

SISTER CITIES
LAWRENCE BYLAWS

ARTICLE 1: NAME

Section I. Name: The name of this organization shall be **SISTER CITIES LAWRENCE**.

ARTICLE II: PURPOSE

Section 1. Purpose: The purpose of Sister Cities Lawrence is educational and charitable, having the following objectives:

- a) To encourage the people of the City of Lawrence, Kansas, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country and as part of the family of nations.
- b) To foster as a consequence of such knowledge and consciousness a continuing relationship of mutual concern between the people of the City of Lawrence and the people of similar cities of other nations.
- c) To undertake any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.
- d) To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of U.S. communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of U.S. communities and peoples of friendly nations outside of the United States of America, and to act as a coordinating body, committee or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal cooperation organizations.
- e) Sister Cities Lawrence also has such powers as are now or may hereafter be granted by the General Not for Profit Corporation Act of the Internal Revenue Service.

ARTICLE III: MEMBERSHIP

Section 1. Non-Discrimination Clause:

Sister Cities Lawrence does not discriminate on the basis of race, sex, religion, color, national origin, age, ancestry, sexual orientation or disability.

Section 2. Individual Membership:

Membership in Sister Cities Lawrence shall be open to any individual residing or working in the City of Lawrence, Kansas, or vicinity. An Individual Member shall have one vote in deliberations of Sister Cities

Lawrence.

Section 3. Family Membership:

Membership in Sister Cities Lawrence shall be open to a family group residing or working in the City of Lawrence, Kansas, or vicinity. A Family Member shall have two votes in deliberations of Sister Cities Lawrence.

Section 4. Corporate Membership:

Membership in Sister Cities Lawrence shall be open to any organization or business enterprise in the United States that endorses the purpose of Sister Cities Lawrence. A Corporate Member shall designate one official representative to attend meetings and functions of Sister Cities Lawrence, who shall have the rights and privileges of an Individual Member, and who shall be registered annually with the treasurer.

Section 5. Membership Dues:

Any individual, family or corporate entity meeting the requirements of Article III, Section 2, 3, or 4, may be admitted to the membership of Sister Cities Lawrence by acceptance of the membership application by the Treasurer of Sister Cities Lawrence, and upon payment of the membership dues as determined on an annual basis by the Governing Board. Normally, membership shall be for a calendar year. A new membership which commences in October, November or December of a given year shall be deemed valid for the following calendar year as well.

Section 6. Affiliation of members with a Friends Group:

6.1. Each formal Sister City relationship of Lawrence, Kansas, shall be supported by a Friends Group.

6.2. Each individual, family or corporate member of Sister Cities Lawrence shall affiliate with one or more of these Friends Groups at the time of membership application.

6.3. Each Friends Group shall select a chair of that Friends Group and hold two meetings annually as well as attend to the other affairs regarding the sister-city relationship with their respective city.

6.4. All meetings of a Friends Group shall be announced to the general membership at least two weeks prior to the meeting.

ARTICLE IV: MEETINGS

Section 1. Regular Meetings:

A regular meeting of the members of Sister Cities Lawrence shall be held annually at a time and place to be announced one month in advance, for the purpose of electing members to serve on the Governing Board and transacting such other business as may come before the meeting.

Section 2. Notice of Regular Meeting:

The Chair shall direct the Secretary to give members one month's notice of a regular meeting by mail or e-mail, stating in such notice the time, place and business to be transacted at said meeting. In case the office of the Secretary be vacant, any member of the Governing Board or person designated by the Chair may mail or e-mail the notice of meeting to members.

Section 3. Special Meetings:

Special meetings of members may be called at any time by the vote of the majority of the members of the Governing Board or upon petition to the Secretary by one-fifth of the members. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted. The Secretary shall give the members ten days' notice of such meeting by mail or e-mail therein stating time, place and the business to be transacted at the special meeting.

Section 4. Quorum:

At any meeting of the members, members present in person or virtually shall constitute a quorum for all purposes including the election of the Governing Board except when otherwise provided by law.

ARTICLE V: GOVERNING BOARD

Section 1. Numbers:

The affairs of Sister Cities Lawrence shall be exercised, conducted and controlled by a Governing Board consisting of the following members:

Mayor of Lawrence or Mayor's designee (Honorary Chair), Chair, Vice-Chair/Treasurer, Secretary, Membership Chair, two members at-large, and one representative from each of the Friends Groups.

Section 2. Qualifications:

Those persons elected to serve on the Governing Board must be members of Sister Cities Lawrence and must continue to be a member in good standing during their term of office. Those persons representing one of the Friends Groups must also be affiliated with that Friends Group.

Section 3. Compensation:

The members of the Governing Board shall receive no compensation from Sister Cities Lawrence.

Section 4. Term of Office:

The members of the Governing Board (except the Honorary Chair) shall be elected for a three-year term and each shall hold such office until their successors are elected. Each term of office shall commence at the beginning of a calendar year.

Section 5. Election:

5.1. The members of the Governing Board shall be elected by the members of Sister Cities Lawrence at the annual regular meeting of the membership.

5.2. Prior to such regular meeting of the membership, a nominating committee appointed by the Chair shall solicit members to be considered for election to all positions on the Governing Board to be filled that represent the entire membership. The slate of nominees compiled by the nominating committee

may not be amended at the regular meeting.

5.3. The members shall then elect by paper ballot or voice vote those members of the Governing Board nominated for election. A simple majority is required for election.

5.4. Each Friends Group shall also elect their respective representative to serve on the Governing Board at the annual meeting or at a prior meeting of that Friends Group. A simple majority is required for election.

Section 6. Vacancies:

6.1. Vacancies in the board shall be filled from the membership or the appropriate Friends Group by a majority vote of the remaining members of the Governing Board and such person filling the vacancy shall hold office until the expiration of the term being filled.

6.2. A position on the Governing Board may be deemed vacant if the member has not attended three consecutive meetings of the Governing Board without excuse.

Section 7. Regular Meetings:

Regular meetings of the Governing Board shall be held monthly.

Section 8. Special Meetings:

The Chair, when he/she deems necessary, or three members of the board, shall call a special meeting of the Governing Board and each call for a special meeting shall be in writing or by e-mail, giving 48 hours' notice to members of the Governing Board and stating the purpose of the meeting.

Section 9. Quorum:

Five members of the Governing Board shall constitute a quorum.

Section 10. Powers and Duties of Members of the Governing Board.

a) The Governing Board shall have the power to conduct, manage and control the affairs and business of Sister Cities Lawrence.

b) The Governing Board shall maintain a complete record of all its business transactions, its minutes, acts and proceedings of the members and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of Sister Cities Lawrence.

ARTICLE VI: OFFICERS

Section 1. The Mayor of the City of Lawrence or the Mayor's designee shall, ex-officio, be a member of the Governing Board of Sister Cities Lawrence with full voting rights and serve as the Honorary Chair, with said membership dues waived.

Section 2. All other officers of Sister Cities Lawrence shall be elected at the annual meeting by the membership of Sister Cities Lawrence, as provided herein.

Section 3. Officers of Sister Cities Lawrence shall be the Honorary-Chair, a Chair, a Vice-Chair/Treasurer, a Secretary and a Membership Chair.

Section 4. Officers shall receive no compensation as salary from Sister Cities Lawrence, but may receive expenses for special activities in behalf of Sister Cities Lawrence and such special expenses shall be upon vote by the Governing Board.

Section 5. Powers and Duties of Officers:

5.1. The Chair shall preside at all meetings of the Governing Board and members. The Chair shall sign, as Chair, all certificates of membership and all contracts and other instruments.

5.2. The Vice-Chair/ Treasurer shall assume the duties of Chair in his/her absence and assume such duties assigned from time to time by the Governing Board. The Vice-Chair/Treasurer shall also be the custodian of all funds of Sister Cities Lawrence and be responsible for oversight of the bookkeeper/accountant contracted to provide services to the Governing Board.

5.2. The Secretary shall keep records and minutes of all Governing Board and membership meetings; be custodian of the corporate seal; keep the membership book showing the name of each member and pertinent information relative to each member; sign, where required, all corporate papers in conjunction with the Chair.

5.4. The Membership Chair shall be responsible for the development and maintenance of the membership.

ARTICLE VII: COMMITTEES

Section 1. Friends Groups: There shall be a Friends Group for each of the sister cities with which the City of Lawrence has a formal relationship. Each Friends Group shall be chaired by an elected representative from within the membership of that Friends Group and shall have the primary responsibility for developing a program with its sister city in furtherance of the purposes established by Sister Cities Lawrence. The Chair of the Governing Board shall serve as ex-officio member of each Friends Group.

Section 2. Standing Committees: The Chair may appoint a chair to such of the following standing committees as needed, with the approval of the Governing Board: Membership Development, Media Relations and Website, Scholarship Fundraiser, Scholarships, Chaperone, and Audit. Each committee chair shall serve for the calendar year and may be reappointed by the Chair.

Section 3. Ad-Hoc Committees: The Chair shall have the power to call for the establishment of ad-hoc committees for such occasions as, for example, the annual election of members of the Governing Board (nominating committee) and the selection of additional sister cities (city selection committee).

ARTICLE VIII: PROCEDURE FOR ADOPTING SISTER CITIES

Section 1. Sister City relationships are strategic long term partnerships that should be mutually beneficial. The first step in the process is to develop a line of communication by a group of interested citizens in Lawrence with a corresponding group in the potential sister city. This may also include the sending of letters from one mayor to the other. Once a line of communication has been established, the next several months should be focused on learning more about each other's communities, identifying program/exchange opportunities, discussing local involvement, and developing a work plan that establishes short and long term goals for the partnership.

Section 2. When both communities have decided to move forward and formalize the relationship, Sister

Cities Lawrence will recommend to the Lawrence City Commission that a formal Sister Cities relationship be established with the new partner. After approval by the Lawrence City Commission, the two communities represented by their mayors will sign a formal document which clearly establishes the two cities as Sister Cities.

Section 3. Once the agreement has been signed, an electronic copy of that agreement is sent to Sister Cities International at *membership@sistercities.org*. The partnership will then be added to Lawrence's profile on the SCI website and a certificate will be issued recognizing the partnership.

ARTICLE IX: ADMINISTRATION

Section 1. Fiscal Year: The fiscal year shall commence on the first day of January.

Section 2. Financial Records: Financial records shall be open for inspection upon the reasonable request of any member. A complete statement of receipts and expenditures, year to date, shall be presented at the annual meeting.

ARTICLE X: AMENDMENTS

These Bylaws may be altered or amended at any annual meeting of the members or at any other meeting called for that purpose, by a vote of a majority of a quorum at a meeting duly called. The written assent of a majority of the membership is effectual to repeal or amend any Bylaws or to adopt additional Bylaws without the necessity of a formal membership meeting.

ADOPTED: May 16, 2018

AMENDED: December 11, 2019

AMENDED: December 8, 2021

AMENDED: December 13, 2023