

**BY LAWS OF  
THE SISTER CITIES INTERNATIONAL COUNCIL OF FRESNO**

**ARTICLE I**

**Section 1 Name.**

This organization shall be names the Sister Cities Council of  
Fresno

**Section 2 Purpose.**

The purposes of the Sister Cities Council of Fresno shall be educational and charitable. The organization's objectives are:

1. To foster and continue a relationship of mutual exchanges between the citizens and governments of the City of Fresno and its sister cities.
2. To undertake and promote cultural activities and economic exchange programs between business people and government officials; which will provide to one another mutual understanding and international cooperation.
3. To act as a coordinating body for the Mayor of the City of Fresno; the Fresno City Council and other municipal representatives; local business people; cultural groups; scholars and students desiring to engage in the activities of an international exchange.
4. Create an atmosphere in which economic development and trade can be developed, implemented and strengthened.

**ARTICLE II - MEMBERSHIP**

**Section 1 Membership.**

Membership in the organization shall be open to anyone interested in fostering the goals of the sister city relationship and shall be guided by the Board.

**Section 2 Dues.**

The amount of the yearly dues shall be determined by the  
Board

## **ARTICLE III - OFFICES**

The principal office of the Council shall be located at Fresno City Hall, Office of the Mayor, 2600 Fresno Street, Fresno, CA 93721 for the purposes of all official correspondence. The Board of Directors has established an additional office at 1690 W. Shaw Avenue, Suite 200; Fresno, CA. 93711. The location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

## **ARTICLE IV - DIRECTORS**

### **Section 1 General Powers.**

The property and affairs of the Council shall be managed and controlled by the Board of Directors.

### **Section 2 Directors.**

The Directors shall be elected at the annual meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote. The Mayor of the City of Fresno is the (Honorary) Chair of the Fresno Sister Cities Council and is entitled to one vote. Ambassadors from the current Fresno City Council are (Honorary) Chairs of the sister city committee of their choosing and will also have one vote.

### **Section 3 Quorum.**

A quorum shall consist of a majority of the Board, Ambassadors and Committee Chairs.

### **Section 4 General Meetings.**

Meetings of the membership may be called by the Board at any time to transact any business which the Board may require. These meetings may be called by the President or upon a vote of a majority of the Board members.

### **Section 5 Board Meetings.**

Board meetings may be called by the President or upon a vote of a majority of the Board members and shall be open to all members.

### **Section 6 Committee Meetings.**

Committee meetings may be called at any time by the Chair of that Committee to transact business as needed.

### **Section 7 Special Meetings: Call and Notice.**

Special meetings of the Board of Directors shall be held whenever called by direction of the President or of five (5) Directors, upon at least five (5) days prior notice in writing, given personally, by postal mail or email, which notice shall state the time, place and purpose of the meeting.

### **Section 8 Annual Meeting.**

1. Annual meeting. A meeting of the total membership shall be held at least once a year at a time and place designated by the Board. At such annual meeting, the announcement of the officers elected by the Board from among its members shall be announced with the first meeting to occur no later than six months from the date of the first meeting of the Board. Each officer shall serve for a term of four years.
2. Notice of annual meeting. Notice of the meeting shall be given by the Board's Secretary no less than ten (10) days before the meeting. The notice shall be printed in a generally distributed local newspaper.

### **Section 9 Meetings Held by Consent.**

A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.

## **ARTICLE V – BOARD**

1. The Board's membership shall consist of the Mayor of Fresno; those Ambassadors from the Fresno City Council; Chairs and/or Co-Chairs of all Fresno's Sister Cities and other members in good standing.
2. The Fresno City Council shall provide one staff person who will assist in the operations of the organization and act as a liaison to the Mayor's office.
3. The Mayor will serve as (Honorary) Chair and the City Council as voting members.
4. Each member of the Board will serve for a four-year term, which is renewable.
5. The Board will be voluntary and receive no compensation.

## **ARTICLE VI - OFFICERS**

### **Section 1 Officers**

1. Officers shall consist of a President, Vice-President, Secretary and Treasurer, who are elected by the Board from among the members of the Board.
2. Each officer shall have a term of four years and may be re-elected no more than three consecutive terms for any office.

## **Section 2 Duties of the Officers**

1. The President shall preside at all meetings and present any impending action or correspondence to the Mayor or City Council when necessary. The President shall be the official spokesperson for the Council and report directly to the Mayor or designated liaison.
2. The Vice-President shall assume the duties of the President when the President is not available and other duties as assigned by the Board.
3. The Secretary shall give notice and keep an accurate record each meeting; distribute copies of these minutes to all Board members prior to the next scheduled meeting; have custody of and maintain official documents and record book(s) in which the Articles of Incorporation, Bylaws, special rules or order, standing rules, and minutes are entered with any amendments to these documents duly recorded; have the record books available; and keep a current list of the membership. The Secretary shall attest by signature to all instruments duly authorized and required of the Committee or of the Secretary by law.
4. The Treasurer shall keep an accurate accounting of any funds received and/or disbursed by the Committee. The Treasurer shall provide a financial report to the Board at each Board meeting and shall provide an annual financial report within one month following the fiscal year's end.
5. The President, along with the appropriate Ambassador and Chair or Co-Chair of the committee shall be responsible for the scheduling of all visits to and from any sister city which may have a relationship with the City of Fresno. The Mayor of Fresno shall be kept current regarding the activities of all sister cities by the President.

## **Section 3 Vacancies or Removal.**

1. Any vacancy in any office shall be filled by the Board of Directors at the next regular meeting following notice of said vacancy.
2. All Chairs shall be subject to removal at the pleasure of the Board of Directors by affirmative vote of a majority of the Directors in office.

#### **Section 4 Other Officers.**

The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the Committee.

### **ARTICLE VII - COMMITTEES**

#### **Section 1 Appointments.**

The Board may appoint Committees to assist with, and become involved in, projects, and programs in current and potential sister city relationships. Committees shall present recommendations for consideration by the Board and shall have other authority as may be assigned by the Board. A Chair of the committee may be appointed by the Board of Directors if there is not yet 10 voting committee members in place to vote.

#### **Section 2 Components.**

The Committees may be comprised of one or more interested Board members, other members of the organization, and current City of Fresno Councilmen and the current Mayor of Fresno. A committee shall consist of at least 10 voting members of Fresno Sister Cities.

#### **Section 3 Offices**

Each Committee shall have a Chair elected by a simple majority of the Committee. Chairs may be removed by a majority vote of the Board of Directors, if their performance is deemed inadequate. A new Chair may then be voted on by the committee; or appointed by the Board of Directors, if deemed necessary.

### **ARTICLE VIII - ADMINISTRATION**

#### **Section 1 Membership.**

The membership fee to Sister Cities International, in Washington, D.C. shall be paid for by the Office of the City Administrator of Fresno.

#### **Section 2 Staffing.**

The staffing of a liaison from the City of Fresno shall come from the Office of the City Administrator, the Mayor of Fresno, or its designee.

**Section 3 Financial Records.**

Financial records of the expenditure of funds in support of the activities of the Council shall be kept by the Office of the City Administrator, or its designee.

**Section 4 Fiscal Year.**

The fiscal year of the Council will be from July 1 through June 30.

**Section 5 Board.**

The Board shall report to the Mayor and City Council annually. This report shall coincide with the Committee's annual meeting

**ARTICLE IX - FINANCE**

**Section 1 Banking.**

All funds and money of the Council shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the Committee shall be collected and promptly deposited in the name of the Committee in such depositories as the Board shall select.

**ARTICLE X – AMENDMENTS**

The Board of Directors may amend the Bylaws of the Council from time to time at any meeting properly convened in accordance with these Bylaws with written amendment notice submitted to the Board of Directors no less and five (5) days prior to the meeting.

**ARTICLE XI - LIABILITIES**

The aforementioned ten articles constitute the entire Bylaws of Sister Cities International Council of Fresno. Wherefore the original incorporators have set forth our signatures on this \_\_\_\_\_<sup>th</sup> day of September of the year 2009.