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**SAMPLE BYLAWS**

 **Bylaws Overview**

*The purpose of Bylaws is to address the operation and management of the organization. It is preferable to issue comprehensive bylaws to cover any issues that may arise in the future of the organization. The Bylaws are often referred to more regularly than the Articles of Incorporation. They are not required to be submitted to the Secretary of State when forming the corporation. Bylaws should be flexible so that they don’t have to be amended frequently. The following are sample bylaws:*

(Name of Corporation) OF (Any U.S. City), Inc.

**ARTICLE 1:** NAME

Section I. Name:

The name of this organization shall be Sister Cities Association of (name of city), Inc.

**ARTICLE II:** PURPOSE

Section 1. Purpose:

The purpose of this organization is educational and charitable. The organization’s objectives are:

1. To cause the people of the City of (name of city) and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country and as part of the family of nations.
2. To foster as a consequence of such knowledge and consciousness a continuing relationship of mutual concern between the people of the City of (name of city) and the people of similar cities of other nations.
3. To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.
4. To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of U.S. communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of U.S. communities and peoples of friendly nations outside of the United States of America, and to act as a coordinating body, committee or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal cooperation organizations.
5. ****The Corporation also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the State of (name of state).

**ARTICLE III:** MEMBERSHIP

Section 1. Individual Membership:

Membership in the Corporation shall be open to any person of good moral character residing or working in the City of (name of city) and vicinity.

Section 2. Organization Membership:

Organization membership shall be open to any organization or business enterprise in the United States that endorses the purpose of the Corporation. An Organization Member shall designate one official representative to attend meetings and functions of the Corporation, who shall have the rights and privileges of an Individual Member, and who shall be registered annually with the Secretary.

Section 3. Membership Dues:

Any person or organization meeting the requirements of Article III, Section 1 or 2, may be admitted to the membership of this Corporation by acceptance of the membership application by the President and Secretary of the Corporation, and upon payment of the membership dues as determined by the Board of Directors:

Individual $\_\_\_ Family $\_\_\_ Patron $\_\_\_ Youth $\_\_\_ Business $\_\_\_ Sustaining $\_\_\_ Organization $\_\_\_

**ARTICLE IV:** MEETINGS

Section 1. Regular Meetings:

A regular meeting of the members shall be held at the office of the Corporation twice annually, on the second Monday of \_\_\_\_\_\_\_\_\_\_ and of \_\_\_\_ each year; the first meeting to be held on the\_\_\_, for the purpose of election of a Board of Directors and transacting such other business as may come before the meeting.

Section 2. Notice of Regular Meeting:

The President shall order the Secretary to give members ten days’ notice of a regular meeting by mail, stating in such notice the time, place and business to be transacted at said meeting. In case the office of the Secretary be vacant, any director or person designated by the President may mail the notice of meeting to members.

Section 3. 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 one-fifth of the members. At special meetings of the members, only ****such business as stated in the call for such meeting shall be transacted. The Secretary shall give the members ten days’ notice of such meeting by mail therein stating time, place and the business to be transacted at the special meeting.

Section 4. Quorum:

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

**ARTICLE V:** BOARD OF DIRECTORS

Section 1. Numbers:

The affairs of the Corporation shall be exercised, conducted and controlled by a Board of Directors consisting of members. At least one director shall be a youth of not more than 21 years of age, to represent the sister cities youth program chapter.

Section 2. Qualifications:

Directors shall be elected from the membership of the Corporation and must continue to be a member in good standing during their term of office.

Section 3. Compensation:

The directors shall receive no compensation or expenses from the Corporation. Section 4. Term of Office:

The directors shall be elected for a three-year term and each shall hold such office until their successors are elected except that the term of the directors elected at the first membership meeting shall be as follows: one group of one-third of the directors for a term of one year, one group of directors for a two-year term and one group of directors for a three-year term. Directors shall not serve more than (number) consecutive terms. No member shall serve on the board in the same position for more than consecutive elected terms.

Section 5. Election:

The directors shall be elected by the members of the Corporation at the first regular meeting and thereafter, election of directors shall be held at the annual meeting of the members.

Section 6. Vacancies:

Vacancies in the board shall be filled from the membership by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the expiration of the term being filled.

Section 7. Regular Meetings:

The first meeting of the directors shall be held immediately after their election by the members for the purpose of election of officers. The regular meetings of the board shall be held quarterly.

****Section 8. Special Meetings:

The President, when he deems necessary, or three members of the board, shall call a special meeting of the Board of Directors and each call for a special meeting shall be in writing, giving ten days’ notice to members of the Board and stating the purpose of the meeting.

Section 9. Quorum:

One-third of the Board of Directors shall constitute a quorum.

Section 10. Powers and Duties of Directors: a) The directors shall have the power to conduct, manage and control the affairs and business of the Corporation. b) The directors shall maintain a complete record of all their business transactions, their minutes, acts and proceedings of the members and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the Corporation.

c) The Board of Directors shall have the authority to create and fill the office and the position of executive secretary or executive director.

**ARTICLE VI:** OFFICERS

Section 1. All officers of the Corporation shall be elected or appointed by the directors from their numbers except as hereinafter provided.

Section 2. Officers of the Corporation shall be the President, a Vice President, a Secretary and a Treasurer.

Section 3. The Mayor of the City of shall, ex-officio, be a member of the Corporation and serve as the honorary chairman of the Corporation, with said membership dues waived.

Section 4. Officers shall receive no compensation as salary from the Corporation, but may receive expenses for special activities on behalf of the Corporation and such special expenses shall be upon vote by the directors.

Section 5. Powers and Duties of Officers:

1. The President shall preside at all meetings of the directors and members. He shall sign, as President, all certificates of membership and all contracts and other instruments.
2. The Vice President shall assume the duties of President in his absence and assume such duties assigned to him from time to time by the Board of Directors.
3. The Secretary shall:
4. Keep records and minutes of all board and membership meetings.
5. Be custodian of the corporate seal.
6. ****Keep the membership book showing the name of each member and pertinent information relative to each member.
7. Sign, where required, all corporate papers in conjunction with the President.
8. The Treasurer shall:
9. Be the custodian of all funds of the Corporation depositing such funds in banks designated by the Board of Directors.
10. Disburse funds only as prescribed by the directors and in no instance, other than petty cash, except by bank, bearing the signature of either the President or Vice President in addition to that of the Treasurer.

**ARTICLE VII:** EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the officers and members of the Board of Directors as chosen by the board. The President shall serve as the Chairman of the Executive Committee. Members shall serve for one year, or until their successors are chosen.

Section 2. The Executive Committee shall transact all routine business and shall exercise all powers of the Board of Directors in the interim between its meetings, and shall report all actions to the Board of Directors. One-half of the members of the Executive Committee shall constitute a quorum.

**ARTICLE VIII:** COMMITTEES

Section 1. Sister City Committees: There shall be a sister city committee for each of the sister cities with which the City of (city name) has a formal relationship. Each committee shall be chaired by an elected representative from within the membership of that committee and shall have the primary responsibility for developing a program with its sister city in furtherance of the purposes established by this Corporation. The President shall serve as ex-officio member of each committee.

Section 2. The President shall appoint a chairman to each of the following committees, with the approval of the Board of Directors: Membership, Public Relations, Fundraising, Municipal Relations Organizational Liaison, Cultural Programs and Exchanges, Trade and Commerce, Professional/Technical, Hosting, Education and Youth Exchange, Youth Chapter Advisor and Liaison with SCI. Each chairman shall serve for one year and may be reappointed by the President for a second year.

(NOTE: Each committee included in your bylaws should be followed by a brief description of its responsibilities.)

Section 3. The President shall have the power to call for the establishment of ad hoc committees for such occasions as the election of officers (nominating committee) and the selection of additional sister cities (city selection committee).

**ARTICLE IX:** ADMINISTRATION

Section 1. Offices: The Corporation shall have and continuously maintain in the City of (city name), a registered office and a registered agent whose office is identical with such registered office. This office shall be located at (City Hall or another permanent office).

****Section 2. Fiscal Year: The fiscal year shall commence on the first day of January.

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.

**ARTICLE X:** AMENDMENTS

These bylaws may be altered or amended at any annual meeting of the members or at any other meeting called for that purpose, by a vote of a majority of a quorum at a meeting duly called. The written assent of a majority of the membership is effectual to repeal or amend any Bylaws or to adopt additional Bylaws without the necessity of a formal membership meeting.

ADOPTED:\_\_\_\_

AMENDED:\_\_\_\_

AMENDED AND ADOPTED:\_\_\_\_