

Sister City International Educational and Cultural Exchange Program, Inc.

By-Laws

2/19/2020

Article I

General

Section 1 – Name

This organization is incorporated under the laws of the State of Montana and shall be known as the *Sister City International Educational and Cultural Exchange Program, Inc.*

Section 2 – Purpose

The *Sister City International Educational and Cultural Exchange Program, Inc.* is organized to provide international educational and cultural activities for children who attend school in Livingston, Montana, and to provide opportunities for international cultural exchanges. This program is open to all students (except those who have been selected in prior years) in grades 7 and above and will be between the ages of 12 and 15 on September 1st of the exchange year. These activities shall include, but not be limited to, information and resources exchanges between the City of Livingston, Montana and its Sister City of Naganohara, Japan.

Section 3 – Limitation of Methods

The *Sister City International Educational and Cultural Exchange Program, Inc.* shall be non-profit, nonpartisan, and nonsectarian. The *Sister City International Educational and Cultural Exchange Program, Inc.* is organized exclusively for educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code.

Article II

Board of Directors

Section 1 – Composition of the Board of Directors

The government of the *Sister City International Educational and Cultural Exchange Program, Inc.*, its work and the control of its property shall be vested in a Board of Directors consisting of not less than five nor more than twenty members. A quorum for voting purposes shall consist of fifty percent, plus one, of the Board members present during a called meeting. To be qualified as a voting member of the Board of Directors, a person must attend 3 out of 4 consecutive called board meetings. The City Manager may have a position on the Board of Directors at all times. The Chamber of Commerce shall be invited to have a non-elected representative on the Board of Directors. Returning student participants shall also be invited to apply for one non-voting student position on the Board.

Section 2 – Annual Meeting

The annual meeting of the directors of the *Sister City International Educational and Cultural Exchange Program, Inc.* shall be held in January at a publicly advertised location in Livingston, Montana, at a date and time designated by the Board of Directors. At the annual meeting, the directors shall elect from their own number a President, Vice President, Secretary and Treasurer. The officers shall submit in writing at the annual meeting a full report of the work and finances of the organization to be presented to the community.

Section 3 – Powers and Duties of Directors

The Directors shall have the power to fill vacancies on the Board. They may adopt rules for conducting the business of the *Sister City International Educational and Cultural Exchange Program, Inc.* The directors shall meet not less frequently than once a quarter at such regular time and place as shall be determined by directors. Absence from three consecutive regular meetings, without an excuse deemed valid and so recorded by the Board of Directors, may be construed as a resignation.

Section 4 – Nominating Committee

A nominating committee of at least two directors shall be appointed by the President thirty (30) days prior to the election. The Nominating Committee's duty shall be to nominate from members of the community as many persons as the Board of Directors set and at least one person for each vacancy. Said committee shall file a list of the nominees recommended with the President not later than fifteen (15) days prior to the election.

Section 5 – Voting

New Board members shall be elected at the annual meeting or at other times as needed to fill board vacancies. Voting for Board members and officers shall be by an informal show of hands if there are not more nominees for board positions than board vacancies and not more than one nominee for an officer position. The number of nominees corresponding with the number of Directors to be elected who receive the highest number of votes shall be declared elected. The nominating committee shall certify the election.

Article III

Officers

Section 1 – Election of Officers

At the annual meeting of the Board of Directors of the *Sister City International Educational and Cultural Exchange Program, Inc.* for the fiscal year, the Directors shall meet and elect officers for the ensuing year. All of said officers must be members of the Board of Directors and shall be elected by a majority vote of the Board. Outgoing officers shall train the incoming officers in the future duties and responsibilities of their positions and shall transfer all files and records used during their tenure to the incoming officer.

Section 2 – President

- Shall administer normal ongoing operations and manage the internal affairs of the organization.
- Shall appoint all committees and sit as an ex-officio member on all organization committees.
- Shall chair all meetings, call those meetings to order, and set the agenda. Agenda items should be submitted to him/her seven (7) days prior to the Board of Directors meeting and mailed/e-mailed to each Director five (5) days prior to the meeting.
- She/he or his/her designee shall act as the local organization spokesperson and media contact.

- Shall receive all bank statements and review the corporation account with the treasurer on a monthly basis.
- Shall oversee the returning chaperone's coordination of student presentations and assist as a contact person for scheduling such presentations.

Section 3 – Vice-President

- Shall act in the absence of the President.
- Shall act as an advisor and monitor the activities of all organization committees.
- Shall comment to the Board of Directors and to membership such matters and make such suggestions as may tend to promote the prosperity and increase the usefulness of the organization.

Section 4 – Secretary

- Shall provide notice of all meetings ten (10) working days before the meeting.
- Shall record and distribute all minutes of all Board of Directors meetings.
- Shall be an ad hoc member of each organization committee.
- Shall assist the officers of the Board of Directors and all Directors with special programs and events.

Section 5 – Treasurer

- Shall balance the organization checking account monthly and submit reconciliation to the President for approval. His/her The Treasurers, Presidents or Vice-Presidents signature shall be required on the organization checking account.
- Shall prepare the annual financial report and give a financial report to the Board of Directors at each board meeting.
- Shall monitor all expenditures and investments.
- Shall insure that all required state and federal reports and forms are filed in a timely manner.

Article IV

Committees and Budget

Section 1 – Authority

The Board of Directors shall authorize and define the powers and duties of all committees.

Section 2 – Appointment

The president shall designate all committees, subject to confirmation by the Board of Directors.

Section 3 – Budget

Upon request of the Board of Directors, the Treasurer shall prepare and present to the Board of directors a current financial report, and the Board of Directors shall, at their discretion, cause the books and accounts of the organization to be audited at the close of the fiscal year.

Article V

Fiscal Year

Section 1 – Date

The fiscal year shall begin on the 1st day of January and end the 31st day of December.

Article VI

Parliamentary Procedure

Section 1 – Meetings

The proceedings of the organization meetings shall be governed by and conducted according to the latest edition of *Robert's Rules of Order*.

Article VII

Policy

Section 1 – Adoption

The Board of Directors shall from time to time adopt policy for the *Sister City International Educational and Cultural Exchange Program, Inc.* Such policy must fit within the framework of these by-laws as now constituted or amended. When policy is adopted by the Board of Directors, it shall be binding on the committees, officers and Board of Directors until modified or repealed by the Board of Directors. All policies must be in writing and kept with a copy of the *Sister City International Educational and Cultural Exchange Program, Inc. By-Laws*.

Article VIII

Advisory Council

Section 1 – Advisory Council

The Board of Directors may create, by resolution, an advisory council to assist and advise the Board. The members of the advisory council and its officers shall be appointed by the president with the approval of the Board. The officers and members of the advisory council may be invited to attend meetings of the board and participate in its deliberations, but advisory council members shall have no vote. The Board President shall also serve as chair of the advisory council.

Article IX

Taiko Drums

Park County High School is in possession of the majority of Taiko drums gifted to Livingston from Naganohara, Japan. Garrett Stannard, Band Director, is the main caretaker of the drums and agrees to provide safe storage and general upkeep. This is in return for their use in drumming classes and community performances. Repair of the instruments is a shared responsibility between *Sister City International Educational and Cultural Exchange Program, Inc.* and **Park High School**. The Odaiko drum is on display at American Bank, Livingston, Montana. The large drum is available for use by permission.

Article X

Amendments

Section 1 – Revisions

These by-laws may be amended or altered by a two-thirds vote of the directors at any regular or special meeting of the Board of Directors, provided notice of the proposed change shall have been mailed/e-mailed by the secretary to each Director not less than ten (10) working days prior to such meeting.

By-Laws Adopted March 22, 1993.

Amendments Adopted	several changes made from original; we don't have date(s)	
Amendments Adopted	June 19, 2013	Article IX revised to Montana Taiko
Amendments Adopted	May 20, 2015	voting board requirements
Amendments Adopted	February 19, 2020	Article IX edited to Taiko Drums