

Lacey-Mińsk Mazowiecki Sister City Association
A Washington Corporation Not-for-Profit

Bylaws

MISSION STATEMENT:

Lacey-Mińsk Mazowiecki Sister City Association is a not-for-profit association of citizen diplomats dedicated to fostering understanding, appreciation, and peaceful coexistence among the peoples of our world. Lacey-Mińsk Mazowiecki Sister City Association works toward this aim through educational, cultural, athletic, trade, business, technical, and governmental activities.

ARTICLE I: NAME

The name of this corporation shall be LACEY-MIŃSK MAZOWIECKI SISTER CITY ASSOCIATION, a Washington Corporation Not-for-Profit (referred to hereinafter as “Association”).

ARTICLE II: CITY OF LACEY/ASSOCIATION RELATIONSHIP

- A. The Association is founded for the purposes listed below. It is the intention of this Association that it cooperate with the City of Lacey in order to accomplish these purposes.
- B. A member from the City Council shall, ex-officio, serve as Honorary Chairperson of any delegation of this Association traveling abroad on

behalf of the Association and when receiving any delegation from a foreign nation.

- C. The City of Lacey shall bear no financial responsibility for the debts of this Association.

ARTICLE III: PURPOSE

The purposes of this Association are educational, cultural, athletic, trade, business, technical, and governmental. The Association's objectives are:

- A. To learn more about the people of other cities throughout the world and enhance international communication and understanding.
- B. To provide opportunities to give service to and derive benefit from community projects of international scope.
- C. To encourage international trade and tourism between Lacey and our sister city.
- D. Other objectives as agreed on by the Association.

ARTICLE IV: MEMBERSHIP

Membership in the Association shall be open to anyone who has ties to the City of Lacey and/or has a reasonable desire and willingness to promote and foster the aims and objectives set forth in the Articles of Incorporation of this Association. Membership categories are listed below. Members' voting privileges relate to the annual meeting, by-laws updates and any scheduled membership meeting.

- A. Individual Membership: Any person, who resides, owns or is associated with a business, organization, or institution within Lacey city limits or Lacey Urban Growth Boundary, or is interested in promoting the goals of the Association. Individual Members shall have voting privileges in the business affairs of the Association.

- B. Organization/Business/Institution Membership: This membership is open to any Organization/Business/Institution, which has an interest in promoting the goals of the Association. Each organization, business, institution shall designate one official representative to attend meetings and functions of the Association. That official representative shall be registered with the Secretary of the Association. There shall be only one official representative from each organization, business, or institution. This representative shall have voting privileges in the business affairs of the Association.

- C. Family Membership: Family membership is open to individuals residing in the same household; however, only one family member may vote during a meeting.

- D. Student Membership: Students may be members of the Association. To qualify, the student must be enrolled in a learning institution. Students shall have no voting rights.

- E. If the City of Lacey creates additional sister cities, the association shall offer them membership in Lacey Minsk-Mazowiecki Sister City Association.

- F. Membership Application: Interested persons for membership by submitting a completed standard application to a Board member, accompanied by payment of annual dues.
- G. Dues: The Board of Directors shall fix the amount of annual dues for each type of membership, i.e. Individual, Student, Family, Business/Organization/Institution. Student dues are set as \$5.00/year. Each year the Treasurer will forward to each member a statement of dues owing no later than December 15. Payment is due by January 15. If a member shall fail to pay the assessed dues by January 31, a delinquency notice shall be sent to said member. If payment is not made by February 15, said member will be terminated as of that date. To be reinstated following resignation or termination of membership, a new application must be submitted and membership dues paid in full. For new members only, dues will be prorated semi-annually until January 1, the beginning of the new fiscal year.

ARTICLE V: MEMBERSHIP MEETINGS

- A. Annual Meeting: The annual meeting of this Association shall be held at such place as may be designated on the first Wednesday of October of each year for the purpose of election of the Board of Directors, approval of the annual budget, planning for the next fiscal year and such other business that may come before the members. Said meeting must be open to the public and a

written announcement or invitation must be sent at least two weeks in advance to all members of the Association and the Lacey City Council.

1. A second membership meeting may be held at such place as may be designated on the first Wednesday of April of each year for the purpose of review of the financial status of the Association and for such other business as may come before it. Said meeting must be open to the public and a written announcement or invitation must be sent at least two weeks in advance to all members of the Association and the Lacey City Council.

- B. Regular Meetings: The Association shall meet at least monthly, or more frequently, at a time and place agreed upon by the Board. The October meeting (and possibly April) will take place immediately following the members' meeting.
- C. Special Meetings: The Board of Directors may call a special meeting at any time by vote of the majority of the Board of Directors or upon petition to the Secretary of the Association by four members of the Board of Directors. At said special meetings, only business as is stated in the call for said meeting shall be transacted.
- D. Roberts Rules of Order: All meetings shall be conducted in accordance with Roberts Rules of Order.

ARTICLE VI: BOARD OF DIRECTORS

- A. Numbers: The affairs of the Association shall be managed, conducted and controlled by a Board of Directors consisting of not more than seven members of the Association.
- B. Qualifications: The Board of Directors shall be elected from the membership of the Association and must continue to be members in good standing during their term of office. If the City of Lacey creates additional sister cities, the Lacey-Minsk Mazowiecki Association shall offer them an organizational membership.
- C. Election: The Board of Directors shall be elected by the members of the Association at the first annual meeting, and thereafter, elections shall be held at the annual meeting. Proxy voting is not permitted. Members in good standing must be present at the annual meeting in order to vote for Board members.
- D. Term of Office: Directors shall be elected for a two-year term except that the term of the Directors elected at the first membership meeting shall be as follows: four of the Directors shall serve for a two-year term and three of the Directors shall serve for a one-year term. No member shall serve on the Board of Directors for more than two consecutive elected two-year terms. After two-consecutive elected two-year terms, members may be elected to the Board of Directors after an absence from the Board of one year or may be immediately appointed to the Board provided that there are no members of the association willing to fill a vacated position. The term

of office will be effective at the first meeting of the Board of Directors following the annual meeting.

- E. Quorum: A simple majority of the Board of Directors shall constitute a quorum for the transaction of business. Actions of the Board of Directors shall be by majority vote of those present at a duly convened meeting. There shall be no voting by proxy.
- F. Absentee: Members of the Board of Directors shall be encouraged to attend all meetings of the Board, however, if any Director fails to attend three consecutive meetings without valid reason and does not obtain an excuse for the absence from the President or Secretary of this Association, said member will be considered to have resigned. After having missed two consecutive meetings without a valid reason, the Secretary shall provide said Board member with written notice of the provisions of this Article. If said member is absent for a third meeting, the Board of Directors shall proceed to fill said vacancy in accordance with Article VI (G).
- G. Vacancy: A vacancy on the Board of Directors shall be filled from the Membership by a majority vote of the remaining Board of Directors. Such person filling the vacancy shall hold said position until the expiration of the term being filled.

ARTICLE VII: OFFICERS

All officers of the Association shall be elected or appointed by the Board of Directors from their numbers except as hereinafter provided. Officers of the Association are President, Vice President, Secretary and Treasurer. Duties of the Officers:

- A. President: Shall preside at all meetings of the Board of Directors and members, shall set the agenda for monthly meetings, and shall sign, as President, all certificates of membership, contracts and other instruments.
- B. Vice President: Shall assume the duties of President in his/her absence and assume such duties assigned to him/her from time to time by the Board of Directors.
- C. Secretary: Shall
 1. Keep records and minutes of all Board and membership meetings.
 2. Be custodian of the corporate seal.
 3. Sign, where required, all corporate papers in conjunction with the President.
 4. Keep the membership list showing the name of each member and pertinent information relative to each member.

In the absence of the Secretary, the Board of Directors shall appoint one of the members for the current meeting or function.

- D. Treasurer: Shall
 1. Be the custodian of all funds of the Association, depositing such funds in bank(s) designated by the Board of Directors, and shall keep proper and accurate records and accounts and present to the

Board of Directors together with all other records and papers at any meeting when requested or required to do so.

2. Disburse funds only as prescribed by the Board of Directors, other than petty cash. The signatures of two officers shall be required on all checks issued by the Association.
3. Provide a written report of the current financial status of the Association at each Board meeting.
4. At least 30 days prior to the close of the fiscal year, prepare a budget for the succeeding year. Said budget shall be presented to the Board of Directors for review and approval.
5. No later than December 15, prepare and mail and/or email notices to members for upcoming annual dues in an amount as voted on by the Board of Directors.

E. Past President: Shall provide guidance and transition assistance to the Board President for the first year after his/her term.

The President and Vice President shall jointly appoint an audit committee of three or more from the Board of Directors to review the financial records of the Association every year.

F. Election: The Officers shall be elected by the Board of Directors at the first meeting following the annual meeting. Their term will start effective following said meeting.

G. Term of Office: Officers shall serve for one fiscal year per position. Officers may be re-elected during their term on the Board of Directors.

- H. Vacancy: Vacancy of an Officer shall be filled from the remaining Board members or the regular membership by a majority vote of the remaining Board of Directors. Such person filling the vacancy shall hold said position until the expiration of that fiscal year.
- I. Compensation: Officers shall receive no compensation as salary from the Association, but may receive expenses for special activities on behalf of the Association. Such special expenses shall be by vote of the Board of Directors.

ARTICLE VIII: COMMITTEES

The committees of the Association shall be standing or special.

- A. Standing Committees: The President shall appoint, with approval of the Board of Directors, a chairperson to each committee as necessary for the functioning of the Association. Each chairperson shall serve for one year and may be re-appointed by the President with Board approval.
- B. Special Committees: The Board of Directors or President shall have the power to call for the establishment of special committees for such special tasks as circumstances warrant. Some examples may be the election of the Board of Directors (Nominating Committee), or any other committee as deemed necessary. Upon completion of the task for which the committee is appointed, said special committee shall be dissolved.

ARTICLE IX: REVOCATION OF MEMBERSHIP

The membership of any member may be revoked by a majority plus one vote of the Board of Directors present and eligible to vote at any duly convened meeting for any of the following reasons:

- A. The member no longer meets the qualification for membership set forth in Article IV: Membership.
- B. The member has willfully failed and refused to be governed by the Corporation's Articles and/or Bylaws.
- C. The member is determined to be guilty of such moral turpitude or conduct as to adversely reflect upon the Association.

Before any such revocation shall become effective, it shall be the duty of the Board of Directors to advise the member of the charges pending against said member and the date of the meeting at which same will be heard and considered. The member shall be entitled to appear and be heard at such meeting and to present such testimony considered appropriate.

ARTICLE X: ADMINISTRATION

Offices: As of this date, the Association has no regular offices. Administration is performed out of the homes of the members. A post office box (PO Box 5992, Lacey, Washington 98509-5992) is maintained by the Treasurer as the mailing address.

- A. Fiscal Year: The fiscal year shall align with the City of Lacey's, and shall commence on the first day of January.

