services as such, but by resolution of the Board shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

### **Article V**

#### **OFFICERS**

##### Section 1. Officers.

Officers of the Corporation shall be a President, a Vice President for each of the sister city committees, a Secretary, and a Treasurer. The Corporation may also have such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except those of President and Secretary.

##### Section 2. Election and Term of Office,

All officers of the Corporation shall be elected by the Board of Directors from among the membership of the Board of Directors. Election is for a one-year term, and each officer shall enter upon the performance of duties at the beginning of the fiscal year following the officer's election and shall hold office until a successor is elected. Each officer is eligible for re-election at the expiration of a term.

##### Section 3. Vacancies.

An officer may resign, or may be removed with or without cause by the Board of Directors at any time.

##### Section 4. Duties. The following duties shall be assigned to the officers as indicated:

a. President. The President shall be the executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the affairs of the Corporation. The President shall preside at all meetings of the members, of the Board of Directors, and of the Executive Committee. The President shall be an ex-officio member of all committees. The President may at any time and from time to time appoint a Parliamentarian.

b. Vice-Presidents. Vice-Presidents shall chair <the International Visitors Committee and> each of the sister city committees. Each sister city committee shall have the primary responsibility for developing programs with its sister city in furtherance of the purposes set forth in Article 11.

c. Secretary. The Secretary shall keep minutes and records of all General Membership meetings and all meetings of the Board of Directors and of the Executive Committee. The Secretary shall keep at the principal office of the Corporation a book of minutes of all such meetings of Directors and of the Executive Committee, with the time and place of holding, how called or authorized, the notice thereof given, the number present or represented, the names of those present at Directors' and Executive Committee meetings, and the proceedings thereof.

d. Treasurer. The Treasurer shall keep and maintain adequate and correct books of account showing the receipts and disbursements of the Corporation, and an account of its cash and other assets, if any. Such books of account shall be open at reasonable times to inspection by any member or Director. The Treasurer shall deposit all moneys of the Corporation with such depositories as are designated by the Board of Directors, and shall disburse the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President or the Board of Directors, upon request, statements of the financial condition of the Corporation. In any year in which it is required by California Corporations Code sections 6321 and/or

6322, the Treasurer shall prepare and the Corporation shall mail to the membership within 120 days following the close of the fiscal year a financial report and/or a statement of transactions. Any such report or statement shall be prepared and delivered in a manner consistent with applicable law.

#### Section 5. Compensation and Expenses.

Officers shall not receive any compensation for their services as such, but by resolution of the Board of Directors shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

#### Section 6. Powers and Restrictions.

When an officer is performing the duties of another officer, the officer performing said duties shall have the powers of, and be subject to the restrictions upon, the officer whose duties are being performed

### **Article VI**

#### **INDEMNIFICATION AND INSURANCE**

##### Section 1. Indemnification of Directors, Officers, Employees and Other Agents.

This corporation shall, to the maximum extent permitted by law, have the power to indemnify its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding or any threatened proceeding (hereinafter "proceeding" includes any threatened proceeding) arising by reason of the fact that any such person is or was an agent of the corporation; provided that the board of directors determines that such agent was acting in good faith and in a manner such person reasonably believed to be in the best interests of this corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding. The foregoing does not apply to any proceeding specifically excluded by law, which includes actions brought by or in the right of this corporation and certain actions alleging self-dealing or a breach of any duty relating to assets held in charitable trust.

If, because of the nature of the proceeding, this corporation is prohibited by the Law from indemnifying its agents against judgments, fines, settlements and other amounts, this corporation shall nevertheless have power to indemnify its agents against expenses actually and reasonably incurred in connection with the defense or settlement of such proceeding arising by reason of the fact that any such person is or was an agent of the corporation; provided that the board of directors determines that such agent was acting in good faith and in a manner such person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; and further provided that, to the extent required by law, the authority specified by law shall also approve the indemnification provided for by this paragraph.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding upon receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this article or by law.

The corporation shall have no obligation to grant such indemnification except as expressly set forth in California Corporations Code Section 5238.

##### Section 2. Insurance.

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any officer or director of this corporation against any liability incurred by such officer or director in

his capacity as such, whether or not this corporation would have the power to indemnify such officer or agent pursuant to California Corporations Code Section 5238.

This article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be a director or officer of this corporation. Nothing contained in this article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law.

## **ARTICLE VII**

### **LIMITATION OF LIABILITY OF CERTAIN DIRECTORS AND OFFICERS**

#### **Section 1. Limitation of Liability of Volunteer Directors and Volunteer Executive Officers to Third Parties**

There shall be no personal liability to a third party on the part of a volunteer director or volunteer executive officer caused by the director's or officer's negligent act or omission in the performance of that person's duties as a director or officer, if all of the following conditions are met:

- (a) The act or omission was within the scope of the director's or executive officer's duties;
- (b) The act or omission was performed in good faith;
- (c) The act or omission was not reckless, wanton, intentional, or grossly negligent; and
- (d) Damages caused by the act or omission are covered pursuant to a liability insurance policy issued to the corporation, either in the form of a general liability policy or a director's and officer's liability policy, or personally to the director or executive officer. In the event that the damages are not covered by a liability insurance policy, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person had made all reasonable efforts in good faith to obtain available liability insurance.

"Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this section.

"Executive officer" means the president, president-elect, vice president, secretary, or treasurer of a corporation, or such other person who serves in like capacity, who assists in establishing the policy of the corporation.

Nothing in this section shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

This section does not eliminate or limit the liability of a director or officer for any of the following:

- (a) As provided in Section 5233 or 5237 of the Law; or
- (b) In any action or proceeding brought by the Attorney General.

Nothing in this section creates a duty of care or basis of liability for damage or injury caused by the acts or omissions of a director or officer.

#### **Section 2. Limitation of Liability of Certain Directors Except as provided in Section 5233 or 5237 of the Law.**

There is no monetary liability on the part of, and no cause of action for damages shall arise against, any nonpaid director, including any nonpaid director who is also a nonpaid officer, of this corporation based upon any alleged failure to discharge the person's duties as director or officer if the duties are performed in a manner that meets all of the following criteria:

- (a) The duties are performed in good faith;
- (b) The duties are performed in a manner such director believes to be in the best interests of the corporation; and



(c) The duties are performed with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances.

## **Article VIII**

### **COMMITTEES**

#### **Section 1. Standing Committees and Other Committees.**

a. Standing Committees of this Corporation shall be (1) the Executive Committee, (2) the Membership Committee, (3) a committee for each of the sister cities, (4) the Advisory Committee, and such additional standing committees as the Board of Directors may designate from time to time.

b. In addition to standing committees, the Board of Directors may establish from time to time such other committees as the Corporation may require to carry out its functions and purposes.

c. The President shall appoint the chairperson and may appoint an alternate chairperson of each committee, subject to ratification by the Board of Directors. Alternate chairpersons need not be members of the Board but shall attend meetings of the Board in the absence of the chairperson.

#### **Section 2. Executive Committee,**

The Executive Committee shall consist of the President, who shall act as Chairperson, the Vice Presidents, the Secretary, the Treasurer and the staff representative of the City of Palo Alto. The Executive Committee shall meet at the request of the President or upon request of any three members of the Executive Committee. The Executive Committee shall have all of the powers of the Board of Directors except the following: a. the approval of any action for which the approval of the members is required by law; b. the filling of vacancies on the Board or the Executive Committee, or the establishment of committees or appointment of committee persons; c. the amendment, repeal or adoption of By-Laws, or any resolution of the Board of Directors; d. the approval of any self-dealing transaction.

#### **Section 3. The Advisory Committee.**

The Advisory Committee shall consist of all past presidents of the Corporation.

## **Article IX**

### **GENERAL MEETINGS**

#### **Section 1. Regular Meetings.**

A regular meeting of the members of this Corporation shall be held in or near Palo Alto during each calendar year, at a place to be designated, from time to time, by the Board of Directors.

The agenda and/or program for the meeting shall be determined by the Board of Directors and shall include the nomination and election of Directors,

The agenda and/or program for the meeting shall be determined by the Board of Directors and shall include an annual report to the members and installation or introduction of officers.

## Section 2. Special Meetings.

Special meetings of members may be called at any time by the vote of the majority of the Directors or upon petition to the Secretary by twenty-five (25) members of the Corporation. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.

## Section 3. Notice of Regular or Special Meetings.

Members shall be given not less than ten and not more than ninety days' written notice of a regular or special meeting, stating in such notice the time and place of the meeting and the business to be transacted at said meeting. At any regular meeting attended (in person or by proxy) by less than one third of the members entitled to vote at the meeting, the only matters that may be voted upon are matters generally described in the notice of meeting. The notice of any meeting at which directors are to be elected shall include the names of all those who are nominees at the time the notice is given to members. The payment of membership dues shall entitle members to vote in person or by proxy at any meeting of the membership.

## Section 4. Voting.

All members shall have equal voting rights, notwithstanding the classes of membership established under Article 111, Sections 1 and 3. Each such member shall be entitled to one vote, which may be cast in person or by proxy. Any proxy voted shall comply with California Corporations Code section 5613.

## Section 5 Quorum.

At any meeting of the members, fifteen (15) members, present in person, shall constitute a quorum for all purposes, including the election of Directors, except when otherwise provided by law.

## Article X

### MISCELLANEOUS

#### Section 1. Execution of Documents.

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances; and, unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### Section 2. Inspection of By-Laws.

The Corporation shall keep in its principal offices the original or a copy of these By-Laws, as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

#### Section 3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these By-Laws.

#### Section 4. Rules of Order.

The rules contained in Robert's Rules of Order, revised, shall govern all members' meetings and Directors' meetings of the Corporation, except in instances of conflict between said Rules of Order and the Articles of Incorporation or By-Laws of the Corporation or provisions of law.

#### Section 5. Time Notice Given or Sent.

Whenever any notice is given or sent pursuant to these bylaws, the time such notice is deemed to have been given or sent shall be determined by reference to Section 5015 of the California Corporations Code.

#### Section 6. Electronic Transmissions.

Subject to any guidelines and procedures that the Board of Directors may adopt, the terms "written" and "in writing" as used in these bylaws may include electronic transmissions, such as facsimile or email.

#### Section 7. Fiscal Year.

The fiscal year of the Corporation shall end annually on August 31.

### **Article XI**

#### AMENDMENT OF BY-LAWS

Except that a By-Law fixing or changing the number of Directors may be adopted, amended or repealed only by the vote, including proxy votes, of a two-thirds majority of a quorum of the members of the Corporation, these By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of a quorum of members of the Board of Directors at any duly constituted meeting of the Board of Directors.

All directors shall be given no less than 7 days written notice of any proposed changes to these bylaws before the changes are adopted.

At the request of the President, actions may be undertaken by the directors through electronic vote, by email, upon the written response of no less than a quorum of the directors.

The written assent of a majority of the membership is effectual to repeal or amend any By-Laws or to adopt additional By-Laws without the necessity of approval of the Board of Directors.

