

1. The annual Sister Cities International (SCI) Board of Directors (Directors) donation is \$2,500. Each Director will be invoiced in July of each year for \$2,500 with payment in full due on or before September 1st of the same year; however, the Board Chair may approve alternate payment arrangements (e.g., quarterly or monthly billing), for good cause shown, with payments due within 30 calendar days of each scheduled payment and payment in full of the annual financial commitment due no later than June 30th of each year. To the extent that a 3rd party pays the board member's financial commitment on behalf of the board member, that 3rd party payment must be disclosed to the Executive Committee.
2. The Vice-Chair shall be tasked with communicating with any Board members who have outstanding dues. A Director who has not met the financial obligation shall be ineligible to cast a vote at any meeting of the Board of Directors. and the Chair shall direct that the minutes of the meeting reflect that director's ineligibility to cast a vote.
3. The youth representative, young professional representative, state coordinator and any ex-officio member of the Board of Directors shall be exempt from the required annual monetary financial obligation.
4. Each Director shall serve on at least one standing committee.
5. Each Director shall attend the annual meeting of the members and be a registered participant at the annual conference. An excused absence may be granted by the Chair of the Board of Directors.
6. Each Director shall submit a signed, annual business disclosure form and conflict of interest statement.
7. Requests for an excused absence must be submitted in writing to the Chair of the Board at least three days prior to the scheduled meeting, except in cases of emergency. The request should contain an explanation of why the absence should be excused.
8. The minutes of the annual meeting of the members shall be considered for approval at the first regular meeting of the Board of Directors following said annual meeting. Printed copies of the approved minutes shall be distributed and available at the following annual meeting of the members.
9. Each Chairman of the Board of Directors shall be afforded the title of Chairman Emeritus following the conclusion of his/her term as Chairman.
10. The appointment of the selected state representative to serve on the Board of Directors shall be approved at the first regular meeting after the annual business meeting, in accordance with the Bylaws of the Corporation.

11. A formal complaint or grievance by a Director, against the Board of Directors or any action taken by it, must be submitted in writing to the Chair of the Board of Directors for review and possible action. The written complaint or grievance must, at a minimum, state the matter under objection, the reasons for such an objection, and any action requested to resolve the complaint. The Chair of the Board shall fully and objectively consider the matter and respond in writing to the Board of Directors, within a reasonable period of time.
12. To ensure fiscal budgetary discipline, annual audit requirements and receipt of funds during the appropriate business year, Membership Dues will be invoiced in two segments: January for the Winter Cycle and July for Summer Cycle. Invoicing will commence no earlier than two weeks prior to each cycle.
13. The President and Chief Executive Officer shall have all authority to execute a contract for purchase or single expenditure not to exceed \$10,000, within normal budgeted means, on behalf of the Corporation.
14. Any contract for purchase or single expenditure exceeding \$10,000, but less than \$50,000, shall be published for bids, and shall be specifically approved in advance and co-signed by the Chair of the Board of Directors.
15. Any contract for purchase or single expenditure exceeding \$50,000 shall be published for bids and shall be specifically approved in advance by the Executive Committee and co-signed by the Chair of the Board of Directors.
16. The Executive Committee shall authorize the acceptance and execution of all incoming grants and contracts for programs and/or services to be performed by Sister Cities International, in any amount exceeding \$100,000.
17. The Bylaws of the Corporation shall be thoroughly reviewed by the Governance Committee no less than every two years, to address changing needs of the organization.
18. Any proposed policy or procedure requiring action by the Board of Directors shall first be submitted to the Governance Committee for review, prior to it being considered by the Board of Directors. Any member, director or committee may submit written proposals to the Governance Committee at any time. The Governance Committee may recommend or not recommend any requested or proposed action.
19. Regular reports and/or requests for action by the Board of Directors shall be submitted to the Chair of the Board not less than fifteen days prior to the meeting for which the item is submitted or requested for action. This will allow for proper and timely distribution of the information to all Directors. Items for consideration at a special meeting of the Board of Directors shall be exempt from this requirement.

20. That all consultants hired by SCI shall work under the direction and supervision of the President & CEO and shall be accountable to the President & CEO for their performance with the exception of contracts for legal services and auditors who shall be responsible directly to the Board. The Executive Director will provide the Board an assessment of the performance of all SCI consultants.
21. That the President & CEO is able to freely speak and participate in all Board meetings and other meetings of SCI, and the President & CEO has an obligation to provide the Board and the members with the best possible information and his best professional judgment and recommendation.
22. Members of the Board of Directors must have served a minimum of one year as a Director in order to be eligible to be a candidate and to be nominated for an officer position.
23. Sister Cities International will seek other than first-tier cities, with excellent programs to showcase, to host retreats and/or regional conferences.