

FREDERICKSBURG SISTER CITY ASSOCIATION, INC.
AMENDED BYLAWS
Adopted November 18, 2015

Article 1: Name, Registered Office, Affiliation, and Legal Status

- The name of this Corporation is Fredericksburg Sister City Association, Inc.
- This Corporation shall have and continuously maintain in this City and State a registered office and a registered agent whose office is identical with such registered office. The registered agent shall be the Attorney for the City of Fredericksburg, Virginia, and the registered office shall be his/her office.
- This Corporation is affiliated with Sister Cities International, which is a National Association established during the Eisenhower administration.
- This Corporation is an incorporated 501c3 non-profit organization—tax exempt and eligible to accept tax deductible donations.

Article II: Mission and Purpose

The objectives and purposes for which this Corporation is established shall be exclusively educational and charitable in furtherance of the following objectives:

- To cause the people of the City of Fredericksburg, Virginia, and the people of similar cities of foreign nations, particularly the City of Fréjus, France, 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.
- To foster a continuing relationship of mutual concern between the people of the City of Fredericksburg, Virginia, and the people of similar cities of foreign nations, particularly the City of Fréjus, France.
- The Corporation shall not in any way, directly or indirectly, engage in the carrying on of political activity or attempts to influence legislation.

Article III: Membership

Section 1. Membership in the Corporation shall be open to any citizen interested in promoting Sister City relationships between the people of the area of the City of Fredericksburg, Virginia, and the City of Fréjus, France, upon payment of membership dues in an amount determined by the Board of Directors.

Section 2. Members whose dues remain unpaid for four months shall be dropped from membership.

Article IV : Meetings

Section 1. Meetings of the Corporation shall be held at a time and place determined by the Board of Directors, with no fewer than one meeting annually and as many as may be deemed necessary by the Board of Directors.

Section 2. (Annual Meeting) The Annual Meeting of the membership shall be held during November, at which time the Board of Directors and Officers shall be elected.

Section 3. (Special Meetings) A special meeting of the members may be called at any time by the President with prior approval of the Board of Directors, or upon petition by ten (10) per cent of the voting members of the Corporation.

Section 4. (Notice of Meetings) Notice of the date, time, and place of each annual and special members' meeting shall be given either personally or by mail no less than ten (10) or more than sixty (60) days before the date of the meeting or by such other notice authorized by Section 13.1-842 of the Code of Virginia, 1950, as amended. Notice of special meetings shall state the purpose for which the meeting is called.

Section 5. (Quorum) Fifteen (15) members shall constitute a quorum for all meetings of the Corporation.

Section 6. (Voting) Each member shall be entitled to one vote at all meetings of the members and must be present and voting in person. Except as otherwise provided by these Bylaws, all questions shall be decided by a majority vote.

Article V: Board of Directors

Section 1. (Composition of Board) The property and affairs of the Corporation shall be managed by a Board of Directors whose number shall not exceed eleven (11). Voting members of this board shall include six (6) elected officers (President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, Public Relations/Historian) and five additional elected directors. The Mayor of the City of Fredericksburg, the Fredericksburg City Attorney (Agent of Record), and the immediate Past President shall serve as ex-officio (non-voting) directors.

Section 2. (Election and Term of Office) At each annual meeting of the membership, successors to directors and officers whose terms expire shall be elected. The term of office is two (2) years. A director may be eligible for re-election. An officer shall be eligible for re-election to the same position for one contiguous term, except for the Treasurer, whose term is unlimited.

Section 3. (Regular Meetings) An annual meeting of the Board of Directors shall be held in October. Other meetings shall be held as often as necessary to conduct the business of the Corporation.

Section 4. (Special Meetings) Special meetings of the Board of Directors may be called by the President or at the request of three (3) or more of the directors.

Section 5. (Notice of Meetings) Notice (by mail, telephone, or electronic transmission if agreed upon) of all regular meetings of the Board of Directors shall be given to the members of the Board at least one week prior to the meeting. Notice of special meetings shall state the purpose of the meeting and be given at least twenty-four (24) hours prior to the meeting, in the most expedient manner.

Section 6. (Quorum) The presence of a majority of the directors of the Corporation shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7. (Voting) Except as otherwise expressly provided by statute, or by the Articles of Incorporation of the Corporation, or by these Bylaws, the vote of a majority of the directors present at any meeting at which a quorum is present shall constitute the action of the Board of Directors. In limited cases, the Board of Directors may also act by means of a non-meeting, in which case all members agree to waive the regular meeting notice and a consensus is taken by electronic transmission. A majority vote of the total number of the Directors will determine the resulting action. The Secretary will notify the board members of the result and append this notice to the minutes. At the next regular meeting of the board, the president will ask for a “confirm and ratify” vote to be entered into the minutes of the regular business meeting.

Section 8. (Resignation of Directors) Any director may resign at any time by giving written notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein.

Section 9. (Vacancies) The Board of Directors shall fill any vacancy occurring on the Board of Directors. The Directors shall appoint a Director to fill a vacancy for the unexpired term of the member creating the vacancy.

Section 10. (Removal) Any Director may be removed from the Board, with or without cause, by two-thirds vote of the membership of the Corporation.

Article VI: Officers

Section 1. Within the Board of Directors, the officers elected shall be President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, and Public Relations/Historian

Section 2. (Election of Officers) Officers shall be elected by vote of members of the Corporation at the annual meeting of the Corporation.

Section 3. (Duties Of Officers) The duties of the officers shall be those common to the respective office held. Such duties shall include, but not be limited to, the following:

- President – The President shall preside at all meetings of the Corporation and Board of Directors. He/she shall perform the usual duties of the office and be an

ex-officio member of all committees except the Nominating Committee. He/She may appoint a parliamentarian.

- 1st Vice-President – The 1st Vice-President, in the absence of or inability of the President, shall perform the duties of the President. In case of a vacancy in the office of the President, the 1st Vice-President shall automatically become President for the unexpired term. He/she shall serve as Chairperson of the Program Committee, which includes, but is not limited to, the inbound Summer Exchange Program and Student Work/Study Program.
- 2nd Vice-President – The 2nd Vice-President shall assist the President and 1st Vice-President as required, and he/she shall be the Chairperson of the Membership Committee. In the absence of or inability of the President or 1st Vice-President, he/she shall preside at duly called meetings of the membership and Board of Directors.
- Secretary – The Secretary shall keep an accurate record of all meetings of the membership and Board of Directors, and preserve all papers, letters, and records of all transactions except those of the Treasurer. The Secretary shall advise members of meetings as provided for in the Bylaws and shall perform such other duties as may be assigned by the Board of Directors. The Secretary shall be responsible for the association's newsletter.
- Treasurer – The Treasurer shall collect, receive, and deposit funds of the Corporation as directed by the Board of Directors. He/she shall render periodic financial statements and such other reports and accounts of the financial condition of the Corporation as requested by the Board of Directors. He/she shall perform such other duties as are included in the office of Treasurer. The Treasurer shall be bonded by a recognized bonding agency in an amount to be established by the Board of Directors.
- Public Relations/Historian – This officer shall be Chairperson of the Public Relations Committee. He/she shall be responsible for publicity and for keeping a permanent record of the organization.
- Of the four additional elected directors, one is designated head of fund-raising activities. The other three may chair sports exchanges, cultural events, liaison, or other programs as needed.

Article VII: Committees

Section 1. (Standing Committees) Standing Committees shall be as follows: Membership, Program, Public Relations/Historian, and Fund-Raising. These committees shall be chaired by elected directors.

Section 2. (Other Committees) The President may appoint other Committees and/or persons as deemed necessary to carry out the various activities of the organization.

Section 3. (Duties of Committees)

- Program Committee – The Program Committee shall be responsible for coordinating the Summer Inbound Exchange Program and the Student Work-Study Exchange Program; it shall also be responsible for arranging informative

and timely programs for the regular meetings of the Corporation. The 1st Vice-President shall serve as Chairperson.

- Membership Committee – The Membership Committee through its Chairperson, shall carry out the policies and procedures relative to membership as defined in the Bylaws, Article III, and shall maintain a record of current paid and complimentary members of the organization. The 2nd Vice-President shall serve as Chairperson.
- Public Relations Committee – The Public Relations committee will be responsible for publicity in the local news media regarding the activities of the organization. It shall also be responsible for maintaining a history of the organization to be kept as a permanent record. It may, as needed, serve other liaison or communications functions. The Public Relations/Historian director shall serve as Chairperson.
- Fund-Raising Committee – This committee shall be responsible for developing and coordinating all fund-raising projects for the organization. The Chairperson shall be a director elected to head this committee.
- Nominating Committee - The Nominating Committee shall be composed of at least three (3) and not more than five (5) members in good standing of the Corporation. The President will appoint one (1) member, and the other members of the Nominating Committee will be appointed by the Board of Directors (*based on 1 of 3; could be 2 of 5*). This committee shall be appointed no later than September 30th. This committee shall select and present a slate of nominees for the offices of President, 1st Vice-President, 2nd Vice-President, Secretary, Treasurer, and Public Relations/Historian. Nominees are to be presented to the Board of Directors for recommendation and approval before the annual membership meeting. Nominations may be made from the floor at the annual meeting.

Article VIII: Contracts, Checks, Deposits, and Funds

Section 1. (Contracts) The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.

Section 2. (Checks, Drafts, Etc.) All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer or the President.

Section 3. (Deposits) All funds of the Corporation shall be deposited to the credit of the Corporation in a Fredericksburg, Virginia, bank selected by the Board of Directors.

Section 4. (Gifts) The Board of Directors may accept on behalf of the Corporation any contributions, gifts, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Article IX: Fiscal Year

The fiscal year of the Corporation shall extend from January 1st through December 31st. Dues, membership, and financial reports shall cover this period. (Directors are elected at the annual meeting in November and are technically “official” as soon as elected. However, the weeks between the annual meeting and January 1st may be designated a transition period, if desired, to facilitate completion of necessary end-of-year reports.)

Article X: Seal

The Board of Directors shall provide a Corporate Seal that shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words, “Corporate Seal, Fredericksburg Sister City Association, Incorporated, Fredericksburg, Virginia”.

Article XI: Amendments to Bylaws

These Bylaws may be amended upon recommendation of the Board of Directors and by a majority of the membership present at a meeting of the members called for that purpose, provided that at least ten (10) days’ notice in writing is given of the intention to amend the Bylaws at such a meeting.

Article XII: Rules of Order

Roberts Rules of Order, Newly Revised shall be the authority for all questions not covered by the Articles of Incorporation and Bylaws.

These Bylaws were adopted on April 9, 1981.

Amended on April 20, 1996 (Article III, Section 1 & Article IV, Section 1).

Amended on January 15, 1998 (Correcting Name of Organization and adding the City Attorney as *ex-officio* Director per Articles of Incorporation).

Amended on November 20, 2008 (Overall updating, stylistics, and format).

Amended on November 18, 2015 (Article V, Section 1 & Section 2 - Changing from *four* to *five* elected directors, in addition to the officers; and making the immediate Past President an *ex-officio*, non-voting director).