

AMENDED & RESTATED BY-LAWS OF SISTER CITIES ASSOCIATION OF SPOKANE

Amended and Restated November 2025

1) PURPOSE OF ASSOCIATION

The Spokane Sister Cities Association ("the Association") has been formed as a nonprofit corporation pursuant to the laws of the State of Washington, and shall at all times be operated as such. The objective and purposes of the association are:

1. **Sister Cities Activity Coordination and Support:** Coordinate the activities of the separate Sister City Societies in all matters, which have a public, as opposed to private, impact; assist and encourage the individual Sister City Societies in establishing and maintaining people-to-people, cultural, and commercial relationships with its International Sister City.
2. **Official Contacts with International Cities:** Assist in maintaining relationships between the City of Spokane and public officials of each International Sister City; assist in maintaining relationships between representatives of Spokane and International Sister City organizations as needed.
3. **Exchanges:** Assist, support, and encourage all types of exchanges between Spokane and its Sister Cities.
4. **Public Awareness:** Establish and maintain continuing contact with individual Sister Cities' societies and associated members, appropriate City personnel, Association contributors, media representatives and international Sister Cities' representatives as needed; promote greater public awareness of Association initiatives and individual Societies' events and activities.
5. **Fund Raising:** Undertake fund raising activities to help finance the operations of the Association and appropriate individual Sister City Societies' programs.
6. **Criteria for Adoption of a Sister City:** Establish basic criteria (see SCAS guidelines for proposing a Sister City) for the adoption of a Sister City relationship between Spokane and an international city; review applications for Sister City Status and make recommendations with regard to the adoption of additional Sister Cities to the Mayor and City Council.
7. **Mayor and City Council Reporting:** Report regularly to the Mayor and the City Council regarding Association and individual Sister City Societies' events and activities.

2) MEMBERSHIP

The Association shall have such classes of membership as may be determined from time to time by the Board of Directors. Classes of membership currently include Sister City and Friendship City. For example, a Friendship status may be utilized for a group that has not yet reached full Sister City status. The Board reserves the right to make the decision to confer full Sister City status.

3) BOARD OF DIRECTORS

The affairs of the Association shall be conducted solely by its Board of Directors and such committees established by and responsible to the Board of Directors. The Mayor shall, in addition to the number of directors hereinafter provided, be an honorary nonvoting member of the Board.

1. **Number of Directors:** The Board of Directors shall consist of a minimum of 11 individuals as follows:
 - i. Established Sister City Societies' Presidents

- ii. Elected directors and those individuals subsequently elected to fill any vacancies (not to exceed 9)
- iii. Youth Member who shall be under 23 years of age

Note: The total number of directors shall be increased to provide a position on the Board for the President of any subsequently established Sister City Society and reduced to reflect the termination of a Sister City Society's Sister City relationship. For the purpose of giving effect to this provision, a Sister City society shall be deemed to be established or terminated when the International City which it supports is officially adopted or terminated as a sister City by the City of Spokane.

2. **Terms of Directors:** The term of each Director who is the President of a Sister City society shall be for the duration for his or her presidency or the termination of such Society's Sister City relationship, whichever shall occur first. The terms of the Directors elected by the Board of Directors shall be three years (with the ability to extend as long as five years, at the approval of the Board.) . The terms of Directors elected at the annual meeting to fill expired terms shall commence upon the election of the Directors. The terms of Directors elected to fill other vacancies shall commence with their election.
3. **Election of Directors:** To fill vacancies before or as they occur, the Association shall post public notice of such vacancies and request applications for any open Director positions. The President of the Board of Directors shall appoint an ad hoc committee to interview applicants for any Director vacancies. After interviewing candidates, the ad hoc committee shall make its recommendations to the Board of Directors. Directors shall be elected by a majority vote of the Board of Directors at any regular or Special Meeting.
4. **Non-Involvement:** If it becomes apparent that a Director is no longer interested in participating on the Board of Directors through a showing of non-involvement in board meetings and/or board activities, he or she may be removed from the Board after one written notice and then upon motion and majority approval of such removal.

4) MAXIMUM SERVICE

No Director elected by the Board of Directors may serve more than three consecutive 3-year terms, and longer if approved by the Board as reference above in 3.2

5) DIRECTORS TO SERVE WITHOUT COMPENSATION

No individual shall receive any compensation for his or her services as a member of the Board of Directors. This provision shall not prohibit any individual from being reimbursed for his or her actual out-of-pocket expenditures made for, and on behalf of, the Association. Any out-of-pocket expenditure exceeding \$100 must be approved in advance by the Directors at any regular or Special Meeting.

6) COMMITTEES AND ADMINISTRATIVE SUPPORT

The Board of Directors may, from time to time, establish such additional committees, to assist it in managing the affairs and carrying out the purposes and objectives of the Association. Committee members shall be appointed by, and serve at the pleasure of, the Board of Directors and, except for the Chairman, need not be a member of the Board of Directors. The Board of Directors may hire, at the expense of the Association, such individual(s) as it deems appropriate to manage and administer the

Association's affairs. Such administrator(s) shall remain subject to the Board of Directors' control and direction for the duration of their employment.

7) MEETINGS

Regular meetings of the Board of Directors shall be held at least four times a year. At the President's discretion, special meetings of the Board of Directors may be called pursuant to notice given in the manner herein after provided. All meetings shall be held in the Spokane area. At the President's discretion, a virtual option may be provided.

1. **Notice of Meetings:** Notice of Regular and Special Meetings of Board of Directors shall be given by the Association President or his or her appointed representative. Such notices shall contain the time and place of such meetings and shall be given in writing; by regular mail or email, unless otherwise hereinafter provided.
 - 2.1 **Notice of Regular Meetings:** Notice of the Regular Meetings of the Board of Directors shall be mailed or e-mailed to each Director in advance of the meeting. The notice shall set forth the time, place and date of the meeting, along with an agenda containing the specific matters that are to be decided at such meetings, provided that this shall not preclude the determination of any matter raised as an item of "new business" at such meeting.
 - 2.2 **Notice of Special Meetings:** Notice of the Special Meetings of the Board of Directors shall be given in advance of the Special Meeting. Such notice may be given in writing or by telephone call or email to a Director at his or her residence or place of work and shall indicate the purpose for which the meeting was called.
3. **Waiver of Notice:** A Director may waive receipt of notice of any Regular or Special Meeting of the Board of Directors. Attendance by a Director at any such meeting shall be deemed a waiver of notice unless such Director appeared solely for the purpose of objecting to the holding of the meeting for lack of proper notice and does not otherwise participate in the meeting.
4. **Quorum:** Majority Vote: A quorum is a majority of the individuals servings as Directors and shall be necessary at any Regular or Special Meeting to conduct all business to come regularly before the Association at such meetings. Each Director shall have one vote and the affirmative vote of a majority of the Directors of the Association in attendance at any meeting in which a quorum is present shall constitute passage of any motion or approval of any matter considered by the Directors at such meetings. Society Presidents may select a specific designee to serve as a representative of the SCA Board with full voting rights. If both the Society President and the designee attend a Board meeting, only the Society President will vote. The designated representative will be a permanent appointment and the Board must be notified as to the name and address of the designee. For proposals distributed via email by the Chair or their designee, electronic votes approval or disapproval can be used in lieu of a vote taken at a meeting.
5. **Robert's Rules of Order:** A generally accepted edition of Robert's Rules of Order may be adopted to facilitate conduct of all Board of Directors meetings.

8) OFFICERS

The officers of the Association shall be a President, Vice-president/Treasurer, and Secretary. All officer positions shall be elected by the Board of Directors of the Association at the annual meeting and shall also be members of the Board of Directors. The President, Vice President Treasurer, and Secretary shall be elected annually and may serve more than one term. The annual meeting is generally held in January of each year.

1. **Duties of the President:** The President shall preside at all regular and special meetings of the Board of Directors and perform, on behalf of the Association, the usual and ordinary functions of a Chief Executive Officer, and is authorized to sign, on behalf of the Association, all contracts and instruments and all checks and drafts executed and/or drawn by the Association.
2. **Duties of Vice-President/Treasurer:** The Vice-President/Treasurer shall exercise the authority of the President in the President's absence or disability and, in such case, is also authorized to sign checks. The Vice President/Treasurer shall prepare and maintain all of the Association's financial records, receive and deposit all funds received on its behalf and draw checks for the payment of all bills and other disbursements the Board of Directors authorizes. The Vice President/Treasurer shall also submit a financial report at each Regular Meeting of the board of Directors which shall summarize the Association's receipts and expenditures for the current quarter and set forth the amount of cash on hand. The report at the annual meeting shall summarize such matters for the preceding calendar year. Should the President be unable to complete his or her term, the Board will appoint a President to finish out the term.
3. **Duties of Recording Secretary:** The Secretary, in coordination with the City of Spokane liaison, shall prepare and preserve the minutes of all Regular and Special meetings of the Board of Directors of the Association. The Secretary shall mail or email copies of the minutes of the meetings of the Association to all Directors.

9) EXONERATION FROM LIABILITY

All Association Directors and Officers shall, to the fullest extent permitted by the laws of the State of Washington, be exonerated from any personal liability in the conduct of the Association's affairs.

10) SOCIETY REPORTING

1. **Disbursement of funds to Societies:** Disbursements by the Association to the member societies shall be contingent upon approval of each Society's expense reports by the Vice President/Treasurer.
2. **Society Expenditures of Association Funds:** Acceptance of disbursements shall constitute a member Society's reaffirmation that expenditures of those funds comply with the requirements for government reimbursements under state law, including separation of funds. The Association may rely on a society's representation of said compliance and will not be liable if a member society has failed to comply with these requirements.
3. **Accounting Procedures Upon Dissolution of a Member Society:**
 - 3.01 The member Society should present documentation of expenditures, and, if applicable, make full reimbursement of any unspent funds to the Association, and

3.02 A one-year grace period will be established before dissolution of a member societies' non-profit status to allow for all other procedural matters to be completed that impact upon the Association, the City of Spokane, or upon Sister Cities International.

12) ESTABLISHMENT OF POLICIES

From time to time, the Board of Directors may establish policies and procedures to govern the workings of the Association.

13) AMENDMENT OF BY-LAWS

These by-laws may be amended in the following manner:

1. A proposed amendment shall be presented to the Board of Directors;
2. The proposed amendment shall be published and circulated among the members of the Board of Directors and placed upon the agenda for the next regular meeting; and
3. Upon majority approval of the amendment at the next Board of Directors meeting, the amendment shall be adopted as part of the by-laws of the Association.