

# **BELLINGHAM SISTER CITIES ASSOCIATION**

## **BYLAWS**

### **ARTICLE I, MISSION**

#### **Section 1. Mission**

The Bellingham Sister Cities Association is a community based organization providing opportunities for citizens of Whatcom County to develop relationships and build a sense of community with the peoples of the Pacific Rim. We seek to achieve international understanding, cultural sensitivities, and encourage trade and tourism. This is accomplished through cultural exchanges, educational programs and community events.

### **ARTICLE II, BOARD OF DIRECTORS**

#### **Section 1. Powers**

All property and business affairs of the Bellingham Sister Cities Association (BSCA) shall be managed by a Board of Directors.

#### **Section 2. Number and Terms**

The Board of Directors of the BSCA shall consist of up to fourteen (14) members including officers. Seven Directors shall be appointed by the Board and seven shall be appointed by the Mayor of Bellingham. The seven appointed by the mayor shall be known as the Bellingham Sister Cities Mayor's Advisory Board.

Except as otherwise provided by these bylaws, the Directors shall be elected for a three year term and shall serve until a successor shall have been elected. Directors may serve no more than two consecutive three-year terms. A Director shall be deemed to have served one full term if such member has served more than two years of an unexpired term.

#### **Section 3. Election and Qualifications**

Appointments and vacancies on the Board shall be filled by a majority vote of the remaining Directors. Directors shall assume office on January 1, following their election.

Anyone who is a resident of Bellingham and/or Whatcom County is eligible to be a member of the Board of Directors. Membership on the Board shall be based on a person's dedication to the mission of the organization and on the professional, administrative or technical skills that such a person can contribute. Recommendations for elected and appointed Directors shall be provided to the Board or Mayor as needed by a Nominating Committee.

Terms of newly elected Directors and Mayoral appointments shall be established so that no more than three Directors are elected and no more than three are appointed by the mayor in a given year except so as to fill and unexpected vacancy.

#### **Section 4. Removal/Resignation**

A. Elected Directors may be removed, either with or without cause, at any time by the affirmative vote of a majority of the directors. The Board may recommend to the Mayor, by a majority vote, the removal and replacement of appointed members.

B. Any Director may resign at any time by giving written notice to the President, Secretary or Mayor. The resignation of any Director shall be effective at the time specified therein and the acceptance of such resignation shall not be necessary to make it effective.

#### **Section 5. Vacancies**

Any vacancy in the elected members Board of Directors for any cause may be filled by a majority vote of the remaining Directors at any regular meeting or special meeting called for that purpose. Any vacancy of an appointed member of the Board of Directors shall be filled by the Mayor. Any member thus elected or appointed shall serve for the remainder of the unexpired term and until a successor is duly elected or appointed.

#### **Section 6. Ex officio Directors**

The Board may create elected or appointed additional, non-voting positions on the Board in order to provide for liaison or representation with other organizations, agencies or governmental bodies. The number and roles of such ex officio or liaison positions shall be established by Board Policy.

#### **Section 7. Attendance Policy**

The BSCA Board Attendance Policy is intended to encourage full contribution of all board members. An attendance problem occurs if any of the following conditions exist in regard to a board member's attendance to board meetings:

1. The member has two un-notified absences in a row ("un-notified" means the member did not call ahead to the President before the upcoming meeting to indicate he/she would be absent).

2. The member has three notified absences in a row.
3. The member misses one third of the total number of board meetings in a twelve-month period.

If an attendance problem exists regarding a board member, the BSCA President will promptly contact the member to discuss the problem. The President will share the member's response with the board at the next scheduled meeting. In that meeting, the board will decide what actions to take regarding the board member's future membership on the board. If the board decides to terminate the board member's membership, termination will be conducted per the bylaws. The board will promptly initiate a process to begin recruiting a new board member.

## **ARTICLE III, OFFICERS**

### **Section 1. Nomination**

The officers of the Board of Directors shall be the President, President-Elect, Immediate Past President, Secretary, and Treasurer. Nominations for officers shall be presented by the nominating committee prior to the last meeting of the year. Any board member in good standing is eligible to be an officer.

### **Section 2. Term, Election**

A. The term of office for the President, is three consecutive years, one as President-Elect, one as President, and one as Immediate Past.

B. The term of office for the Secretary and Treasurer is two years or until a successor is elected from among the members of the Board.

C. Officers shall be elected by a majority of directors at the November Board meeting or a special meeting called for that purpose. Officers shall begin their term of office at the January Board Meeting.

### **Section 3. Duties of Officers**

A. President

The President shall preside at all meetings of the Board. The President shall be authorized to sign agreements and contracts on behalf of the organization with approval of the Board.

B. President-Elect

The President-Elect shall perform the duties assigned by the President or the Board. The President-Elect shall assume the duties and powers of the President in case of the

absence or disability of the President. In the event the office of the President becomes vacant, the President-Elect shall become President.

#### C. Immediate Past President

The Immediate Past President will help complete projects that he/she initiated during their term as President and will act in an advisory role for the President.

#### D. Treasurer

The Treasurer shall be the custodian of all funds of the organization, depositing such funds in banks designated by the Board and disbursing all of the organization's funds in a manner designated by the Board. The Treasurer shall provide an annual report approved by an auditing committee appointed by the Board. The Treasurer, with the President shall prepare annually, a budget for approval by the Board. The Treasurer shall maintain and keep current a list of dues paying individuals known as "members". The Treasurer shall coordinate membership solicitation activities for new members and renewal memberships. The Treasurer may perform other duties as assigned by the Board.

All checks drawn on the organization accounts shall require signatures of two different officers.

#### E. Secretary

The Secretary shall keep minutes of all meetings of the Board and provide for the proper storage and archiving of the minutes and other records of the organization. The Secretary shall provide minutes of meetings to Board members in a manner determined by the Board.

### **Section 5. Vacancy**

In the event that an officer is unable to complete a term of office for any reason, the Board shall elect a successor to fill the remainder of the term at any regular meeting of the Board or at any special meeting called for that purpose.

### **Section 6. Compensation**

The Board shall not receive any compensation for their services but may receive reimbursement for authorized expenses incurred on behalf of the Board of Directors.

## **ARTICLE IV. MEETINGS**

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

A. The Board shall meet not less than four times annually, at a time and place determined by the Board and at other times as the Board may determine, or upon notice of the President. Establishment of a regular time and place of such meeting by Board action shall be deemed as appropriate notice of regular meetings.

B. A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting.

## **Section 2. Special Meetings**

Special meetings of the Board shall be held whenever called by the President or the Secretary at the direction of the Board, or by written request of half the members of the Board. Notice of such meeting, indicating time, place and specific business to be conducted shall be provided to each Director by mail or telephone, no less than ten days prior to such meeting.

## **Section 3. Annual Meeting**

The Board shall hold one annual meeting per year designated as the Annual Meeting. The purpose of such a meeting shall be to present to the members and the public the goals and projects for the year and other business as deemed necessary. Notice of such meeting, indicating time, place and specific business to be conducted shall be provided to each Director and the membership by mail or telephone no less than ten days prior to such meeting.

## **Section 4. Record**

The Board shall maintain a complete permanent record of all minutes and proceedings and present a full financial statement at the annual membership meeting showing in detail the financial condition of the BSCA.

**Section 5.** The Board may adopt rules of order for conducting ordinary business.

# **ARTICLE V. COMMITTEES**

## **Section 1. Standing Committees**

A. Sister Cities

There shall be a standing committee, chaired by a Director, appointed by the President annually, for each of the Sister Cities authorized by the Board. Sister City committees will be governed by a set of procedures updated periodically by the board. The membership of such committee, its roles and responsibilities shall be established by Board policy.

## B. Membership

There shall be a membership committee chaired by the Treasurer. The membership of such committee, its roles and responsibilities shall be established by Board policy.

### **Section 2. Other Committees**

The Board may create or dissolve other standing or ad hoc committees as necessary for the fulfillment of the organization's mission.

## **ARTICLE VI. GENERAL MEMBERSHIP**

### **Section 1. Members**

Regular members of this organization shall have paid membership dues and be in good standing. All residents of Whatcom county are eligible. The Board may admit other interested persons to general membership.

## **ARTICLE VII. AMENDMENTS**

### **Section 1. Bylaws**

These bylaws may be altered, amended or repealed by an affirmative vote of a majority of a Quorum of the Board of Directors at any regular or special meeting of the Board.

## **ARTICLE VIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

**Section 1.** Officers and Directors of the corporation shall not be personally liable to the corporation except to the extent permitted by law.

**Section 2.** The Corporation may elect to pay expenses incurred in defending a civil or criminal action, suit, or proceeding against a person who is or was a Director or Officer of the Corporation, if such person would be entitled to indemnification under applicable Washington law, in advance of final disposition of such action upon receipt of an undertaking by or on behalf of such person to repay such an amount if the person is ultimately not entitled to indemnification as provided by law.

## **ARTICLE IX. DISSOLUTION**

**Section 1.** Upon the dissolution of BSCA, assets shall be distributed for one or more exempt purposes within the meaning of section 501© 3 of the Internal Revenue Code (or corresponding section on any future code) or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of the county in which the principal office of BSCA is then located exclusively for such purposes or to such organization or organizations as such Court shall determine.