



**SISTER CITIES INTERNATIONAL, INCORPORATED**  
**A DISTRICT OF COLUMBIA NONPROFIT CORPORATION IN THE UNITED STATES OF AMERICA**

## **BYLAWS**

### **ARTICLE I – MISSION**

The Mission of the Corporation is to promote peace through mutual respect, understanding and cooperation – one individual, one community at a time.

This shall include enhancing world peace by promoting and servicing sister relationships between local, municipal, county, state, provincial, territorial, regional, national and/or international governments as may be done between the United States of America and similar governments around the world, with the object of developing closer understanding and cooperation between people of all cultures.

This shall be done to encourage the people of the world to learn, through sister relationships and programs, about the traditions, history, way of life, and ideals of the United States of America, and to assist the American people in a similar manner, utilizing exchanges of people, information and activities in all aspects of contemporary life.

### **ARTICLE II – MEMBERSHIP**

**Section 1. Classes of Membership.** The Corporation shall have two classes of members: Voting Members and Non-Voting Members.

**Section 2. Voting Members.** Voting Members of the Corporation shall be any eligible member within this category that has paid its annual dues to the Corporation and has been approved for voting membership in the Corporation by the Board of Directors, including:

- A. Any local, state or other unit of government in the United States; or,
- B. Any local, state or other unit of government outside of the United States that is party to a recognized Sister Cities International program or partnership with a community in the United States; or,
- C. Any local, state or other governmental association or similar organization.

**Section 3. Non-Voting Members.** Non-Voting Members of the Corporation shall be any eligible member within this category that has paid its annual dues to the Corporation and has been approved for non-voting membership in the Corporation by the Board of Directors, including:

- A. Any individual interested in furthering the purpose of the Corporation; or,
- B. Any local, state or other unit of government outside of the United States that is not party to a recognized Sister Cities International program or partnership with a community in the United States; or,
- C. Any partnership, corporation, business entity, non-governmental organization or association of corporations or businesses.

### **Section 4. Special Categories**

- A. The Board of Directors may designate subcategories of Membership as may be deemed helpful in forwarding the Mission of the Corporation, such as a Life Member or Global Envoy, within the existing and defined Classes of Membership as the Board of Directors deems appropriate or useful.



## ARTICLE III – BOARD OF DIRECTORS

**Section 1. Authority.** The corporate authority, powers, business and property of the Corporation shall be held, exercised, conducted and maintained by the Board of Directors. The Board of Directors shall, among other things, establish and set policies and procedures for the efficient and effective operation of the Corporation, determine the location of the Corporation’s principal and auxiliary offices, set the annual membership dues of the Corporation, hold elections for office in the Corporation, adopt a balanced annual budget for the Corporation, and conduct an annual audit of the Corporation’s finances and accounts.

**Section 2. Composition.** The number of Directors of the Corporation shall be twenty-four (24) to twenty-six (26) and the composition of the Board of Directors shall be as set forth in the Articles of Incorporation; specifically:

- A. Twenty-one Directors, who shall represent the general Voting Members of the Corporation, shall be elected by the Voting Members;
- B. One Director, who shall be a young professional representative and shall be between the ages of 21 and 34 years old at the time of election, and shall be elected by the Voting Members;
- C. One Director, who shall be a qualified State Representative, nominated by the Chair and approved by the Board of Directors;
- D. One Director, who shall be the Chair of the Board of Directors of the Corporation, who is elected pursuant to the Bylaws of the Corporation.
- E. No more than two Directors appointed by the Chair, with the consent of the Board of Directors, who provide exceptional skills or resources to the Corporation, and;
- F. In addition, the immediate past Chair of the Board of Directors, and the Chair of the Honorary Board Alumni shall serve as ex-officio members of the Board of Directors but shall not be considered Directors and shall not have voting rights on the Board of Directors.

**Section 3. Term of Office.** The term of office for each Director shall begin immediately upon the conclusion of the Annual Meeting at which he/she was elected, or immediately upon appointment to the Board of Directors pursuant to the Bylaws of the Corporation. Terms of office may fluctuate somewhat in precise length due to annual meeting schedules as approved by the Board of Directors and shall be limited or otherwise governed accordingly:

- A. A Director who is elected as representative of the general Voting Members of the Corporation shall serve a term of three years.
- B. A Director who is elected as a young professional representative shall serve a term of two years.
- C. A Director who is selected as representative of State Representatives shall serve a term of two years.
- D. The Chair of the Board of Directors shall serve as a Director for a term of two years. For the avoidance of doubt, service as Chair for part of a two-year term due to the resignation or removal of the previous Chair shall not prevent a Chair from serving a full, continuous two-year term as Chair.
- E. The two Directors appointed by the Chair shall serve no more than two years and their term shall expire at the conclusion of the term of the Chair; however, any individual so appointed may be eligible for election to the Board upon the conclusion of their term.
- F. Each Director shall hold office until the election or appointment of the Director’s successor, or until the Director’s earlier resignation or removal from office.
- G. No Director shall serve on a continuous basis for more than two full terms, unless as provided by virtue of serving as Chair of the Board of Director or through an interim appointment.



- H. Any Director who has served on a continuous basis for two full terms of office or has served as Chair of the Board of Directors for a full term, shall be eligible for election or appointment to the Board of Directors at or after the Annual Meeting following one full year from the end of the previous term of office.

**Section 4. Eligibility and Election to Office.** Directors of the Corporation shall be elected at the Annual Meeting by the Voting Members, pursuant to the Bylaws of the Corporation.

Only qualified, eligible candidates for election to the Board of Directors shall be presented to the members for election. Eligible candidates must be, and may only be, presented to the members by the Governance Committee. No other candidates, including write-in candidates, shall be eligible for election or be presented to the members for election. All candidates presented to the members for election shall be required to attend the Annual Meeting of the Corporation and participate in candidate forums and functions as determined by the Governance Committee; however, the Board of Directors may excuse the absence of a candidate at the Annual Meeting and/or any candidate forums and functions in the limited situations of a sudden emergency that precludes the attendance of such candidate.

To be declared eligible and qualified as a candidate by the Governance Committee, a person must notify the Committee in writing, which must be received on a date by the Committee that is not less than sixty days in advance of the Annual Meeting, must provide a current photo and brief personal biography, must provide a personal statement of candidacy, must declare to which position on the Board of Directors that he/she wishes to be a candidate, and must provide an official letter from a Voting Member of the Corporation, or an elected official, endorsing his/her candidacy. Upon receipt of all of this information from a person who wishes to be a candidate, it shall be deemed that consent is given to distribute any or all of the information to the members of the Corporation, general public, media and otherwise as may be related to candidacy or election to the Board of Directors.

A candidate shall be considered elected to office if he/she has received the highest number of votes of the votes cast for a Director's position by the Voting Members at the Annual Meeting. For purposes of clarification of this section, if seven Director's positions are available for election at an Annual Meeting, the seven candidates, out of all eligible candidates, with the highest number of votes of the votes cast shall be considered elected. There shall be no requirement for a candidate to receive a majority of votes of the votes cast to be elected. In the event of a tie of votes, a run-off election shall be immediately conducted between the candidates who received the tied number of votes that created the necessity for a run-off; however, if the Annual Meeting is conducted virtually, then the Board of Directors shall proceed publicly to determine by lot which of the candidates shall be declared elected. Upon the completion of an election, the Governance Committee shall certify the election results and present them to the Board of Directors, members and candidates. Conflicts arising from this section shall be resolved by the Board of Directors.

**Section 5. Resignation from Office.** Any Director may voluntarily resign from office by giving written notice to the Chair of the Board of Directors, or may be declared resigned from office by the Board of Directors for failure to meet the meeting Attendance requirements or Financial Obligations of the Corporation. A resignation shall take effect immediately upon receipt of written notice or at a specified date; neither shall require acceptance.

A Director who serves as Vice Chair of the Board of Directors shall be declared resigned from office upon assuming the position of Chair of the Board of Directors. Such resignation shall result in a vacancy on the Board of Directors, which shall be filled pursuant to the Bylaws of the Corporation. The resignation shall not prejudice



the new Chair's immediate election as Chair and position as a Director pursuant to the Bylaws of the Corporation.

**Section 6. Removal from Office.** Any Director may be removed, with just cause, by a two-thirds vote of the Board of Directors. For purposes of this section, a Director's violation of the Code of Ethics or Conflicts of Interest provisions of the Corporation, or a Director's felony conviction, shall be specifically among actions that may be considered just cause for removal.

**Section 7. Vacancy of Office.** A vacancy on the Board of Directors may be filled by appointment, by the Chair of the Board of Directors with the consent of the Board of Directors. Nominations to fill the vacancy may be made by any Director. The person appointed to fill such a vacancy shall hold office on an interim basis until the next Annual Meeting. If, at the next Annual Meeting, there is time remaining on the original term of office, the original vacancy shall be filled by election by the Voting Members of the Corporation, to complete the unexpired term. The candidate for election who receives the next-highest number of votes after those candidates who have been elected to full terms of office shall be elected to fill the vacancy.

**Section 8. Voting and Quorum.** Any action made or taken by the Board of Directors must be done by a majority vote of a quorum of Directors present at any Regular Meeting or Special Meeting, unless otherwise stipulated by the Articles of Incorporation or Bylaws of the Corporation. For purposes of this section, thirteen Directors shall constitute a quorum of the Board of Directors.

**Section 9. Compensation and Reimbursement.** No Director shall receive any compensation from the Corporation as consideration for serving as a Director. A Director may be eligible for reimbursement of certain expenses, related to his/her official duties as a Director, pursuant to the policies of the Board of Directors.

**Section 10. Financial Obligation.** Each Director shall be required to meet an annual monetary Financial Obligation, in an amount determined, set and payable to the Corporation as established by policy of the Board of Directors. A Director may be declared by the Board of Directors resigned from office if he/she fails to meet the Financial Obligation of the Corporation.

**Section 11. Code of Ethics.** The Board of Directors shall have an approved Code of Ethics. Each Director, Employee, Agent and Coordinator of the Corporation shall agree, in writing, to abide by and conform to the Code of Ethics.

**Section 12. Conflicts of Interest.** The Board of Directors shall have a Conflict of Interest statement as part of its approved policies and procedures. No Director or Employee shall knowingly engage in any activities or transactions in material conflict with his/her duties and obligations to the Corporation while serving as an Officer, Director or Employee.

## **ARTICLE IV – OFFICERS, EMPLOYEES AND AGENTS**

**Section 1. Officers.** The Officers of the Corporation shall be the Chair, Vice Chair, Treasurer and Secretary of the Board of Directors, in successive order. The Board of Directors shall elect all Officers of the Corporation from among the elected Directors, pursuant to the Bylaws of the Corporation.



**Section 2. Chair.** Duties of the Chair of the Board of Directors shall include, without limitation:

- A. Preside at all meetings of the Corporation, specifically including the Board of Directors, Executive Committee, Annual or Regional Conferences, and Annual Meeting.
- B. Appoint Committee chairs and Committee members, pursuant to the Bylaws of the Corporation, and serve as an ex-officio, non-voting member of all Committees. Appoint special Task Forces or other Advisory Boards as, from time to time, may be determined necessary.
- C. Fill vacancies on the Board of Directors, in accordance with the Bylaws of the Corporation.
- D. Appoint individuals to perform certain, specific functions for the Board of Directors, such as a Parliamentarian for meetings.
- E. Set agendas for meetings of the Board of Directors, Executive Committee, Annual or Regional Conferences, Annual Meeting and otherwise as necessary.
- F. Act as the immediate supervisor of the President and Chief Executive Officer conferring with and advising as appropriate
- G. Sign and execute, in the Corporation's name, such documents as authorized by the Board of Directors, including certificates of Membership.
- H. Exercise such authority as, from time to time, may be assigned by the Board of Directors or members.

The term of office of the Chair shall be two years.

**Section 3. Vice Chair.** Duties of the Vice Chair shall include, without limitation:

- A. Assist the Chair of the Board of Directors as requested.
- B. Perform those other duties as assigned by the Board of Directors.

By virtue of being elected Vice Chair, the Vice Chair shall automatically be elected to and assume the office of Chair of the Board of Directors upon the expiration of the term of office of the Chair. In the event that a vacancy occurs in the office of the Chair, the Vice Chair shall assume the office of Chair to complete the unexpired term and shall succeed himself/herself as Chair, as would have naturally occurred if there had been no vacancy in the office of Chair.

The term of office of the Vice Chair shall be two years.

**Section 4. Treasurer.** Duties of the Treasurer shall include, without limitation:

- A. Ensure that a full and accurate accounting of the Corporation's receipts and disbursements are made, monitoring the disbursement of funds as directed by the Board of Directors.
- B. With the assistance of the President and Chief Executive Officer, prepare an annual budget and an annual report on the Corporation's finances, making both available to the Board of Directors and members for review and audit.
- C. Serve as an ex-officio, non-voting member of the Audit Committee.
- D. Perform those other duties as assigned by the Board of Directors.
- E. The term of office of the Treasurer shall be one year. Nothing shall prevent a Director from serving as Treasurer for more than one consecutive term.



**Section 5. Secretary.** Duties of the Secretary shall include, without limitation:

- A. Promptly and accurately prepare the minutes of all meetings of the Board of Directors, Executive Committee, Annual or Regional Conferences, and Annual Meeting. An audio or video recording of meetings may be maintained for additional record keeping purposes of the Corporation.
- B. Maintain an official list of the members of the Corporation, the Board of Directors, State Representatives and others as necessary.
- C. Be the official custodian of the Corporation's corporate seal.
- D. With the assistance of the President and Chief Executive Officer, maintain all records, documents, reports and correspondence of the Corporation.
- E. Perform those other duties as assigned by the Board of Directors.
- F. The term of office of the Secretary shall be one year. Nothing shall prevent a Director from serving as Secretary for more than one consecutive term.

**Section 6. Incapacity or Vacancy.** In the event of the incapacity of an Officer to serve in his/her position as an Officer, the next officer in successive order shall also assume the duties of that Officer on an interim basis, until the incapacity is remedied or until a vacancy is determined and filled pursuant to the Bylaws of the Corporation. The Treasurer shall assume the role of Secretary in the event of a vacancy in the office of Secretary.

For purposes of this section, the incapacity of an Officer to serve in his/her position shall be determined by the presence of a physical, mental or other inability to fulfill the duties of the office. This may be by voluntary notification to the Board of Directors by the Officer, or by action of the Board of Directors declaring such incapacity.

The vacancy of an office shall be filled by the Board of Directors. The replacement officer shall complete the unexpired term of the office unless otherwise mandated by the Bylaws of the Corporation.

For purposes of this section, a vacancy shall be determined if an Officer voluntarily resigns from the office or is removed as a Director of the Corporation. Nothing shall prevent an Officer from resigning his/her office, while not resigning as a Director of the Corporation. Notwithstanding the foregoing, should the Chair of the Board of Directors resign, he/she shall have resigned both as Chair and as a Director of the Corporation.

**Section 7. Employees.** The Corporation may employ certain Employees to carry-out the Mission of the Corporation, pursuant to the Bylaws of the Corporation and the policies and procedures of the Board of Directors.

The Board of Directors shall require adequate bonds to be furnished by all Employees handling the Corporation's finances. The bonds shall be approved by the Board of Directors and the premium shall be paid by the Corporation.

**Section 8. President and Chief Executive Officer.** The Corporation shall employ a President and Chief Executive Officer, who shall have executive authority for the management of the business and other affairs of the Corporation on behalf of the Board of Directors.

The President and Chief Executive Officer shall not serve as a Director or Officer of the Corporation, and shall serve as an Employee of the Corporation, employed under contract as approved by the Board of Directors.



The President and Chief Executive Officer shall have all authority specifically afforded by the Board of Directors, including the discretion to establish and prescribe the duties, compensation, benefits and obligations of all other Employees of the Corporation, in a manner not inconsistent with the Bylaws of the Corporation and pursuant to the policies and procedures of the Board of Directors.

**Section 9. Agents.** The Corporation may employ certain Agents to carry-out the Mission of the Corporation, and advocate on behalf of the Corporation, pursuant to the Bylaws of the Corporation and the policies and procedures of the Board of Directors.

## **ARTICLE V – COMMITTEES**

**Section 1. Committees and Task Forces.** The Board of Directors shall authorize Committees to carry-out work on behalf of the Corporation, in an advisory capacity.

Committee chairs and Committee members shall be appointed by the Chair of the Board of Directors with the consent of the Board of Directors. The term of office for each Committee member shall be two years, to coincide with the term of office of the Chair of the Board of Directors. Each Committee chair shall be a Director of the Corporation. Each Committee, unless otherwise stated, shall include a minimum of five persons, including not less than one person who is not a Director, and may include Directors and representatives from the Affiliated Organizations, Advisory Boards, Honorary Board, State Representatives, and members or their representatives, in case of a member who is an organization or governmental entity.

Committees may meet at times convenient for the Board of Directors and as otherwise determined necessary by the Committee chair. For purposes of this section, a majority of a Committee's members shall constitute a quorum of the Committee, which shall be required to conduct the business of the Committee. Timely Notice shall be given to the members of the Committee of the times, dates and locations of all meetings.

Each Committee shall keep a full and fair account of its actions and regularly provide the same to the Secretary of the Board of Directors. Committee chairs may be requested to give reports to the Board of Directors at its regular meetings. A Committee chair may, from time to time, appoint sub-committees to carry-out specific work for the Committee.

The Chair of the Board of Directors may appoint special Task Forces or other Advisory Boards as, from time to time, may be determined necessary.

**Section 2. Executive Committee.** The Executive Committee of the Board of Directors shall consist of seven members, including the Chair, Vice Chair, Treasurer, Secretary, and three Directors who shall be elected at-large annually from among and by the Directors. In addition, the Immediate Past Chair of the Board of Directors shall serve as an ex-officio member of the Executive Committee, but shall not have voting rights on the Executive Committee.

Any Director may attend an Executive Committee meeting, but without vote. The President and Chief Executive Officer shall attend all meetings of the Executive Committee, but without vote.

The Executive Committee shall perform an annual evaluation of the President and Chief Executive Officer and shall establish management goals and objectives as part of the annual evaluation process and shall review all



personnel policies and procedures recommended by the President and Chief Executive Officer, and make recommendations to the Board of Directors on the approval of the same.

The Executive Committee may exercise the authority of the Board of Directors pursuant to, but not inconsistent with, the Bylaws of the Corporation and the policies and procedures of the Board of Directors.

**Section 3. Governance Committee.** The Governance Committee shall prepare reports and recommendations to the Board of Directors concerning the general governance of the Corporation, policies and procedures of the Corporation, amendments to the Articles of Incorporation and/or Bylaws of the Corporation, and strategic planning efforts for the Corporation. The committee shall certify qualified candidates for the election of Sister Cities International's Board of Directors and oversee administration of the election and voting process, including certification of voting results.

The Vice Chair of the Board of Directors shall serve as Chair of the Governance Committee. This Committee shall include not less than two persons who are not Directors.

**Section 4. Finance Committee.** The Finance Committee, with the assistance of the President and Chief Executive Officer, shall prepare an annual, balanced budget for the approval of the Board of Directors prior to the start of each fiscal year of the Corporation. The fiscal year shall be January 1 through December 31.

The Finance Committee shall monitor cash flow projections, review monthly financial statements, review the annual audit and propose amendments to the budget for the Corporation.

The Treasurer of the Board of Directors shall serve as Chair of the Finance Committee.

**Section 5. Audit Committee.** The Audit Committee shall be responsible for conducting an annual audit of the Corporation's finances and accounts, and shall engage a qualified, professional external auditing firm to perform the auditing services on behalf of the Corporation. The Audit Committee shall review any reports prepared by the auditor and report its findings to the Board of Directors and members of the Corporation.

The Audit Committee shall perform other oversight functions as assigned by the Board of Directors, to ensure responsible custodianship of the Corporation's assets.

The Treasurer of the Board of Directors shall serve as an ex-officio, non-voting member of the Audit Committee and shall not be eligible to serve as Chair of the Audit Committee.

**Section 7. Development Committee.** The Development Committee shall set strategy, oversee progress, and lead the Board of Directors for all SCI fundraising. The Development Committee shall provide direct support to the President & CEO and other relevant staff, who are accountable for SCI's overall fundraising efforts. It shall also ensure alignment across the organization of plans, messages, and activities related to development efforts.

**Section 8. Membership Committee.** The Membership Committee shall actively make recommendations to the Board of Directors regarding the structure and classes of membership, recruitment and retention strategy, identification of member benefits for member classes, and areas of research and trends within the network.

**Section 9. Board Development Committee.** The Board Development Committee shall assess the capabilities of the Board of Directors on a yearly basis, recommend eligible candidates based on this assessment, be





responsible for onboarding of new Directors, and develop and monitor plans for increasing Board accountability and engagement including evaluation of individual Directors as well as the overall Board.

**Section 10. Strategy & Programs Committee** The Strategy & Programs Committee, in close collaboration with the full Board of Directors and staff, shall monitor and oversee progress against the strategic direction of Sister Cities International. As part of this responsibility, it shall provide input to, and oversight of, SCI programs and activities that SCI undertakes to achieve its strategy and goals, including youth programs and conference programming.

## **ARTICLE VI – AFFILIATED ORGANIZATIONS AND ADVISORY BOARDS**

**Section 1. Affiliated Organizations.** The Board of Directors may recognize or establish one or more organizational units or other special groups affiliated with or within the Corporation, including but not limited to those specifically enumerated in the Bylaws of the Corporation.

**Section 2. Advisory Boards.** Advisory Boards may be named to provide assistance and advice to the Corporation. Advisory Board members shall be appointed by the Chair of the Board of Directors, with the consent of the Board of Directors, and shall be for a term of two years. Nothing shall prevent an Advisory Board member from serving more than one consecutive term.

**Section 3. Honorary Board Alumni.** An Honorary Board Alumni may be appointed. The Honorary Board shall be composed of persons who have served the Corporation in an exemplary manner, have rendered outstanding service locally, nationally or internationally on behalf of the Mission of the Corporation, or are otherwise recommended for appointment.

Honorary Board Alumni members shall be presented by the Chair of the Board of Directors for approval by the Board of Directors. Honorary Board Alumni appointments shall be on-going appointments, carrying no specified expiration or fixed term of appointment. Honorary Board Alumni members may be removed for cause by action of the Board of Directors after consultation with the Honorary Board Alumni.

**Section 4. Global Awareness Team.** The Global Awareness Team shall serve to extend the leadership representative and operational reach of the Chair and President/CEO, composed of the Eisenhower Distinguished Leadership Council, Mayors Leadership Council, and the Global Envoys.

**Section 5. Chair Emeritus Council.** The Chair Emeritus Council, comprised of all past Chairs, serves as a historical, organizational and outreach resource, as well as a pool of experienced SCI national executive leadership representatives at the disposal of the Chair.

## **ARTICLE VII – STATE REPRESENTATIVES**

**Section 1. Purpose.** Sister Cities International State Representatives serve as the operational field team to support the growth and development of the SCI movement. They assist and work with the Corporation to facilitate the formation of new sister community relationships, to advise, assist and provide expertise at the local, municipal, county, state, provincial, territorial, regional, national or international levels, to encourage the growth of member programs and services, to serve as a conduit for communication between member communities in their states and the President/CEO and to ensure dynamic and responsive service to existing relationships according to the Mission of the Corporation..



**Section 2. Role.** The role of the State Representative is to represent Sister Cities International, to grow the network of member communities, to communicate between local members and the Corporation leadership and staff, to connect member communities to organizations and resources, and to advise and assist member communities.

**Section 3. Appointment.** Each of the states and territories of the United States of America may have one or more State Representatives. The Chair of the Board of Directors shall nominate individuals to the Board of Directors for appointment as State Representatives, as required.

## **ARTICLE VIII – COUNTRY/REGIONAL REPRESENTATIVES**

**Section 1. Purpose.** Sister Cities International Country/Regional Representatives serve as the operational field team to support the growth and development of the SCI movement. They assist and work with the Corporation to facilitate the formation of new sister community relationships, to advise, assist and provide expertise at the local, municipal, county, state, provincial, territorial, regional, national or international levels, to encourage the growth of member programs and services, to serve as a conduit for communication between member communities and the President/CEO and to ensure dynamic and responsive service to existing relationships according to the Mission of the Corporation.

**Section 2. Role.** The role of the Country/Regional Representative is to represent Sister Cities International, to grow the network of member communities, to communicate between member communities and the Corporation leadership and staff, to connect member communities to organizations and resources, and to advise and assist member communities.

**Section 3. Appointment.** Each country within the Sister Cities Membership network may have one or more Country/Regional Representatives. The Chair of the Board of Directors shall nominate individuals to the Board of Directors for appointment as Country/Regional Representatives, as required.

## **ARTICLE IX – CONFERENCES AND MEETINGS**

**Section 1. Annual Conference.** The Board of Directors may determine the date and location of any Annual Conference and for any Regional Conferences, for any year in which any such conference shall be convened. Timely Notice shall be given to the members of the date and location.

The Chair of the Board of Directors shall set the agenda for any Annual Conference and any Regional Conferences, and shall preside over its official functions, activities and events.

**Section 2. Annual Meeting.** The Board of Directors shall determine the time, date and location of the Annual Meeting. Voting members may participate in person, via electronic or telephonic means or by advance submission of a written ballot for purposes of establishing a quorum and taking action at the Annual Meeting. Timely Notice shall be given to the members of the time, date and location. Directors for the Corporation shall be elected at the Annual Meeting pursuant to the Bylaws of the Corporation. Official business of the Corporation, including the consideration and passage of resolutions, and the adoption of Amendments to the Articles of Incorporation and/or Bylaws of the Corporation, may be conducted and transacted at the Annual Meeting.



The Chair of the Board of Directors shall preside over and set the agenda for the Annual Meeting. Any conflict with regard to the form, function or procedure of the Annual Meeting shall be resolved by ruling of the Chair, at the Chair's sole discretion. As presiding officer at the Annual Meeting, the Chair of the Board of Directors shall determine and declare, by a ruling of the Chair, at the Chair's sole discretion, if a quorum of Voting Members is present and available to conduct the business of the Corporation. Upon declaration by the Chair that a quorum is present at the beginning of the Annual Meeting, the members may act upon any or all items presented for their consideration. Any action made or taken by the members must be done by a majority vote of those votes cast by the Voting Members present at the time of the vote during the Annual Meeting, unless otherwise specified pursuant to the Articles of Incorporation or Bylaws of the Corporation.

**Section 3. Regular Meetings and Special Meetings.** Regular Meetings and Special Meetings may be held by the Board of Directors on behalf of the Corporation.

The Board of Directors shall regularly meet not less than three times each calendar year. The Board of Directors shall determine the times, dates and locations of all Regular Meetings and shall give Timely Notice to the Board of Directors of the times, dates and locations. Directors may participate in person or via electronic or telephonic means for purposes of establishing a quorum and taking action at a Special Meeting.

Special Meetings of the Board of Directors may be called by the Chair of the Board of Directors or by the Executive Committee. The business conducted at a Special Meeting shall be confined to the purposes stated in the meeting notice. For purposes of this section, notice of a Special Meeting must be given to the Board of Directors not less than forty-eight hours in advance and shall include the time, date, location and purposes of the Special Meeting. Directors may participate in person or via electronic or telephonic means for purposes of establishing a quorum and taking action at a Special Meeting.

**Section 4. Attendance.** Each Director shall be required to attend all Regular Meetings of the Board of Directors. If a Director is absent from two or more consecutive Regular Meetings, he/she may be declared resigned from office by the Board of Directors for failure to meet the meeting Attendance requirements of the Corporation. An excused absence from a Regular Meeting may be granted by the Chair of the Board of Directors. An excused absence shall not be considered an absence for the purpose of this section.

**Section 5. Timely Notice.** Unless otherwise prescribed by the Bylaws of the Corporation, Timely Notice of a conference or meeting shall be considered given when delivered by postal, written or electronic means, personal service, or by written or verbal statement at an Annual Conference, Annual Meeting, Regular Meeting, or Special Meeting of the Board of Directors or members of the Corporation, when given not less than ten days in advance of said conference or meeting.

**Section 6. Voting Procedures.** Only Voting Members of the Corporation shall be eligible to cast votes in conferences and meetings of the Corporation or in elections of the Board of Directors.

Each Voting Member shall certify its voting delegates, including alternate delegates, who shall be authorized to cast a Voting Member's votes at an Annual Meeting of the Corporation. The Governance Committee shall certify Voting Members and their voting delegates, and alternates, who shall be authorized to cast ballots in any meeting of the Corporation or in elections of the Board of Directors.



Each voting delegate or alternate shall be registered for the Annual Meeting, in order to cast votes in person at the Annual Meeting and will be issued non-transferable voting credentials for use during Annual Meeting. A list of all certified voting delegates shall be maintained by the Secretary of the Board of Directors.

Each Voting Member in good standing with the Corporation shall be accorded a certain number of possible votes to cast in a meeting of the Corporation or in elections of the Board of Directors, according to its dues classification. A Voting Member in the minimum membership classification shall have two votes. A Voting Member in the next higher membership classification shall have three votes. A Voting Member in all higher membership classifications shall have four votes.

Each voting delegate may cast all or any portion of the votes he/she is entitled to cast as determined by membership classification. An alternate delegate may only vote in the absence of the voting delegate.

Voting in elections of the Board of Directors shall be done by secret ballot, either by electronic mail, postal mail, or in person. Mail ballots shall be received by the Governance Committee not less than ten days prior to the Annual Meeting. No Voting Member shall be authorized to vote by both mail and in person on the same question or matter. Voting at any conference or meeting may be done by roll call, voice, secret ballot, show of hands or signs, or otherwise as determined at the time of each vote. Proxy voting shall not be permitted at any conference or meeting, whatsoever, of the Corporation.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

**Section 1. Parliamentary Procedure.** The rules contained in the most recent and current edition of Robert’s Rules of Order Newly Revised shall govern the Corporation in all cases to which they are applicable to the extent they are not inconsistent with the Articles of Incorporation or Bylaws of the Corporation, or any special rules of order that the Corporation may occasionally adopt, and any ordinances or laws applicable to the Corporation.

**Section 2. Parliamentarian.** The Chair of the Board of Directors may appoint a qualified Parliamentarian for meetings. Any conflict with regard to the form, function or procedure of the Annual Meeting shall be resolved by a ruling of the Chair, at the Chair’s sole discretion.

## **ARTICLE XI – INDEMNIFICATION**

**Section 1. Right to Indemnification.** To the fullest extent permitted by law, every person who is or was a Director, Officer, Employee, Agent or Coordinator of the Corporation shall have a right to be indemnified by the Corporation against all reasonable expenses incurred by him/her in connection with or resulting from any claim, action, suit or proceeding in which he/she may become involved as a party or otherwise by reason of being or having been a Director, Officer, Employee or Agent of the Corporation, provided, however, that said claim, action, suit or proceeding shall be prosecuted to a final determination and he/she shall be vindicated on the merits. In the absence of such a final determination vindicating him/her on the merits, indemnification shall be provided to the extent the Board of Directors shall determine, subject to the By-Laws of the Corporation, that his/her conduct did not constitute negligence or misconduct in the performance of a duty and that he/she fully cooperated with the Corporation in the defense or disposition of any said claim, action, suit or proceeding. Any such Board determination may be based upon the opinion of qualified legal counsel.

For purposes of this section, reasonable expenses shall be deemed to include, without limitation, reasonable legal counsel fees and disbursements, judgments, fines, penalties and reasonable amounts paid in settlement.



For purposes of this section, a claim, action, suit or proceeding shall be deemed to include every claim, action, suit or proceeding, whether civil or criminal, derivative or otherwise, administrative, judicial or legislative, at the trial level or on review, and shall include any reasonable apprehension or threat of such a claim, action, suit or proceeding.

A settlement plea of nolo contendere, consent judgment, adverse civil judgment or conviction shall not of itself create a presumption that the conduct of the person seeking indemnification constituted negligence or misconduct in the performance of a duty, but the Board of Directors shall be bound by a civil judgment or conviction adjudging the person liable for or guilty of such negligence or misconduct.

The Right to Indemnification shall extend to any person otherwise entitled to it under this section, whether or not that person continues to be a Director, Officer, Employee, Coordinator or Agent of the Corporation at the time such liability or expense is incurred. This shall extend to the legal representation and heirs of any person otherwise entitled to indemnification. If the person meets the requirements of this section with respect to some matters in a claim, action, suit or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former.

**Section 2. Good Faith Reliance.** To the fullest extent permitted by law, the Corporation's Directors, Officers, Employees, Coordinators and Agents shall, in the performance of their duties, be fully protected in relying in good faith upon the books of account or reports made to the Corporation by any of its Officers or Committees selected and supervised with reasonable care by an independent certified public accountant, by an appraiser selected with reasonable care by the Board of Directors or by any such Committee, or in relying in good faith upon other records of the Corporation.

**Section 3. Insurance.** To the fullest extent permitted by law, the Corporation may purchase and maintain insurance against all or a portion of any liabilities and expenses, if any, resulting from the indemnification of any persons pursuant to the Bylaws of the Corporation.

**Section 4. Other.** Nothing shall exclude any other rights of indemnification or other rights to which any Director, Officer, Employee, Coordinator or Agent may be entitled by contract, by action of the Board of Directors, or as a matter of law.

**Section 5. Severability.** If any clause, provision or application of the Bylaws of the Corporation shall be determined to be invalid, the other clauses, provisions or applications shall not be affected but shall remain in full force and effect.

**Section 6. Claims Made After Adoption.** This shall be applicable to claims, actions, suits or proceedings made or commenced after its adoption, whether arising from act or omissions occurring before or after its adoption.

## **ARTICLE XII—Records and Reports**

**Section 1. Maintenance and inspection of record of accounts, board minutes, articles of incorporation and bylaws.** The corporation shall keep at its principal office:

- a) Adequate and correct books and records of account;
- b) Written minutes of the proceedings of its Board and committees of the Board; and
- c) The original or a copy of the articles of incorporation and bylaws, as amended to date.



**Section 2. Maintenance and inspection of other corporate records** The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

**Section 3. Inspection by Directors** Every director shall have the absolute right at any reasonable time notice (normally defined as 72 hours) to inspect all books, records and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

**Section 4. Annual report** The corporation shall provide to the directors, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

- a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

## **Section 5. Document Retention and Destruction Policy**

- A. **General Terms of the Policy**- The Corporation's directors, officers, employees, volunteers, and independent contractors are required to follow the terms of this Policy:
  1. Paper or electronic documents indicated under the terms for retention below will be transferred and maintained by, as otherwise designated by the President of the Corporation, the Human Resources, Legal or Administrative staffs/departments or their equivalents; and
  2. No paper or electronic documents will be destroyed or deleted if pertinent to any ongoing or anticipated government investigation or proceeding or private litigation.
- B. **Permanent Retention**- The following documents shall be retained permanently by the Corporation:
  1. Organizational documents and records of governance – Certificate of Incorporation and amendments, Bylaws and amendments, policies, governing board and board committee minutes and resolutions, and other organizational documents;
  2. Application for Recognition of Exemption (IRS Form 1023) and all supporting documents and correspondence with the Internal Revenue Service, including determination letter recognizing exempt status;
  3. Charitable registration and solicitation applications and annual reports, and any and all renewals, extensions, amendments or modifications thereof, as may be filed with any state, local or foreign governmental agency or instrumentality;



4. Tax records – IRS Forms 990 and 990-T, and all other filed federal and state returns/reports and supporting records, private letter rulings, and files related to tax audits, including closing agreements;
  5. Intellectual property records – Copyright and trademark registrations and samples of protected works;
  6. Financial records – Audited financial statements and attorney contingent liability letters; and
  7. Pension plan – Documents related to the establishment of a pension plan or trust.
- C. **Seven-year Retention-** The following documents shall be retained for seven years following the filing of related forms by the Corporation:
1. Pension and benefit records – Pension (ERISA) plan participant/beneficiary records, actuarial reports, related correspondence with government agencies, and supporting records; and
  2. Government relations records – State and federal lobbying reports and supporting records.
- D. **Four-year Retention-** The following documents shall be retained for four years by the Corporation:
1. Employee/employment records – Employee names, addresses, social security numbers, dates of birth, INS Form I-9, resume/application materials, job descriptions, dates of hire and termination/separation, evaluations, compensation information, promotions, transfers, disciplinary matters, time/payroll records, leave/comp time/Family Medical Leave Act, engagement and discharge correspondence, and documentation of basis for independent contractor status (retain for current employees and independent contractors and for four years after departure of each individual);
  2. Employment tax records – Employment tax records shall be retained for four years after the date the tax becomes due or is paid, whichever is later;
  3. Lease, insurance, and contract/license records – Software license agreements, vendor, hotel, and service agreements, independent contractor agreements, employment agreements, consultant agreements, and all other agreements (retain during the term of the agreement and for four years after the termination, expiration, or nonrenewal of each agreement); and
  4. Bank statements and related documents.
- E. **Retention of Electronic Data Pursuant to Board Policy** - The Board of Directors may determine that a particular project, issue, task, or work product of the Corporation may result in the production of electronic data and emails that are to be retained for a period that is longer than stated in this Policy. In the event of such determination, the Corporation may employ an email filtering system to retain emails and attachments related to the specific issue and such electronic data shall be stored pursuant to the specific policy adopted by the Board of Directors.
- F. **Retention of Documents Pursuant to a Law or Agreement-** In the event that a federal or state law or an agreement with respect to a particular document shall require the retention of a document for a period that is longer than stated in this Policy, such law or agreement shall supersede this Policy. Types of documents governed by this section shall include, but shall not be limited to, grantor agreements, insurance policies, state reports, and documents related to creditors.
- G. **Exceptions-** Exceptions to the terms of this Policy may be granted only by the President of the Corporation.
- H. **Enforcement and Review of the Policy**



- a. **Responsible Persons-** The President of the Corporation shall assign the responsibility to retain and destroy documents to the appropriate individual in the Human Resources, Legal, or Administrative departments that oversee particular documents. Each department shall document the storage and destruction of electronic and paper files, including detailed logs of record-purging and back-up activities and archiving of documents and shall report to the Board of Directors, on an annual basis, a summary of compliance with this Policy.
- b. **Review of the Policy-** The Board of Directors shall review this Policy at its annual meeting to determine compliance and the reliability of its procedures.

## **ARTICLE XIII- MISCELLANEOUS**

**Section 1. Construction and Definitions** Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the District of Columbia Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term “person” includes both the corporation and a natural person.

**Section 2. Non-Discrimination** The corporation shall comply with all federal, state and local laws prohibiting unlawful discrimination.

**Section 3. Fiscal Year** The fiscal year of this corporation shall be a twelve (12) month period beginning January 1 and ending December 31st.

**Section 4. Financial Review or Audit** There shall be a financial review or annual audit of the financial statements of the corporation by a firm of certified public accountants as soon as practicable after the close of each fiscal year.

**Section 5. Whistleblower Policy** It is the responsibility of all directors, officers, employees, and interns to comply with this policy and to report possible wrongdoing in accordance with this policy.

The Corporation takes seriously its responsibility to investigate reports of possible wrongdoing and to protect any director, officer, employee, or intern who in good faith makes any such reports to the Corporation or to a law enforcement agency.

The Corporation expressly prohibits any form of retaliation, including (but not limited to) harassment, intimidation, or adverse employment action, against any director, officer, employee, or intern who reports in good faith a concern about possible wrongdoing and/or cooperates in any investigation thereof.

Any director, officer, employee, or intern who engages in retaliation will be subject to discipline, up to and including termination or removal. Malicious and untrue allegations of wrongdoing may result in disciplinary action, up to and including termination or removal.

Any director, officer, employee, or intern may report any good faith concern or suspicion about possible wrongdoing. Although reports may be made anonymously, the Corporation encourages reporting individuals to





identify themselves since anonymity may impair the Corporation's ability to investigate the concerns effectively. Every effort will be made to protect the reporting individual's identity.

Although reports may be made orally, the Corporation encourages written reports since these will create a record of the report and reduce the chance of a report being misunderstood. Reports should be factual and contain as much specific, relevant information as possible.

Ordinarily, a report to the Corporation of concerns or suspicions about possible wrongdoing should be made to the President of the Corporation. If making a report to the President is impractical or inappropriate under the circumstances, or if the President is the person, or one of the persons, suspected of wrongdoing, then the report may instead be made to any director of the Corporation.

The action taken by the Corporation in response to a report of wrongdoing will depend on the nature of the concern expressed in the report and may include a referral of the report to a law enforcement agency. Initial inquiries may be made by the Corporation to determine whether an investigation is appropriate and, if so, the manner of the investigation.

The outcome of any investigation of a report of possible wrongdoing, and any other actions taken in response to a report, shall be reported in writing to the President. The foregoing procedures for reporting concerns or suspicions about possible wrongdoing also apply to complaints of retaliation for having made such a report.

#### **ARTICLE XIV – AMENDMENTS TO ARTICLES OF INCORPORATION**

**Section 1. Amendments.** Proposed Amendments to the Articles of Incorporation of the Corporation must be submitted to the Board of Directors by the Governance Committee. The Board of Directors may consider any Proposed Amendments at its own discretion.

**Section 2. Process.** The Board of Directors shall adopt resolutions setting forth any proposed Amendments prior to submitting them to a vote of the members at the Annual Meeting. Notice of any proposed Amendments shall be given to the Voting Members not less than sixty days in advance of consideration at the Annual Meeting. Proposed Amendments to the Articles of Incorporation are not subject to amendment from the floor of the Annual Meeting and shall be adopted upon the affirmative vote of two-thirds or more of the votes cast by the Voting Members present at the time of the vote.

#### **ARTICLE XV – AMENDMENTS TO BYLAWS**

**Section 1. Proposed Amendments.** Proposed Amendments to the Bylaws of the Corporation must be submitted to the Board of Directors by the Governance Committee. The Board of Directors may consider any Proposed Amendments at its own discretion.

**Section 2. Process.** The Board of Directors shall adopt resolutions setting forth any proposed Amendments prior to submitting them to a vote of the members at the Annual Meeting. Notice of any proposed Amendments shall be given to the Voting Members not less than sixty days in advance of consideration at the Annual Meeting. Proposed Amendments to the Bylaws are not subject to amendment from the floor of the Annual Meeting and



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# 2022-2023 Bylaws

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shall be adopted upon the affirmative vote of two-thirds or more of the votes cast by the Voting Members present at the time of the vote.



**Section 3. Adoptions and Amendments.** These Bylaws of the Corporation are in full force and effect, having been formally and officially adopted, amended and/or restated on the following dates:

Adopted:	December 2, 1967	July 23, 1996
Amended:	December 6, 1968	July 24, 1996
	August 29, 1970	July 28, 2001
	September 17, 1971	July 20, 2002
	March 5, 1972	July 26, 2003
	August 19, 1972	July 19, 2008
	March 4, 1973	August 1, 2009
	September 21, 1974	July 14, 2012
	March 2, 1975	July 12, 2013
	March 13, 1976	August 1, 2014
	August 19, 1981	July 17, 2015
	March 20, 1982	July 15, 2016
	July 19, 1986	July 14, 2017
	March 11, 1988	August 3, 2018
	July 23, 1988	July 18, 2019
	May 16, 1992	July 8, 2020
	July 11, 1992	July 14, 2021
	March 21, 1993	July 8, 2022
	July 17, 1993	
	November 7, 1993	

#### **CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary for Sister Cities International, Inc., a District of Columbia nonprofit public benefit corporation, that the above bylaws, consisting of 18 pages, are the bylaws of this corporation as adopted by the Board of Directors on July 8, 2022, and that they have not been amended or modified since that date.

  
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