

BYLAWS SISTER CITIES OF HAMPTON

ARTICLE I: NAME

Section 1 - Name:

The name of this organization shall be Sister Cities of Hampton, Inc., hereafter called Sister Cities of Hampton.

ARTICLE II: PURPOSE

Section 1 - Purpose:

The purpose to be promoted and nature of the activities to be conducted or carried out by Sister Cities of Hampton shall be:

- a) To cause and encourage the people of the City of Hampton and the people of similar cities of foreign nations to acquire 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.
- b) To foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Hampton, Virginia and the people of similar cities of other nations.
- c) To undertake any activities and programs as will provide one another appropriate charitable aid and comfort, education and mutual understanding, and to foster and nurture international cooperation, understanding and development between the people of Hampton, Virginia and selected sister cities, through educational, cultural, economic, technical, medical, charitable and sports related exchanges and programs.
- d) To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation organizations; thereby encouraging other organizations and residents of U.S. communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of U.S. communities and peoples of nations outside of the United States of America, and to act as a coordinating body among those organizations, groups and individuals desiring to engage in the activities of such international municipal cooperation organizations.
- e) To do any other act or thing incidental to or connected with the foregoing purposes, or connected to any other lawful purpose, or in advancement thereof, but not for pecuniary profit or financial gain of the members or the officers, directors or employees of Sister Cities of Hampton, except as permitted by law.
- f) Sister Cities of Hampton has all those powers granted to it by Resolution adopted by the City Council of Hampton on September 22, 2004.

ARTICLE III: MEMBERSHIP

Section 1 - Membership

Sister Cities of Hampton shall have members who have the rights, privileges, qualifications, obligations and shall be selected in the manner set forth in the Bylaws of Sister Cities of Hampton. Membership shall be open to any organization, business, or individual in the United States who pays the membership dues established from time to time by the Executive Board of Directors (hereafter called the Board), who is and remains at all times in good standing with Sister Cities of Hampton, and who is: (a) an individual who resides, works or has some other interest in the City of Hampton; (b) a company, business or other organization of any kind that is located or actively involved in matters affecting the City of Hampton; or (c) any other person or organization as may be elected from time to time by the Board. With the exception of the duly selected members of the Board, and unless otherwise authorized by the Board, membership shall be for one-year periods upon payment of annual dues and assessments and otherwise remaining in good standing with Sister Cities of Hampton.

ARTICLE IV: MEETINGS

Section 1 - Regular Meetings:

Regular meetings of the Board shall be held no less than quarterly at a location to be established by the Board. Each year an annual meeting shall be held for the purpose of; reviewing actions of Sister Cities of Hampton during the preceding year, establishing goals and any other business that properly comes before the Board may be considered. Both Board members and general members shall receive notice of the annual meeting.

Section 2 - Notice of Meetings:

The President shall order the Secretary to give Board members no less than ten days notice of meetings by mail or email. This shall apply to meetings of the Board and to meetings open to the general membership. Notices shall include the time, place, and business to be transacted at said meeting. If the office of the Secretary is vacant, any Board member designated by the President may mail or email notice of meetings to members.

Section 3 - Special Meetings:

Special meetings of the Board may be called at any time by the President or upon petition to the Secretary by three of the Board members. At special meetings, only such business as stated in the notice shall be transacted. The Secretary shall give no less than ten days notice of such meeting by mail or email stating time, place, and the business to be transacted.

Section 4 - Quorum:

At any meeting of the Board, only members present in person shall constitute a quorum for all purposes including the election of Board members.

ARTICLE V: EXECUTIVE BOARD OF DIRECTORS

Section 1 - Board Members:

Sister Cities of Hampton shall be governed by a Board with a maximum of twenty people, including four officers whose roles are defined below. Membership as a Board member shall be open to any member of Sister Cities of Hampton in good standing. A maximum of fifteen citizen members of the Board shall be selected from the general membership, two members of the Board shall be students of good moral character residing in the City of Hampton, one member of the Board shall be a sitting member of the Hampton City Council; one member shall be appointed by the Superintendent of Hampton Schools; and one member shall be appointed by the City Manager. All members of the Board shall serve on at least one committee or as an officer.

Section 2 - Qualifications:

The citizen members of the Board shall be selected from the general membership of Sister Cities of Hampton by the Board and must continue to be a member in good standing with Sister Cities of Hampton during their term of office.

Section 3 - Term of Office:

The terms of the Board members appointed by City Council, the City Manager and the Superintendent of schools shall be indeterminate. Student members shall serve one year terms and may serve up to four years. Citizen Board members shall serve four-year terms and each shall hold such office until their successor is elected, except that the term of these initial citizen Board members shall be as follows: one group of five members will be selected for a term of four years, one group of five members will be selected for a term of three-years and one group of five members will be selected for a term of two years. No citizen Board member may serve more than nine consecutive years.

Section 4 - Selection:

Future citizen members of the Board shall be elected from the general membership of Hampton Sister Cities by the general membership of Hampton Sister Cities at the annual meeting.

Section 5 - Vacancies:

Citizen member vacancies on the Board shall be filled by the Board from the general membership.

Section 6 - Regular Meetings:

The first meeting of the Board shall be held immediately after its establishment. Regular meetings of the Board shall be held no less than quarterly thereafter.

Section 7 - Special Meetings:

The President may call a special meeting of the Board as necessary and the notice for all special meetings shall be in writing, giving no less than ten days notice to members of the Board, and shall state the purpose of the special meeting. Special meetings may also be called in conformity with Article IV herein.

Section 8 - Quorum:

At least fifty percent (50%) of the current members of the Board shall constitute a quorum.

Section 9 - Powers and Duties of Board Members:

The Board members shall have the obligation and power to: a) conduct, manage and control the affairs and business of Sister Cities of Hampton. b) Maintain a complete record of all business transactions, minutes, acts, notices, and proceedings of Sister Cities of Hampton and shall present a full statement at the regular annual meeting showing in detail the condition of the affairs of Sister Cities of Hampton. c) The Board shall select from its membership the officers.

Section 10 - Resignation:

Board members/officers may resign by letter addressed to the President. Upon resignation, the President shall give notice to the remaining Board members. The Board shall select a member in good standing to fill the unexpired term of the resigning Board member, except for those appointed as described in Section 1. No vacancy on the Board shall impair the rights of a quorum to exercise all rights and duties hereunder. For good cause by vote of the majority, the Board may remove a Board member who is not fulfilling his or her duties hereunder.

Section 11 - Voting:

Each Board member shall be entitled to one vote on all matters coming before the Board. The vote of a majority of Board members shall be necessary for any action to be taken by Sister Cities of Hampton. Voting shall be by roll call and the yeas and nays shall be entered into the minutes of such meetings. Robert's Rules of Order shall prevail so long as there is no conflict with these Bylaws.

Section 12 - Order of Business:

At regular and special meetings of the Board, the following shall be the order of business:

- roll call
- reading and approval of the minutes of the previous meeting
- reports/briefing of each committee and officer
- unfinished business
- new business
- adjournment

ARTICLE VI: OFFICERS

Section 1 - Election of Officers:

All Officers of Sister Cities of Hampton shall be elected by the Board members from the citizen Board members.

Section 2 - Definition of Officers:

Officers of Sister Cities of Hampton shall be the President, Vice President, Secretary and Treasurer. The term for these offices is two years, except that the term for the initial Vice President and Secretary shall be one year. No person may serve more than two consecutive terms in the same office.

Section 3 - Role of the Mayor:

The Mayor of the City of Hampton shall be an ex-officio member of the Board of Directors of Sister Cities of Hampton and serves as the Honorary President of Sister Cities of Hampton.

Section 4 - Compensation of Board Members:

Board members shall receive no compensation from Sister Cities of Hampton, but may receive reimbursement of expenses with prior written approval from the Board.

Section 5 - Powers and Duties of Officers:

- a. The President shall preside at all meetings of the Board and the general membership. The President shall sign all certificates of membership, all contracts, and all other instruments.
- b. The Vice President shall assume the duties of President in the President's absence and shall assume such duties assigned to the Vice President from time to time by the Board.
- c. The Secretary shall:
 - i. Keep records and minutes of all Board and general membership meetings.
 - ii. Keep an accurate list of all members and their contact information.
 - iii. Sign, where required, all papers in conjunction with the President.
- d. The Treasurer shall:
 - i. Be the custodian of all funds of Sister Cities of Hampton depositing such funds in banks designated by the Board. The treasurer shall keep accurate records of all financial transactions.
 - ii. Disburse funds only as dictated by the Board and in no instance disburse funds (other than petty cash) except by bank instrument bearing the signature of either the President or Vice President in addition to that of the Treasurer.

ARTICLE VII: COMMITTEES

Section 1 - Creation of Committees:

The following permanent committees are hereby created:

- a. Strategic Planning,
- b. Budget and Finance,
- c. Education,
- d. Membership and Publicity,
- e. Anyang Coordinating,
- f. Southampton Coordinating,
- g. Vendome Coordinating,
- h. Pietermaritzburg Coordinating.

The chairman of each of these permanent committees shall be a non-student member of the Board.

Membership on any other committees created is open to the general membership, the Board, and the Officers. Each committee shall be chaired by an individual appointed by the Board. The make-up of the membership in any committee shall be at the discretion of the committee chairman, but must be from members of Sister Cities of Hampton.

Section 2 - Terms of Committee Chairmen:

Each committee chairman shall serve a one year term and may be reappointed by the Board of Directors.

Section 3 - President's Power to Create Committees:

The President of the Board shall have the power to call for the establishment of additional committees for such occasions as the nomination of Board members (nominating committee) and the selection of additional sister cities (city selection committee), and for any other purpose the President deems beneficial to Sister Cities of Hampton.

ARTICLE VIII: ADMINISTRATION

Section 1 - Office:

Sister Cities of Hampton shall have and continuously maintain an office in Hampton. Sister Cities of Hampton may hold its meetings at such places as may be designated by the President.

Section 2 - Fiscal Year:

The fiscal year shall commence on the 1st day of July, and end on June 30th of the succeeding year.

Section 3 - Financial Records:

Financial records shall be open for inspection upon the reasonable request of any Board member or any general member. A complete statement of receipts and expenditures shall be presented at each annual meeting for review.

ARTICLE XI: AMENDMENTS

Section 1 - Amendments to Bylaws:

These Bylaws may be altered or amended at any annual meeting of Sister Cities of Hampton or at any other meeting called for that purpose, by a vote of a majority of a quorum at a meeting duly called. The written assent of a majority of the Board membership is effectual to repeal or amend any Bylaws or to adopt additional Bylaws without the necessity of a general membership meeting.