

**Eugene-Kathmandu Sister City Association
Eugene, Oregon**

Bylaws

ARTICLE I: NAME

The organization shall be called the Eugene-Kathmandu Sister City Association (hereinafter referred to as "Association") and shall be identified as an affiliate of Sister Cities International.

ARTICLE II: PURPOSE AND OBJECTIVES

The purpose of this organization is to create greater understanding, appreciation, and friendship between the peoples of the City of Eugene in the United States and the citizens of Kathmandu and Nepal.

Association objectives are:

1. to encourage personal and professional relationships between residents of the two cities;
2. to arrange and promote exchanges and visits between officials and citizens of the two cities;
3. to develop reciprocal relationships between schools, clubs, industry, commerce, and other institutions; and
4. to celebrate Nepalese people and culture in Eugene.

ARTICLE III: MEMBERSHIP

Section 1: Membership. Membership in the Association shall be open to anyone with a desire to promote the purposes of the Association and to participate in Association activities. The Association shall have three categories of members: individual, family, and student.

Section 2: Membership Dues. Individuals, families, and students may be admitted to the Association membership upon acceptance of the application for membership by the Board. A dues schedule for membership shall be recommended by the Board of Directors and authorized by a vote of the Association members.

ARTICLE IV: MEETINGS OF VOTING MEMBERS

There shall be at least one annual meeting of the Association each year. There may be special and other meetings.

Section 1: Annual Meeting. The annual membership meeting of the Association shall be held each calendar year to coincide with the annual picnic or at a time and place to be designated by the Board of Directors. The purpose will be to elect members of the Board of Directors and to transact other business. New Board Members shall take office at the next meeting following their election. The President shall give members of the Association no less than ten (10) days notice by email of the annual meeting.

Section 2: Other Meetings. More frequent meetings of the Association may be called by the President or the Board of Directors. Ten (10) days notice shall be given of such meetings.

Section 3: Special Meetings. Special meetings may be called at the request of the President as a result of a petition to the Secretary by one-third of the members of the Association. Only such business as stated in the call for such meetings shall be transacted. The President shall give members of the Association no less than five (5) days notice of such a special meeting including an agenda of items to be covered.

Section 4: Quorum. A quorum shall be those members present at a meeting for which the proper period of notice was given.

Section 5: Voting. Each member of the Association shall be entitled to one vote. Family memberships shall have one vote for the family.

ARTICLE V: BOARD OF DIRECTORS

The affairs of the Association shall be managed and directed by the Board of Directors (hereafter referred to as the "Board") consisting of from five (5) to ten (10) members of the Association. The Board shall not receive monetary compensation for their services.

Section 1: Term of Office. Board members are elected for a term of three years. The election shall take place at the annual meeting after members have been nominated. The names and qualifications of the candidates shall appear in the "Notice of the Annual Meeting" sent to members of the Association. Officers will continue in their respective offices until the first regular meeting of the Board following the annual election.

Section 2: Vacancies, Resignations and Removal. A member of the Board may resign by giving written notice to the Board. The Board may remove a member by a two-thirds vote of the Board. A vacancy on the Board shall be filled with an appointment by the Board at the first meeting subsequent to the effective date of the resignation. The Board member chosen shall hold the office for the unexpired term of the person being replaced.

Section 3: Meetings. Regular meetings of the Board shall be held at least quarterly. Notice shall be made to the members of the Board at least one week prior to the meeting date. Special meetings may be called by the President with notice being given at least five (5) days prior to the meeting date. A majority of the Board shall constitute a quorum.

Section 4: Powers and Duties of the Board of Directors. The Board shall have the power to conduct, manage, and control the affairs and business of the Association. They shall maintain minutes of their meetings which will be available to members of the Association on request. It is expected that the members of the Board shall participate actively in all functions of the Association and shall display leadership in both governance and financial support and fundraising.

ARTICLE VI: OFFICERS

The officers of the Association shall be the President, Vice-President, Secretary, and Treasurer. Officers of the Board shall be selected from among the Board members and elected by the members of the Association at the annual meeting. Officers shall serve for one year. Officers shall receive no salary from the Association but may receive expenses' for special activities performed on behalf of the Association. Approval of such special expenses shall be determined by a vote of the Board.

Section 1: Removal and Vacancies. An officer may be removed from office by a vote of two-thirds of the Board. Vacancies in the office of President shall be filled by a vote of two-thirds of the Board. Other vacant positions will be appointed by the President.

Section 2: Powers and Duties of Officers.

(a) The President shall preside at all meetings of the Board and of the voting members. The President shall be the chief executive officer of the Association and shall have power to make and execute on behalf of the Association such contracts as have been approved or directed by the Board. The President shall file state and federal Non-Profit Tax Exempt Forms as required by law, before a deadline. He/she shall prepare and mail the forms that cover his/her term of office before leaving that office. The President shall be an ex officio member of all committees.

(b) The Vice-President will assist the President with his/her duties, assume the President's duties in the President's absence or inability, and shall assume such duties assigned to her/him from time to time by the Board.

(c) The Secretary shall attend all meetings of the Association and of the Board, recording all votes and minutes, and forward copies of the votes and minutes to the Sister Cities Administrator. The Secretary is the custodian of the Articles of Incorporation and the Bylaws. In addition, the Secretary will keep up-to-date mailing lists and will give notice of all meetings of the Board and of the Association.

(d) The Treasurer shall have responsibility for all receipts and disbursements and shall be the custodian of the funds of the Association. The Treasurer shall keep books of account of the organization's finances which shall be open for inspection by any member of the Board. He/she shall give a treasurers report at every regular meeting of the Association. The Treasurer, together with the Vice President, shall write and present an annual report of the financial affairs of the Association at the annual meeting. He/she will be the Chairperson of the Finance Committee which is responsible for Fund Raising and Budget.

ARTICLE VII: FISCAL AND BUDGET YEARS

The fiscal and budgetary year of the Association, for tax purposes, shall be the calendar year, from January 1 to December 31. A new budget must be presented by the Treasurer one month before the end of the budgetary year for adoption by the Board.

ARTICLE VIII NOMINATING COMMITTEE

There shall be an ad hoc Nominating subcommittee consisting of three persons selected by the Board. The Nominating subcommittee shall be comprised of two members of the Board and

one voting member from the Association at large. It is the responsibility of this committee to nominate members of the Association for the offices. Nominations may be made from the floor at the time of the elections.

ARTICLE IX STANDING COMMITTEES

Standing committees may be appointed by the President of the Association.

ARTICLE X AMENDMENTS BY MEMBERS

At any meeting of the members of the Association at which a quorum is present, the bylaws may be amended by a two-thirds vote of members present, provided that notice of the meeting is given to the members thirty days prior and shall have set forth the proposed amendments or repeals or a summary thereof.

ARTICLE XI MISCELLANEOUS PROVISIONS

No member, except the President, with the approval of the Board, shall have power or authority to bind Association by any contract, or to render it pecuniary liable for any purpose or on any account, unless or until authorized to do so by these Bylaws and by the prior approval of the Board.

ARTICLE XII PROCEDURES

The parliamentary procedures to be followed in meetings of the membership or of the Board shall be Robert's Rules of Order, Newly Revised, unless specifically specified in the bylaws.

ARTICLE XIII EFFECTIVITY

These Bylaws will be effective on the date they are adopted by the Board.

Approved (by email) August 1, 2016

Harvey Blustain, President
Shashi Bajracharya, Vice President
Jan Mascal, Treasurer
Malinda Blustain, Secretary