

BYLAWS OF THE
SNOQUALMIE SISTER CITIES ASSOCIATION

AMENDED APRIL 24, 2018

ARTICLE I
NAME/OFFICES

The name of the Association is SNOQUALMIE SISTER CITIES ASSOCIATION, hereinafter the "SSCA," located at the City of Snoqualmie, Washington.

ARTICLE II
PURPOSE

The SSCA is organized exclusively to aid in the establishment and promotion of "sister city" relationships and programs between the City of Snoqualmie and other cities throughout the world to encourage educational, cultural, recreational, governmental, business, economic, and other exchanges in the spirit of goodwill and cooperation.

ARTICLE III
POWERS

The SSCA shall have the power to do any and all lawful acts deemed necessary to effectuate its purpose and, in addition, to engage in any lawful acts or activities related thereto that are permitted to non-profit corporations under the laws of the State of Washington and the United States of America.

ARTICLE IV
MEETINGS

4.1 A meeting must have a quorum to proceed. A simple majority of current Board of Director members shall constitute a quorum for the transaction of business. However, if less than a quorum of the Board is present at any meeting, those present may adjourn the meeting to a new date and time, giving such notice to the absent Directors as is practical under the circumstances.

4.2 Board members (hereinafter "members") present will be documented on the meeting minutes as "present." Members absent can be noted as having an "excused absence" by a majority vote of the members present.

4.3 Except as may be otherwise provided in these Bylaws, the Articles of Incorporation, or applicable law, the act of a majority of the members shall constitute an act of the Board.

4.4 The Board will meet at least quarterly. However, the Board may meet more frequently as needed for the transaction of business or discussion.

4.5 The Board shall hold an annual meeting in January of each year.

4.6 Special meetings of the Board may be called by the Board president or any two members with three days' notice, which may be given via email or telephone.

4.7 Meetings of the Board shall be governed by *Robert's Rules of Order*, except as those rules may be inconsistent with these Bylaws, the Articles of Incorporation or applicable law.

ARTICLE V VOTING

5.1 All votes by the Board require a majority of the members present at a meeting or voting electronically via email in order to pass.

5.2 It is preferred that voting be executed in meetings; however, if an issue is time sensitive, voting may take place electronically via email.

5.2.1 The procedure for electronic voting via email is: (1) a member makes a motion and emails it to all members of the Board, (2) a member seconds the motion, (3) discussion ensues for 24 hours via email, (4) after the discussion is closed, voting may occur during a second 24-hour period, (5) after the voting period is closed, a majority vote of the members participating in the electronic vote will determine if the motion passes or fails, providing a quorum of the board participated in the vote.

5.2.2 The board secretary will document the discussion and final vote.

ARTICLE VI NOMINATIONS AND ELECTIONS

6.1 Nomination for new members for the Board may be made at any time during the year in meetings or electronically via email. Nominations may be made from the floor with the permission of the person so nominated. Members are appointed by a majority vote of the members present at a meeting or taking part in a vote electronically.

6.2 Nomination and election or reelection for Board may be made at the annual meeting. Nominations may be made from the floor with the permission of the person so nominated. Officers are appointed by a majority vote of the members present at a meeting or taking part in a vote electronically.

ARTICLE VII BOARD OF DIRECTORS

7.1 Except as otherwise provided in the Bylaws, the Articles of Incorporation, or applicable law, the powers of theSSCA shall be exercised through its property and assets controlled by, and its affairs conducted by, the Board, provided the Board may delegate such authority as it may deem appropriate to a committee of the Board by resolution.

7.2 No member shall receive any compensation for serving on the Board.

7.3 The authorized number of members of theSSCA shall not be less than five or more than thirteen; the number of which may be changed from time to time as needed by the members by resolution.

7.4 There may be up to three ex-officio members on the Board who will be non-voting members unless there is a tie of the Board.

7.5 The City of Snoqualmie Mayor shall be an ex-officio member of the Board during his or her term of office as Mayor and shall be succeeded as an ex-officio member by the person succeeding him or her as Mayor of the City of Snoqualmie.

7.6 Any member may be removed from the Board at any time by a majority vote of the members whenever in their judgment the best interests of the SSCA will be served thereby.

7.6.1 Any vote to remove a member must be done at a duly called Board meeting with notice and an opportunity for the said member to be heard.

ARTICLE VIII OFFICERS

8.1 The Board officers (hereafter “officers”) of the SSCA shall consist of a president, vice president, secretary and treasurer. Officers shall be members of the SSCA and will be subject to the Bylaws of “members” in addition to officer duties.

8.1.1 Any two offices may be held by one person except the offices of president and secretary.

8.2 All SSCA officers shall hold office for a term of two (2) years. They shall serve from January 1 to December 31. No officer shall serve for more than two consecutive terms in the same office.

8.3 Any vacancy in any office occurring for any reason may be filled by a majority vote of the Board.

8.3.1 If an officer is unable or unwilling to serve the term to which he or she was elected, he or she shall be replaced by a majority vote of the Board.

8.4 If the responsibilities of an elected officer are not met for three consecutive months, the officer shall be counseled by the Board.

8.5 Any officer may be removed from office at any time by an affirmative vote of a majority of the Board whenever in their judgment the best interests of the SSCA will be served thereby.

8.5.1 Any vote to remove an officer must be done at a duly called board meeting with notice and an opportunity for the said officer to be heard.

ARTICLE IX DUTIES OF OFFICERS

9.1 **The president** shall serve as the principal officer of the Board and shall exercise general supervision over the business and activities of the SSCA. The president shall:

9.1.1 Preside at all meetings of the members;

9.1.2 Sign with the secretary or other officer duly authorized by the Board any contract or other instrument the execution of which has been authorized by the Board;

9.1.3 Work with treasurer to prepare and present a budget at the annual meeting;

9.1.4 Work with the secretary to prepare meeting agendas;

9.1.5 Perform all duties incident to the office of president as listed herein and such other duties requested by the Board to which the Board and secretary agree.

9.2 **The vice president** shall perform the duties of the president in the absence or inability of the president to act, and when so acting, shall have all of the powers of the president. The vice president shall have such other duties as may be requested by the Board to which the Board and vice president agree

9.3 **The treasurer** shall perform the following duties:

9.3.1 If required by the Board, give a bond for the faithful discharge of the treasurer's duties in such sum and with such surety or sureties as the Board may deem appropriate;

9.3.2 Have charge and custody of, and be responsible for, all funds of the SSCA for each fiscal year beginning on the first day of January and end of the last day of December in each year;

9.3.3 Keep accurate books of accounts;

9.3.4 Receive and provide receipts for monies paid to the SSCA from any source, and deposit all such monies in the name of the SSCA in such banks or other depositories as shall be designated by the Board;

9.3.5 Provide the Board with such financial reports at regularly scheduled meetings;

9.3.6 Work with the president to prepare and present a budget at the annual meeting;

9.3.7 Ensure that all tax returns or reports of any nature are prepared and filed on behalf of the SSCA;

9.3.8 Perform all duties incident to the office of treasurer as listed herein and such other duties requested by the Board to which the Board and treasurer agree.

9.4 The secretary shall:

9.4.1 Keep the minutes of meetings of Board meetings;

9.4.2 Be the custodian of the minutes on behalf of the SSCA;

9.4.3 Keep records of all electronic voting including motions, seconds, discussions, and votes;

9.4.4 Ensure that agendas, minutes, and outcome of voting is provided to all members of the board;

9.4.5 Be custodian of the SSCA seal for formal documents;

9.4.6 Ensure that all required SSCA corporate renewals and reports required to maintain the SSCA in good standing are filed with the Washington Secretary of State, whether it be the secretary or another representative of the SSCA Board;

9.4.7 Keep a record of the dates of appointment and resignation (or removal) of members;

9.4.8 Keep a record of the dates of appointment and term expiration of officers;

9.4.9 Keep a record of the names, mailing addresses, telephone numbers, and email addresses of members;

9.4.10 Perform all duties incident to the office of secretary as listed herein and such other duties requested by the Board to which the Board and secretary agree.

ARTICLE X

COMMITTEES

10.1 The members may by a majority vote establish executive committees as may be deemed desirable for establishing and promoting sister city relationships between the City of Snoqualmie and a specific city in another country.

10.2 An executive committee shall consist of two or more members and/or officers, which committee shall have and exercise the power and authority of the Board in the management of the SSCA, provided, such delegation of authority to an executive committee shall not relieve any member of any responsibility imposed on the Board by the Bylaws, the Articles of Incorporation, or applicable law.

10.3 The members of such committees shall be comprised of all members having an interest in establishing and promoting a sister city relationship with the specific city for which the committee was formed.

10.4 Each such committee shall designate one of its members as chair of the committee. The chair shall be the liaison between the committee and the Board members. No minimum number or percentage of members of such committee shall be required to transact the business of the committee.

ARTICLE XI CONTRACTS, DONATIONS, DEPOSITS AND CHECKS

11.1 The Board may by resolution authorize any officer or officers or agent or agents, in addition to the officers specified in these Bylaws, to enter into any contract or deliver any instrument in the name and on behalf of the SSCA. Any such delegation of authority shall be designated in writing, signed by the Board President, and may be general or confined to a specific contract or instrument. Such delegation of authority may be revoked by the Executive Committee at any time.

11.2 The Board may to the extent permitted by law:

11.2.1 Accept on behalf of the SSCA any contribution, gift, bequest, or device of any type of property for the purposes of the SSCA (“donations”);

11.2.2 Enter into any agreement with the donor of any donation to devote the principal or income of such donation to a particular purpose as the donor may designate;

11.2.3 Collect and receive any income from such donation;

11.2.4 Hold such funds or property in the name of the SSCA;

11.2.5 Devote the principal and income of such donation to such purpose as the donor has designated, or in the absence of such designation, such lawful purpose of the SSCA as the Board may determine.

11.3 All funds of the SSCA shall be deposited to the credit of the SSCA in such banks or other depositories as the Board may designate.

11.4 All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the SSCA shall be signed by such officer or officers, agent or agents of the SSCA, and in such manner as the Board shall by resolution determine. In the absence of such determination, all such instruments shall be signed by the treasurer and countersigned by the president or vice president.

ARTICLE XII DISCLOSURE OF FINANCIAL INTEREST

12.1 Board officers and members shall disclose any financial interest associated with ownership and investment interest in any entity with which the organization has a transaction or arrangement or is negotiating a transaction or arrangement.

12.2 Members shall be required to disclose all financial interest in any transaction or arrangement related to the SSCA to avoid conflict of interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the SSCA has a transaction or arrangement;

b. A compensation arrangement with the SSCA or with any entity or individual with which the SSCA has a transaction or arrangement; or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the SSCA is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

ARTICLE XIII CONFLICT OF INTEREST

13.1 A “conflict of interest” arises when a person in a position of authority over an organization, such as a Board officer or member, may benefit financially from a division he or she could make in such a capacity, including direct or indirect benefits to family members or businesses with which the person is closely associated.

13.2 In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. The following procedure shall be used to determine if a conflict of interest exists and how to resolve such conflict:

a. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

b. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

c. The chairperson of the Board of Directors shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

d. After exercising due diligence, the Board of Directors shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the SSCA’s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision.

ARTICLE XIV AMENDMENTS

14.1 These Bylaws will be reviewed every two years.

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14.2 These Bylaws may be amended or repealed, or new bylaws adopted, by a majority vote of the members.

SIGNATURES OF THE OFFICERS

The following officers are witness to the intention of the Bylaws and will take responsibility to ensure they are followed by the members and officers.

Anne Melgaard
President (Printed Name)

Anne Melgaard
President (Signature)

4/24/18
Date

Russell Maw
Vice President (Printed Name)

Russell Maw
Vice President (Signature)

4-24-18
Date

Russell Maw
Treasurer (Printed Name)

Russell Maw
Treasurer (Signature)

4-24-18
Date

JOAN PLIEGO
Secretary (Printed Name)

Joan Pliego
Secretary (Signature)

4/24/18
Date