

# UNITED STATES/MEXICO SISTER CITIES ASSOCIATION, INC.

## NATIONAL BY-LAWS Amended January 12, 2008 Ontario, California

### ARTICLE I NAME & OBJECTS

- A.     **NAME**           The name of the corporation shall be  
                          UNITED STATES/MEXICO SISTER CITIES ASSOCIATION, INC.
- B.     **OBJECTS**       The objects of the corporation shall be as set forth in the  
                          Articles of Incorporation.

### ARTICLE II SISTER CITY MEMBERSHIP & ACCREDITATION

**Section 1. Classes of Membership.** The corporation is divided into four classes of membership, as follows:

(a)   Voting Membership: Any community with a Sister City organization which has, or is seeking, an affiliate Sister City in Mexico, and has been duly accredited by the Board of Directors, may become a Voting Member of the Association upon payment of the annual dues which are due and payable on January 1st. Dues will be considered delinquent after January 31 and must be paid either before or at the conference for the purpose of voting at the National Conference. Sister cities who have paid their dues have one vote per city for election of Directors, By-law amendments, business transactions and up to six delegate votes per sister city for convention locations.

Voting Procedure: Voting delegates can only cast their one vote on behalf of the City for which they are registered at all conferences in the United States and Mexico. The voting delegate must present a letter of authorization from their own sister city naming the delegate person or alternate who will receive the designated ballot for voting. This letter must be presented by the voting delegate with identification to the Conference Registration Committee.

(b)   Corporate Membership: Any corporation, business, or association of corporations or businesses, may become a corporate non-voting member upon approval of the Board of Directors and payment of the annual dues.

(c)   Associate Membership: Any city or community with a recognized sister city association in the United States affiliated with a city in Canada or Central America may become an associate member of the Association. Associate members may attend and participate fully in all activities of the Association, but shall not be voting members of the Association.

d)   Honorary Membership: any person, who has rendered exemplary service for the improvement of international relations through activities connected with the Sister Cities programs may, by vote of the Board of Directors, be granted honorary membership in the Association. Honorary Members, as such, shall not vote in any of the meetings of the Association.

**Section 2. Accredited Programs:** The Board of Directors shall arrange for the preparation and distribution to all members, before or at each annual January meeting, a list of all sister cities in good standing who are therefore eligible

to vote at that meeting. At the same time, the Board shall make available to all members and potential members an official criteria-defining eligibility for membership.

### **ARTICLE III BOARD OF DIRECTORS**

**Section 1. BOARD COMPOSITION:** The corporate powers, business, and property of the Association shall be exercised, conducted and controlled by a Board of Directors consisting of eighteen (18) elected members and Immediate Past President, if he/she is no longer on the Board. Directors-at-Large are to be nominated and selected on a geographic-basis, at the recommendation of the President with the approval of the Board of Directors.

**Section 2. Qualifications:** The eighteen (18) elected Directors shall be elected at the Annual Convention from authorized representatives of the voting membership of the Association, must be a current member and remain a bona-fide active representative of a current-dues-paid US/MSCA Sister City throughout their terms of office.

**Section 3. Compensation:** The Directors shall not receive any compensation for their service as such, but, by resolution of the Board, shall be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties, with submission of original receipt.

**Section 4. Voting Rights:** Each elected Director and attending Directors-at-Large from Southern California shall have mandatory attendance and an equal vote on all matters coming before the Board of Directors. Additionally, the immediate Past President in attendance at any Board Meeting shall be allowed to participate in any discussion and shall also have full voting privileges at that Board Meeting. Directors at Large from outside of Southern California shall not have mandatory attendance. All elections shall be by secret ballot.

**Section 5. Term of Office:** The eighteen (18) elected Directors shall be elected for three year terms and shall hold office until their successors are elected. A Director-at-Large shall be nominated by the President for a term of one year at the annual convention meeting; subject to approval of the Board of Directors and his/her term of office will be subject to reconfirmation annually by the board.

**Section 6. Vacancies:** Vacancies of the Board shall be filled by a majority vote of the remaining directors and such persons filling the vacancies shall hold office until the expiration of the term being filled. If any board member has two unexcused regular board meeting absences in any calendar year; a written warning shall be sent notifying him/her that his/her membership on the board is in jeopardy. If he or she is absent at a third board meeting in the same calendar year, his/her seat on the Board shall be declared vacant, unless excused by a majority of Board members present at a regular Board meeting. An excused absence shall be considered an absence due to illness or involvement in a Sister City activity on the date of the regularly scheduled board meeting. Consideration will be given by the Board to other circumstances, which may be beyond the reasonable control of the absent board member.

**Section 7. Regular Meeting:** The Board shall meet not less than quarterly, at the call of the President. One of these meetings shall be held immediately following the Annual National Convention of the Association.

**Section 8. Special Meetings:** Special meetings of the Board of Directors may be called at any time by written request of the President or three Directors. When a special Board of Directors meeting is called, the Secretary shall give the

Directors ten (10) days notice of such meeting by mail, stating time, place and the principal items of business to be transacted.

**Special Meetings of Members:** Special meetings of the membership of this corporation may be called by the President or any three (3) directors, when deemed necessary, for example; discussion of vote for the next conference site, awards, etc. and in the event that vacancies occur on the Board which would reduce the number of Directors to less than a quorum thus leaving the Board unable to conduct the business of the Corporation.

The Secretary shall give notice of the special meetings of the regular members of this corporation, or such other officer of the Board of Directors may designate. The notice must be directed to each regular member not less than ten (10) days prior to the scheduled date of such meeting.

**Section 9. Quorum:** One-half (1/2) of the elected members of the Board of Directors, shall constitute a quorum.

**Section 10. Voting:** Any action of the Board of Directors must be by a quorum attendance.

**Section 11. Executive Committee:** There is hereby created an Executive Committee of the Board of Directors to consist of the following: President, Vice President, Secretary, Treasurer and the Immediate Past President. No action can be taken by the Executive Committee except upon a simple majority vote of its members. The Executive Committee shall have authority to act for the Board of Directors at intervals between meetings of said board. The Executive Committee actions shall be reported to the Board and is subject to ratification at the next meeting of the Board.

#### **ARTICLE IV GENERAL AND SPECIFIC POWERS**

**Section 1. General Powers of the Board of Directors:** The Board of Directors shall exercise the management of the business of the corporation and, subject to restrictions imposed by law, by the Articles of Incorporation or by these By-laws, and may exercise all the powers of the corporation.

**Section 2. Specific Powers of Directors:** Without prejudice to such general powers, it is hereby expressly declared that the Directors shall exercise the following powers:

(a) To adopt and alter a common seal of the corporation.

(b) To make and change regulations not consistent with these By-laws for the management of the corporation's business.

(c) To appoint or dismiss any agent or employee of the corporation by a two-thirds (2/3) vote of the entire Board. The Board shall fix the compensation of all employees, and at its direction and with due cause, may temporarily assign all duties and powers of any agent or employee to any other person.

(d) To pay for any property purchased by the corporation, either wholly or partially, in money, bonds, debentures or other securities of the corporation.

(e) To borrow money and to make and issue notes, bonds, and other negotiable and transferable instruments, mortgages, deeds of trust, trust agreements and to do every act or thing necessary to effectuate the same.

(f) To select and designate such bank or trust company, as they may deem advisable as official depository of the funds of the corporation and to prescribe and order the manner which such deposits shall be made and/or withdrawn.

(g) To select an Office Coordinator who will conduct corporation business as set forth in the Office Manager Job description and in addition act as communications director. The Office Coordinator will serve under the direction of the Board of Directors. The Office Coordinator will have charge of all employees and premises of the Corporation, and shall have such other powers and duties that the Board of Directors shall determine from time to time.

Compensation will be determined and approved by the Board. The Office Coordinator cannot be a member of the Board of Directors, due to the conflict of interest in that a Board member cannot receive compensation or be salaried as per Article III, Section 3 of the Bylaws. He/she shall maintain a complete correspondence file and an up-to-date list of all current paid member cities as provided by the Treasurer with copies for all Board members.

## **ARTICLE V**

### **EXECUTIVE OFFICERS**

**Section 1. Executive Officers:** Executive Officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and Immediate Past\_President. No Board member shall be elected to the Executive Committee unless he/she has served on the Board for at least three years, unless the Board waives this rule.

**Section 2. President:** The President shall preside over all meetings of the Board of Directors and the General Membership; and shall execute all contracts on behalf of the Corporation upon approval of the Board. The President shall also have such other powers and perform such other duties as the Board of Directors may direct. He/she may also appoint such committees as he/she may be authorized to appoint by the Board of Directors and to define the duties of such committees. The President shall be elected for a term of one year, and shall serve no more than three consecutive terms. He/she shall be elected by, and be a member of, the Board of Directors.

**Section 3. Vice President:** The Vice President shall, in the absence of the President, perform all the duties and have all the powers of the President. The Vice President shall also have such other powers and perform such other duties as shall be assigned by the Board of Directors. The Vice President shall oversee the yearly calendar of social events establishing member participation throughout the year to assure successful efforts.

**Section 4. Secretary:** The Secretary shall be responsible for keeping written records of the proceedings of the Board of Directors and the Membership meetings, and for seeing that copies of said minutes are sent to each Director and Director at Large. The Secretary shall serve all notices required by law or the By-laws of the Corporation and in case of his/her absence, refusal or inability to act, these duties may be performed by any person to whom the Board may direct. The Secretary must keep a record of members present at each membership meeting; be responsible for maintaining a correspondence file to include all communication between our Association and Mexico, to include all outgoing and incoming mail, faxes, phone and e-mail sent by the Association.

**Section 5. Treasurer:** The Treasurer shall furnish, prepare and keep or cause to be kept a full set of books of account, showing every detail of the business and the corporation's account and disburse funds only as approved by the Board of Directors. Original receipts and a written accounting of expenses must accompany this disbursement of funds. The Treasurer shall keep the corporate seal. Disbursements must be by checks bearing the signature of the Treasurer in addition to that of one other Executive Officer. The Treasurer must account for the amount of cash on hand, the amount of money owed by the corporation or owed to it, and such other information as may be, in the judgement of the Treasurer, pertinent, or such as may be required by the Board of Directors. The Treasurer must provide timely quarterly reports for the Executive Board and members of the Board of Directors at regularly scheduled meetings.

## **ARTICLE VI DIRECTORS AT LARGE**

Directors at Large inside of Southern California shall have an equal vote on all matters with mandatory attendance at all meetings. All Directors at Large will serve as ambassadors on a geographical basis at the discretion of the President with the approval of the Board of Directors on an annual appointment at the annual convention. Attendance at meetings is encouraged, but not mandatory for Directors at Large outside of California.

## **ARTICLE VII COMMITTEES**

A. The Board of Directors may designate such committee or committees as may be necessary to carry out any purpose within the powers of the corporation. Board members may volunteer to serve on a specific committee and select their chairman.

B. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors when required.

C. The Annual National Convention: One of the responsibilities of the National Board is to arrange and oversee the Annual National Convention which is the major vehicle for providing interchanges and communication among the member sister city organizations. The Board shall provide the city which wins the conference-site bid with a list of suggested topics for the conference workshops, and, if necessary, to aid that city in obtaining speakers for the suggested topics.

## **ARTICLE VIII MEMBERSHIP FEES**

**Membership Fees:** The Board of Directors may, from time to time, determine whether or not there should be any changes in membership fees or dues for any class or classes of membership of this corporation and to determine and fix the amount thereof.

## **ARTICLE IX SISTER CITY MEMBERSHIP MEETINGS**

**Annual Meetings of Members:** There shall be an Annual Convention Meeting of the Sister City members to be held at such place and time as the Board of Directors shall designate, provided said meeting is held within the first quarter of each year. No change of time or place for meeting of the regular members of this corporation shall be made within thirty (30) days prior to the date previously set for this Convention Meeting of said members.

At each Annual Meeting of the US/MSCA members of this corporation, there shall be elected six (6) members to the Board of Directors of this corporation to serve for the ensuing three (3) years. Sister cities who have paid their dues shall have one vote per city for election of Directors, By-law amendments and business transactions and up to six delegate votes per sister city for convention locations.

**Special Meetings of Members:** Special meetings of the membership of this corporation may be called by the President or any three (3) directors, when deemed necessary, for example; discussion of vote for the next conference site, awards, etc. and in the event that vacancies occur on the Board which would reduce the number of Directors to less than a quorum thus leaving the Board unable to conduct the business of the Corporation.

The Secretary or such other officer shall give notice of the special meetings of the regular members of this corporation as the Board of Directors may designate. The notice must be directed to each regular member not less than ten (10) days prior to the scheduled date of such meeting.

#### **ARTICLE X**

**Termination of Membership:** Any member may terminate their membership at any time upon delivery to the President of this Corporation a written notice of the effective date of such resignation.

The corporation, at its option, may terminate a Board Member, any sister city membership of whatever class, for any infractions of the Bylaws, rules and/or regulations of this corporation, or for other good and valid reason that the Board of Directors of this corporation may determine.

#### **ARTICLE XI**

No member of this corporation, either voting or otherwise, shall be personally or otherwise liable for any of the debts, liabilities or obligations of this corporation.

#### **ARTICLE XII**

**Donations:** This corporation may accept gifts, legacies, donations and/or contributions, and in any amount, upon such terms and conditions the Board of Directors may decide as.

#### **ARTICLE XIII**

**Certificates of Membership:** Certificates of membership may be issued to each member certifying the class of membership held in the corporation, in such form as the Board of Directors may determine.

**Transfer of Certificates:** Certificates and membership in this corporation shall not be transferable.

#### **ARTICLE XIV**

A. **The Office:** The Corporation office shall be established and maintained in the County of Los Angeles, State of California.

B. **Other Offices:** Offices of the corporation may be established at such places as the Board of Directors may from time to time designate, or as the business of the corporation may require.

#### **ARTICLE XV**

**Fiscal Year:** The fiscal year of this corporation shall be the calendar year.

#### **ARTICLE XVI**

**Amendment of the By-laws:** The voting sister city members, after an affirmative vote of the Board of Directors, may amend the By-laws at the annual meeting provided the substance of the proposed amendments shall be distributed at the first session of the annual meeting. Each registered sister city who have paid their dues shall have one vote per city for any By-law amendments.

#### **ARTICLE XVII**

**Rules of Order:** Rules of Order shall be governed by parliamentary procedure as prescribed in Robert's Rules of Order.

**Approved by the general membership at the Forty Fifth Annual National Conference and Business Meeting, Ontario, California on January 12, 2008.**

Connie Goertz, President USMSCA

1/12/2008

Esther Caldwell, By-laws Chair

1/12/2008