

# Aurora Sister Cities International Bylaws

April 2024 Update

## **ARTICLE NO. 1: NAME**

Section 1. This Organization (referred to throughout this document as “the Organization” or “Aurora Sister Cities International”) shall be known as Aurora Sister Cities International. It shall operate as a nonprofit corporation without share capital.

## **ARTICLE NO. 2: HEAD OFFICE**

Section 1. The head office of the Organization shall be located in the city of Aurora, Colorado (“Aurora”) at such place as the Board of Directors shall determine from time to time by resolution.

## **ARTICLE NO. 3: PURPOSES AND MISSION**

Section 1. The purposes of the Organization are:

- a. to provide programs, projects, and exchange activities to support existing partnerships between the city of Aurora and any sister city identified by a resolution of the city of Aurora Mayor and City Council.
- b. to identify new sister city partnerships for, and on behalf of, the city of Aurora which provide value to the city of Aurora and the community of Aurora.
- c. to develop and support strategic initiatives which will help the city of Aurora grow its global presence, as well as engage its highly diverse international community.

Section 2. The mission of the Organization is to promote local and global partnerships centered on cultural, educational, and best practices exchange, fostering a network of community ambassadors who champion peace and prosperity around the world. See attached **Addendum 1, Aurora Sister Cities International Sister and Friendship City Selection Criteria**.

## **ARTICLE NO. 4: BOARD OF DIRECTORS**

Section 1. The Board of Directors shall be responsible for the governance and financial management of the Organization and shall act on all matters of policy and procedure.

- Section 2. The Board of Directors may remove any Director, with or without cause, by the affirmative vote of two-thirds of the Directors present and voting at a meeting in which such a vote is held. At any such meeting, such Director shall have the opportunity to be heard.
- Section 3. The Board of Directors shall consist of up to 18 elected voting members and a number of non-voting ex-officio members as appointed by, and at the discretion of, the Board of Directors. Ex-officio members do not count toward a quorum. The Board of Directors may designate special categories of membership for corporations, outstanding volunteers, community partners and students.
- Section 4. The Board of Directors will operate with Board Standing Committees and Sister City Working Groups and may appoint from time-to-time temporary Task Forces to which the Chair will assign specific schedules and responsibilities. (See Articles 12 and 13 for definitions and responsibilities of Board Standing Committees and Sister City Working Groups)
- Section 5. The Chair will give specific responsibilities to each member of the Board which may include, but are not limited to, participation on or chairing of, a Board Standing Committee or Task Force, or participation in a Sister City Working Group.
- Section 6. Each Director shall be elected for a three-year term of office. Directors will sit on one or more Standing Committees as needed by the Board.
- Section 7. The Board of Directors shall meet a minimum of nine times each calendar year and may meet in person, via the Web, or by telephone.
- Section 8. Provided that if one or more Directors shall die, resign or become disqualified while holding office, the Board of Directors remaining may, by resolution duly passed at any meeting of the Board, elect or appoint a Director or Directors to fill such vacancy or vacancies until the next meeting of the Organization at which elections for the vacancy or vacancies would ordinarily be held.
- Section 9. The Board of Directors may, in its discretion, pass resolutions from time-to-time that are consistent with the purpose and mission of the Organization, and which do not violate these Bylaws or state or federal law.
- Section 10. Each Director is required to provide an annual monetary “give/get” donation to the Organization each calendar year in which they serve on the Board of Directors, in an amount determined by the Board. Each Director shall also actively participate in annual Board fundraising efforts. See attached **Addendum 2, Board Give/Get and Board Agreements documents**.

## **ARTICLE NO. 5: MEETINGS OF THE BOARD OF DIRECTORS**

- Section 1. A meeting of the Board of Directors of the Organization may be formally called by the Chair at any place and time that is convenient for the meeting.
- Section 2. Meetings of the Board of Directors will be guided by an agenda (some of which may be handled by consent) and focus on regular discussion of Board and Organization strategic priorities and governance issues; reports from Board Committees, City Working Groups and Task Forces; and ongoing board member training.
- Section 3. Fifty percent (50%) of all voting Directors shall constitute a quorum at any meeting of the Organization. A quorum of voting Directors must be present in order for official action to be taken by the Board of Directors. To the extent these Bylaws provide that an action can be taken only by a certain percentage of present voting Directors (e.g., two-thirds), such action can only occur if a quorum of the voting Directors exists and the minimum vote threshold for that matter is met (e.g., two-thirds).
- Section 4. Notice of such meetings shall be given to each member of the Board of Directors in person or at their last address on record, not less than five days before the time of such meeting. A last known email address is sufficient for this purpose. A meeting of the Board of Directors may be held without formal notice if all members of the Board of Directors are present thereat and waive notice of such meeting in writing.
- Section 5. The Chair shall call a Special Meeting when required so to do by a majority of the voting members of the Board of Directors. If the Chair does not set a date for such Meeting and the Notice thereof is not given by the Chair within ten days thereafter, then the Board of Directors may themselves call and convene such Meeting. The same Notice shall be given for the calling of such Meeting as if called by the Chair. Reasonable Notice will be given of all Special Meetings. A Special Meeting shall be called within 30 days of the original request.
- Section 6. The accidental omission to give notice of any meeting or the non-receipt of any notice by any Director shall not invalidate any resolution passed or any proceedings taken at a meeting of the Board of Directors.
- Section 7. The procedure at meetings shall be governed by a set of guidelines chosen by the Board.
- Section 8. Proxy voting shall not be permitted. However, the Board of Directors may cast votes via e-mail, telephone, text message, or the like.
- Section 9. Any Director who fails to attend at least seventy-five percent (75%) of all meetings in a calendar year, and fails to receive pre-approval for absences over the 25% allowed based on exigent circumstances (as determined by the Chair), may be deemed to

have abandoned their duties as a Director and may be replaced or otherwise removed by a two-thirds vote of the remaining Board of Directors.

**ARTICLE NO. 6: OFFICERS**

Section 1. The Board of Directors will elect voting Directors as the following Officers:

Chair  
Vice Chair  
Secretary  
Treasurer

Section 2. The Officers are to be elected annually by the Board of Directors from among the voting members of the Board. Officer elections shall take place at the September meeting of the Board, or if no September meeting is held then at the next authorized meeting of the Board of Directors, and newly elected officers shall take office beginning on the first day of the first month following their election.

Section 3. A Director must have served at least one year on the Board of Directors before becoming eligible to stand for election as Chair.

Section 4. The Chair shall:

- (a) Convene and chair Board of Directors meetings and, in collaboration with the Organization's Executive Director, plan and develop the agenda for these meetings. The Chair may call special meetings of the Board, if needed.
- (b) Appoint the members of Board Standing Committees and Task Forces; appoint Chairs for Standing Committees, Task Forces, and City Working Groups; and in collaboration with the Vice Chair, inform Chairs and members of these groups of their responsibilities.
- (c) Request regular updates and reports from Board Standing Committees, Task Forces and Sister City Working Groups to ensure they are carrying out their responsibilities.
- (d) Report to the Board of Directors annually as to the state of affairs of the Organization.
- (e) Serve, in collaboration with the Executive Director, as a public face of Aurora Sister Cities International.
- (f) Conduct, in collaboration with the Board's Governance Committee, the

annual Executive Director evaluation.

- (g) Maintain copies of Executive Director evaluations, Executive Director contracts and contracts with the city of Aurora.
- (h) Serve as a member of the Governance Committee.

Section 5. The Vice Chair shall:

- (a) Serve in the place of the Chair in the event the Chair is unavailable or otherwise unable to fulfill their duties.
- (b) Serve as Chair upon the resignation of the Chair or in the event the position is otherwise vacated.
- (c) In collaboration with the Board Chair, seek Board members for Standing Committees and Task forces and inform Chairs and members of their responsibilities.
- (d) Serve as a member of the Governance Committee.

Section 6. The Treasurer shall:

- (a) In collaboration with the Finance and Resource Development Committee, monitor the Organization's income and expenditures (including those of Sister City Working Groups) and review at least quarterly the financial records of the organization.
- (b) Provide and interpret financial reports to the Board of Directors and collaborate with the Finance and Resource Development Committee and staff to prepare the annual budget of the Organization.
- (c) Work with the organization's staff to ensure that duplicate copies of all of the Organization's financial records are securely kept and accessible, including annual tax submissions, budgets and monthly or quarterly financial reports.
- (d) At the expiration of their term, deliver to their successor all statements of accounts and any other documents pertaining to the Organization and the Treasurer's office.
- (f) Co-sign contracts, checks, tax, and other financial documents, if necessary and as determined by the Board of Directors.
- (g) Chair the Board's Finance and Resource Development Committee.

Section 7. The Secretary shall:

- (a) In collaboration with the Chair, schedule Board of Directors meetings and provide timely notice of such meetings to the Board members.
- (b) At all meetings of the Board of Directors, present the minutes of the previous meeting for review and approval; keep or cause to be kept, accurate minutes of the current meeting; and ensure timely distribution of the monthly meeting minutes to Board members.
- (c) Work with the Organization's staff to ensure that duplicate copies of all of the Organization's written records are securely kept and accessible, including (but not limited to) Board meeting minutes, Bylaws, and strategic planning documents.
- (d) At the expiration of their term, deliver to their successor, when duly qualified, all records pertaining to the office.

Section 8 In the event that one or more of the offices of Chair, Vice Chair, Treasurer or Secretary shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Board of Directors remaining, by resolution duly passed at any meeting of the Board of Directors, may elect a Director or Directors to fill such vacancy or vacancies until the next meeting of the Organization at which elections for the vacancy or vacancies would ordinarily be held.

**ARTICLE NO. 7: ELECTIONS AND VOTING**

Section 1. The Governance Committee shall nominate candidates for election to the Board of Directors. The Governance Committee or its designated Task Force will seek candidates, do initial screening interviews, and ensure that candidates have completed Board application packets before the Committee brings its recommendations to the Board for a vote.

Section 2. Additional nominations for election to the Board may be made if they are presented to the Governance Committee in writing. Each nomination must include the names of the nominator and the seconder, the consent of the candidate, and a completed application packet.

Section 3. The Board of Directors shall vote on candidates presented by the Governance Committee and those presented to the Committee pursuant to Article 7, Section 2, for election to the Board at any meeting in which the Chair calls for such a vote.

Section 4. When there are more candidates than open Director positions, the election of members for the Board of Directors shall be by secret ballot.

#### **ARTICLE NO. 8: SIGNING AUTHORITY**

Section 1. The Executive Director, Board Chair or Treasurer or any persons as may be authorized by resolution of the Board of Directors, shall have power to sign deeds, contracts and agreements on behalf of the Organization and to sign all documents required to be signed by the Organization from time to time. The same signing officers shall be authorized to sign all banking documents required by the bankers for the Organization.

#### **ARTICLE NO. 9**

Section 1. The Executive Director shall have the overall responsibility of implementing the aims and objectives of the Organization and its programs. See attached **Addendum 3, Executive Director Job Description**. They shall seek the advice and guidance of the Board of Directors or of any special committee(s) which may be set up for this purpose to determine the view of the Organization and the most effective way of discharging their duties. The Executive Director shall have the right to attend all meetings of the Board of Directors, except when requested for some special reason to absent themselves. They shall be an ex-officio member of all committees, without the right to vote and shall not be counted towards a quorum.

Section 2. The Board of Directors shall have the sole power to appoint and terminate the Executive Director.

Section 3. The Board Chair, in collaboration with the Standing Governance Committee, shall conduct an annual review of the Executive Director's performance.

Section 4. When a vacancy occurs in the position of the Executive Director, the Chair, with the approval of the Board of Directors, shall designate an existing committee or appoint a search committee for the purpose of recommending one or more candidates to fill such a vacancy. The committee shall include Organizational stakeholders who are not members of the Board of Directors.

Section 5. The Board of Directors may give any search committee designated or appointed (pursuant to Section 4), directions with respect to its activities as the Board of Directors may consider desirable.

Section 6. The terms of any contract with respect to the position of Executive Director shall be subject to the approval of the Board of Directors.



**ARTICLE NO. 10: ACCOUNTANTS**

Section 1. The Executive Director, at the direction of the Board of Directors, shall select accountants to prepare the Organization's annual tax returns and submissions for each fiscal year. The accountants so appointed shall be retained for a period that exceeds one fiscal year; however, if the services provided by the accountants fail to meet the Board of Directors' expectations, the Board may vote to replace the accountants. The Board of Directors shall determine the remuneration for these services.

**ARTICLE NO. 11: INSPECTION OF RECORDS**

Section 1. Any member of the Board of Directors may request from the Organization's staff the Organization's Bylaws, detailed records, and reports.

**ARTICLE NO. 12: STANDING COMMITTEES AND TASK FORCES**

Section 1. The Board of Directors shall carry out its duties and responsibilities utilizing Board Standing Committees and Task Forces with current Board members appointed by and given clearly defined responsibilities by the Chair. The Chair may ask the Organization's Executive Director to join one or more Standing Committees and/or Task Forces. The Standing Committees and Task Forces will take and maintain meeting minutes and report regularly to the Board as requested. The Board may revise the list of Standing Committees and/or Task Forces as needed.

Section 2. Standing Board Committees and their responsibilities include the following:

(a) Governance – Annual policy/bylaw review, board recruitment and development, review of the Executive Director's performance (in collaboration with the Board Chair).

(b) Finance and Resource Development – Budget development, financials review, Board financial understanding, development/implementation of an annual fund-raising plan.

(d) Visibility/Community Engagement – Promotion of Aurora Sister Cities International and its programs, relationships with City Council and organizations supporting ASCI.

Section 3. Task Forces will be appointed by the Board Chair to work for limited periods of time on specific projects such as planning and conducting special events, researching issues before the Board, or updating board or organizational documents. Task



Forces shall keep minutes of their meetings and report regularly to the Board or to a Board Standing Committees as requested. The Chair may also ask the Organization's Executive Director to join one or more Task Forces.

### **ARTICLE NO 13: SISTER CITY WORKING GROUPS**

Section 1. The Board of Directors shall carry out its responsibilities for developing and maintaining relationships with sister or friendship cities utilizing a series of Sister City Working Groups, one for each city (or country) with which, or in which, the Organization is developing or maintaining a sister or friendship city and carrying out related programming and exchanges. Sister City Working Group membership shall be open to any community members interested in a particular country or city's development or continuation as a sister or friendship city. Sister City Working Groups and their activities will be monitored and overseen by the Board. Sister City Working Groups shall keep minutes of their meetings and report regularly to the Board as requested.

Section 2. The Board shall appoint the Chairs of City Working Groups from nominations submitted by the Sister City Working Groups. If a Sister City Working Group makes no nomination, the Board may seek community member nominations or self-nomination. Chairs will serve renewable two-year terms and will be required to sign a Conflict of Interest/ Ethics agreement at the beginning of each term. *See attached Addendum 4, City Working Group Chair Job Description and Addendum 5, Sister City Working Group Agreement.*

Section 3. The Board Chair will name a member of the Board as a liaison to work with each Sister City Working Group. The Chair may invite Sister City Working Group Chairs to attend Board meetings as observers or to report on the work of their Sister City Working Group.

Section 4. Sister City Working Groups will operate entirely within the financial structure of the Organization with no independent accounts or expenditures. Any funds raised by, or on behalf of, Sister City Working Groups will belong to Aurora Sister Cities International and will flow through its accounts as overseen by the Finance and Resource Development Committee and the Board Treasurer.

### **ARTICLE NO. 14: AMENDMENTS**

Section 1. The Bylaws of the Organization shall not be altered or amended except by a two-thirds majority vote of the Board of Directors of the Organization at a meeting of the Directors called in accordance with these Bylaws. The Notice for this meeting shall include the text of the proposed amendments.

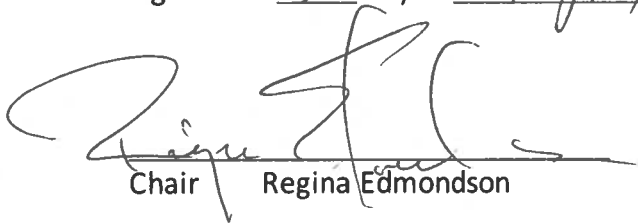
**ARTICLE NO. 15: PERSONAL LIABILITY**

Section 1. Every Director, Officer and the Executive Director of the Organization and their executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Organization from and against:

- (a) all costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding that is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and
- (b) all other costs, charges, and expenses they sustain or incur in or about or in relation to the affairs of the Organization; except such costs, charges and expenses that are occasioned by their own willful neglect or default.

Section 2. Subject to applicable law, the Organization may purchase and maintain insurance for a Director or Officer of the Organization against any liability incurred by the Director or Officer, in the capacity as a Director or Officer of the Organization, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Organization.

Signed this 5<sup>th</sup> day of April, 2024.

  
Chair Regina Edmondson

  
Secretary Patti Bateman