

(As adopted by Board
on March 18, 1996)

BYLAWS OF CHARLOTTE SISTER CITIES

ARTICLE I

NAME AND PURPOSE

Section 1. *Name.* The name of the corporation will be Charlotte Sister Cities.

Section 2. *Purposes.* Charlotte Sister Cities ("*CSC*") seeks to promote international cooperation, understanding and development through a variety of dynamic exchanges with specific cities with whom Charlotte maintains an active, formalized relationship.

CSC is a member of Sister Cities International (the principal program of the Town Affiliation Association of the U.S., Inc.), a tax exempt, non-profit organization, headquartered near Washington, D.C., that serves as a clearing point for information and assistance.

The purposes of *CSC* will include:

(a) to promote friendly and meaningful exchanges of people, ideas and things among recognized Sister Cities;

(b) to research and propose to the Charlotte City Council additional foreign Sister Cities;

(c) to open new dialogues with other cultures to find unique solutions to improving the quality of life;

(d) to understand our community in order to interpret effectively the Charlotte way of life to the people of other cultures; and

(e) to coordinate projects and conduct other activities to fulfill the preceding objectives.

Section 3. *Non-Profit Organization.* In accordance with its Articles of Incorporation and subject to Article VII, Section 2, *CSC* will not be conducted or operated for profit and no part of any net assets or earnings or any remainder or residue from funds provided to *CSC* from any source will inure to the benefit of any private person (other than as reasonable compensation for services rendered or as payments and distributions in furtherance of the

exempt purposes of *CSC*).

ARTICLE II

STRUCTURE AND DIVISION OF POWER

- Section 1. *Board of Directors.* The Board of Directors ("the Board") will have the sole power to decide any fundamental issue relating to the structure or purpose of *CSC*, to amend the Bylaws and to recommend the addition of Sister City relationships, as well as to approve and supervise the policies and programs of *CSC* and to transact the business of *CSC*. It will report all significant actions to the members of *CSC*.
- Section 2. *Officers.* The officers of *CSC* will consist of Chairperson, Vice Chairperson (both of whom will be members of the Board), Secretary and Treasurer.
- Section 3. *Committees.* There will be a committee for each of the Sister Cities with which the City of Charlotte has a formal relationship. Each committee will have the power to develop and implement programs and policies concerning its Sister City and to make routine decisions concerning those programs and policies, subject to the direction and control of the Board.
- Section 4. *Advisory Board.* In order to promote continuity on the Board, to assist in fundraising and community outreach and to take advantage of the expertise and experience of *CSC* members and others in the community, the Board is authorized to establish an Advisory Board to advise the Board on major *CSC* matters. Former members of the Board and community leaders will be eligible to serve on the Advisory Board. Members of the Advisory Board will be appointed by the Board in April for one-year terms. The Board will consult with the Advisory Board as necessary..
- Section 5. *Delegation of Duties.* The Board may appoint or hire non-members to perform services for *CSC* and will have the power to delegate administrative, secretarial, legal and accounting duties to non-members. The Board may compensate those persons for the performance of those duties or services.

ARTICLE III

MEMBERSHIP ON BOARD

Section 1. *Appointment of Members.* There will be 25 seats on the Board, 13 of which will be filled by appointment of the Board, 4 of which will be filled by appointment by the Mayor and 8 of which will be filled by appointment by the City Council. The Board may add up to five seats for each city with which a formal Sister City relationship is created. If a Sister City relationship with any city is terminated, the seats added for that city will not be eliminated, but no new seats will be added when the next formal Sister City relationship with another city is established. The immediate past-Chairperson will continue to be a member of the Board for one year beyond ceasing to be the Chairperson (unless that person decides not to continue to serve as a member of the Board).

The seats on the Board will be filled with persons who have a demonstrated close connection to and interest in the City of Charlotte and who have expressed interest in or possess a background beneficial to CSC projects.

Section 2. *Terms.* Terms of membership for appointed members of the Board will be two years beginning in April. Members of the Board may be reappointed at the end of a term. Members of the Board appointed by the Mayor or by City Council may not serve more than two full terms. Members of the Board appointed by the Board may not serve more than three full terms, including any terms served under appointment by the Mayor or by the Council. In spite of the foregoing, the term of office of the immediate past-Chairperson as a member of the Board will be extended for up to one year if that term would otherwise expire prior to the end of such an extension.

Section 3. *Voting.* Each member of the Board, appointed and ad hoc, will have one vote.

Section 4. *Vacancy.* Any vacancy will be filled by the official or body that appointed the member of the Board whose absence has created the vacancy. The Chairperson may temporarily fill any vacancy by appointing a member of a committee or any other person to serve as an ad hoc member of the Board, but only until an appointment for the seat is made by the City Council, the Mayor or the Board. The ad hoc member may be appointed as a member of the Board.

Section 5. *Removal.*

(a) In the event of extraordinary circumstances of misconduct or malfeasance by any member of the Board who was appointed by the Board, the Board may remove that member from the Board.

(b) In the event of extraordinary circumstances of misconduct or malfeasance by any

member of the Board who was appointed by the Mayor or City Council, the Board may recommend removal of that member from the Board. That recommendation will be submitted to the Mayor or City Council, whichever appointed that member, and if the appointing official or body concurs with the recommendation, that member will be removed.

(c) If any member of the Board appointed by the Mayor or City Council fails to attend 75 % of all regularly scheduled meeting during any calendar year as set forth in Article IV, Section 5, the Board will notify the Clerk of City Council and the Mayor or City Council, whichever appointed that member, and that official or body will take the action that it determines to be appropriate.

(d) If any member of the Board appointed by the Board fails to attend 75% of all regularly scheduled meetings during any calendar year as set forth in Article IV, Section 5, the Board will remove that member unless the Board determines that extraordinary mitigating circumstances exist.

ARTICLE IV

MEETINGS

- Section 1. *Meetings.* The Board will meet every month on a regular schedule that it determines. Special meetings may be called by the Chairperson or any three members of the Board. Committees will meet as needed. Any non-member may attend Board meetings.
- Section 2. *Notice.* Notice of any special meeting of the Board must be given at least three days prior to the meeting. Notice may be given by mail or by telephone.
- Section 3. *Agenda.* An agenda of proposed topics of discussions at a meeting may be prepared and distributed to each member of the Board prior to the meeting. Business not listed or stated in the agenda may be discussed and voted on at the meeting, subject to the provisions of Article VII, Section 1 relating to amendment of these Bylaws.
- Section 4. *Quorum.* A majority of the Board members will constitute a quorum.
- Section 5. *Attendance.* Members of the Board will attend 75 % of all regularly scheduled Board meetings, unless excused for cause. Failure to attend the required number of Board meetings will be handled in the manner set forth in Article III, Section 5.
- Section 6. *Informal Action.* In the event of situations that the Chairperson deems to be emergencies, or requiring swift or immediate action, the Chairperson may poll the Board members by telephone, or may give written notice of a proposed action, requesting written objection to the action. Action so taken will be valid if ratified at the next regular meeting.

- Section 8. *Procedure.* Meetings of the Board will be conducted in accordance with the rules and procedures set forth in *Robert's Rules of Order*.
- Section 9. *Voting.* Each Board member attending a Board meeting will be entitled to one vote. All questions will be decided by a majority vote of the members present, subject to the quorum requirements set forth in Section 4.
- Section 10. *Minutes.* Minutes of each meeting will be prepared and distributed to all members prior to or on the date of the next meeting.

ARTICLE V

OFFICERS

- Section 1. *Officers.* As provided in Article II, Section 2, the officers of *CSC* will consist of Chairperson, Vice Chairperson, Secretary and Treasurer.
- (a) The Chairperson will preside at all meetings of the Board, will have the right to attend any meeting of any committee or ad hoc committee, will generally have the responsibility for implementing the policies and directives of the Board and will have the duties and powers normally appurtenant to the office of Chairperson in addition to those particularly specified in these Bylaws.
- (b) The Vice Chairperson will have the duties and exercise the powers of the Chairperson in case of the Chairperson's death, absence or incapacity and will perform the duties that the Chairperson assigns to it. In addition, the Vice Chairperson will chair an Administration Committee composed of the Vice Chairperson, the Executive Director, the chairpersons of the fundraising and public relations committees and other Board members who the Vice Chairperson determines to be appropriate. The Vice Chairperson will have the primary responsibility for the supervision of the Executive Director, the administration of *CSC* and the implementation of the Board's policies and programs relating to fundraising, publicity and community outreach.
- (c) The Secretary will keep a record of all meetings of the Board and all the matters of which the Board orders a record, including a roll of the members of the Board with their addresses; will handle correspondence; will notify members of meetings; will notify officers and directors of their election to office; and will carry out other such duties as are prescribed in these Bylaws. These functions can be delegated in whole or in part to one or more members of the Board.
- (d) The Treasurer will collect and receive all moneys due or belonging to *CSC*; will deposit the same in a bank designated by the Board, in the name of *CSC*; will maintain the books open to inspection by the Board and report at every meeting the condition of *CSC*'s finances and every item of receipt of payment not before reported; and at the annual meeting will render an account of all moneys received and expended during the

previous fiscal year.

Section 2. *Election and Term.* During February of each year at its regularly scheduled meeting, the Board will, by a majority vote of the members of the Board then present, elect officers of CSC. A nominating committee of three Board Members (including the immediate past-Chairperson if still a member of the Board) appointed by the Chairperson will prepare the slate of a candidate for each office. Nominations may be made from the floor... and any Board Members whose term will extend for the following year, or who is eligible for reappointment to the Board, may be nominated with that member's consent.

The Chairperson and Vice Chairperson will each serve for a one-year term to begin on the first day of July immediately following the election. Officers may be reelected so long as they continue to be qualified to serve, as provided above. However, absent extraordinary circumstances, the Chairperson should serve only one term and should be succeeded by the Vice Chairperson. Should any officer resign or become ineligible to serve during a term, the Board members will elect a replacement, in the manner provided above, at the next regularly scheduled meeting of the Board.

ARTICLE VI

COMMITTEES

Section 1. *Sister City Committees.* Each Board member will serve on at least one committee. Any non-member may be appointed by the committee chairperson to serve on a committee.

There will be a committee for each of the Sister Cities with which the City of Charlotte has a formal relationship. Each Sister City committee will be responsible for developing a program with its Sister City in furtherance of the purposes of CSC.

The Chairperson of each committee will be appointed by the Chairperson of the Board and will serve for a one-year term, with option for reappointment. Each such Chairperson will be a member of the Board. Each such Chairperson will name a Vice Chairperson, who normally would succeed the chairperson if the Vice Chairperson were then a member of the Board.

Section 2. *Other Standing Committees.* There will be other standing committees that the Board deems necessary. The Board Chairperson will appoint the Chairpersons of the standing committees for a one-year term, with the option of reappointment.

Section 3. *Ad Hoc Committees.* The Chairperson of the Board will have the power to establish ad hoc committees as necessary. An ad hoc committee will be set up to accomplish one specific project and will cease to exist upon the completion of that project.

Section 4. *Quorum.* A simple majority of the members of an ad hoc or standing committee will

constitute a quorum for the purpose of conducting business. A simple majority of those present at a meeting is necessary to take action of any matter. There will be no quorum requirement for committees.

Section 5. *Reporting.* All committees will report directly to the Board.

ARTICLE VII

MISCELLANEOUS PROVISIONS

Section 1. *Amendment.* These Bylaws may be amended by the Board by a majority vote of those in office and present at a duly called meeting at which a quorum is present. All members of Board will be notified in writing at least one week before any meeting at which any proposed change in the Bylaws will be considered, and the notice will show the proposed amendment or state the general nature of the amendment.

Section 2. *Other Activities.* Notwithstanding any other provision in these Bylaws, CSC will not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of that Code (including in both cases the corresponding provisions of any subsequent United States Internal Revenue laws).

Section 3. *Dissolution.* In the event of any termination, dissolution or winding up of CSC, the Board will pay or make provision for payment of all liabilities of CSC and distribute all the remaining assets of CSC to an organization or to organizations that the Board chooses, but none of the assets of CSC will be distributed to any organization that is then not organized and operated for exempt purposes and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are deductible under Section 170(c)(2) of that Code (including in both cases the corresponding provisions of any subsequent United States Internal Revenue laws).