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ILLINOIS SISTER CITIES ASSOCIATION BYLAWS  
ARTICLE I ? NAME, CORPORATION STATUS and OFFICE

Section 1.1 Name The name of this organization shall be ILLINOIS SISTER CITIES ASSOCIATION, hereinafter referred to as the ?Association?.

Section 1.2 Corporation Status Illinois Sister Cities Association was incorporated under the laws of the State of Illinois, on April 2, 2007, corporation file number 6540-9836 pursuant to the General Not For Profit Act of 1986. The Certificate of Incorporation was recorded as Document number 314326 in the Office of the Recorder of Deeds in Monroe County, Illinois.

Section 1.3 Office Illinois Sister Cities Association shall continuously maintain in the State of Illinois a registered office and registered agent whose business office is identical with such registered office.

ARTICLE II -PURPOSE

Citizen Diplomacy is some of the most important work volunteers can do to bring lasting peace to the world. This people-to-people, city-to-city work is best accomplished within the framework of Sister Cities relationships between Illinois communities and their international partners. The Illinois Sister Cities Association embraces the diversity found across the State of Illinois and the rich mixture of cultures reflected in the Sister Cities partnerships (hereinafter ?Sister Cities?) represented in our communities. We believe that this diversity is our strength and the key to a peaceful future.

Section 2.1 Purpose The purpose of this Association shall be:

1. To provide a forum for communications and interaction among Sister Cities organizations within the State of Illinois.
2. To provide programming assistance to local Sister Cities organizations.
3. To help identify organizations and resources of value to local Sister Cities organizations.
4. To encourage and assist in the formation of additional Sister Cities organizations in the

State of Illinois.

5.

To assist Sister Cities International (SCI) in the coordination and development of Sister Cities activities in the State of Illinois.

Section 2.2 Exclusive charitable purpose This Association exists exclusively for charitable and educational purposes, as set forth under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.3 Restrictions on distributions No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except the

Association shall be authorized and empowered to pay reasonable compensation for services rendered and

to make payments and distributions in furtherance of the purposes set forth in Article II, Section 2.1.

Section 2.4 Political activity prohibited No substantial part of the activities of the Association shall

be the distribution of propaganda, or otherwise attempting to influence legislation, nor shall the Association participate in any political campaign on behalf of or in opposition to any candidate for public

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office.

Section 2.5 Limitations on actions Notwithstanding any other provision of these Bylaws, the Association shall not violate any other activity impermissible by (1) a corporation exempt from federal

income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any

future federal tax code, or (2) by a corporation, contributions to which are deductible under section

170(c)(2) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

### ARTICLE III -MEMBERSHIP

Section 3.1 Active Members Organizations eligible to be Active Members shall be those communities in Illinois having a sister cities relationship with an international community. A member

shall be considered active upon payment of annual dues. At the initial annual meeting on April 21, 2007, every organization which is a member in good standing of the Illinois State Chapter of Sister Cities International on that date shall be an Active Member of the Association during that initial meeting. Thereafter, such organizations shall be considered Active Members for the same term that was covered by the dues most recently paid to Illinois State Chapter of Sister Cities International. Once that carry-over credit has expired, annual dues must be paid to the Association to maintain Active Member status.

Each local organization shall designate two (2) individuals as their official voting representatives whose identity shall be maintained in the Active Member Registry. Each voting representative shall have one vote on all matters and must be present to vote. Voting shall not be by proxy.

Section 3.2 Associate Members Associate Membership shall be open to any individual, organization, or business enterprise which endorses the purposes of Sister Cities and contributes financially to its treasury. Associate Members shall be notified of all meetings but shall not have a vote nor may their representatives hold office.

Section 3.3 Dues Dues shall be determined from time to time but not more frequently than annually by the Board for each class of membership. A membership year shall commence on May 1 and conclude April 30 of the following year.

#### ARTICLE IV -MEETINGS

Section 4.1 Annual Meetings The Annual meeting of Active Members shall be held each year in April at such time and place as may be determined by the Board.

Section 4.2 Special Meetings Special meetings may be called at any time by the President, any three

(3) Directors, or at least twenty percent (20%) of the Active Membership.

Section 4.3 Notice of Meetings Notice of meetings shall be given by the Secretary not less than ten

(10) days prior to the date of the meeting. The notice may be via mail, telephone or e-mail to all Active

Members of record which shall be responsible for notifying its designated representatives. Section 4.4 Active Member Registry A registry of all Active Members shall be maintained at all times. Every Active Member shall provide the Board with the identity (name, mailing address and e-mail address) of the persons it designates as their official voting representatives. In the event an Active Member fails to designate its official voting representatives pursuant to this provision, then, it shall be the responsibility of each local organization at the Annual meeting and prior to distribution of ballots for voting for any question to come before the membership, to identify which persons shall be the voting representatives at that Annual Meeting for that Active Member. Each Active Member shall maintain at least one e-mail address at which it shall receive official communications from the Board regarding the business of the Association. Each Active Member shall be responsible for keeping the Association aware

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of any changes in their preferred e-mail address(es) and the identities of their official voting representatives as an Active Member's leadership and contact information changes. Failure of the Active Member to monitor the designated address(es) or to inform the Board Secretary of a change in preferred e-mail address(es) shall not be considered a failure of the Board to communicate information to the Active Member.

Section 4.5 Quorum Ten (10) representatives of Active Members shall constitute a quorum.

#### ARTICLE V ? VOTING

Section 5.1 At all meetings, except for the election of Board members, all votes shall be by voice. For election of Board members, ballots shall be provided to those voting representatives of each Active Member as reflected in the Active Member Registry. Ballot voting shall be anonymous and no ballot shall contain any indication of the person casting any vote.

Section 5.2 At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Board members.

Section 5.3 At all votes by ballot the chair of such meeting shall, prior to the commencement of balloting, appoint a committee of three (3) who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing the results to the chair. The certified copy of ballot results shall be physically affixed in the minute book of the minutes of that meeting.

Section 5.4 No Inspector of Election shall be a candidate for office or shall be personally interested in the question voted upon.

## ARTICLE VI -ORDER OF BUSINESS

The Order of Business for the Annual meeting shall be:

1. Roll Call
2. Reading and Approval of Minutes
3. Reports of Officers
4. Reports of Committees
5. Old and Unfinished Business
6. New Business
7. Adjournments

## ARTICLE VII -BOARD OF DIRECTORS

The important mission of the Association is largely carried out through the work of its Board of Directors.

Membership on the Board is a unique privilege that includes significant responsibilities. Only Active

Members or participants in Illinois Sister Cities programs are eligible to serve because only after significant experience and hands-on involvement with local Sister Cities programs can a Board member

fully appreciate the needs and challenges of citizen diplomats. The Board composition should reflect the

rich diversity of our membership and the variety of backgrounds and cultural heritage present across

Illinois and our many international partner communities. The energetic contributions of every Board

member are vital to the effective discharge of the Association's responsibilities to member Sister Cities

organizations and their hard-working volunteers.

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**Section 7.1 General Powers** The affairs of this Association shall be managed by its Board of Directors, hereinafter referred to as the "Board" or "Directors".

**Section 7.2 Number** The Board shall consist of twelve (12) representatives of Active Members who are elected by Active Members. The Leadership Development Committee shall seek to recruit candidates for Board membership.

**Section 7.3 Qualifications** Minimum qualifications to serve as a Director are active membership or participation in an Active Member organization of the Association.

**Section 7.4 Vacancies** The Board shall fill by appointment any vacancies occurring on the Board to finish an unexpired term. Such seat shall be considered open at the next Annual Meeting and shall at that time be filled by election of the Active Members for a full three (3) year term.

**Section 7.5 Meetings** The Board shall meet not less than four (4) times each year. One meeting shall be immediately following the conclusion of the Annual Conference; two meetings shall occur between the Annual Meetings, a Fall meeting and a Winter meeting; and one meeting shall be prior to the Annual Meeting. The Fall and Winter meetings shall be held at a time and place set by the Board.

**Section 7.6 Other Meetings** Other meetings may be called at any time by the President or any three

(3) Directors.

**Section 7.7 Notice of Meetings** Notice of other meetings shall be given by the Secretary not less than five (5) days prior to the date of the meeting. Notice may be by via mail, telephone or e-mail to all members of the Board of record.

**Section 7.8 Meetings Format** Attendance at any meeting, including participation in an announced electronic conference according to the protocol applicable to that particular electronic forum,

constitutes  
waiver of notice of the meeting. Meetings may be in person or by synchronous telephone  
conference or  
electronic ?net meeting? or ?instant message? type electronic chat or relevant technological  
successors.  
Meetings may also be by asynchronous listserv e-mail. Any electronic type meetings shall be  
conducted  
according to guidelines to be established by the Board on reasonable terms designed to facilitate  
uniform  
access to and meaningful participation in the deliberative process of the meeting by every Board  
member.  
The minutes of an electronic meeting shall consist of an accurate summary of all electronic  
communication that were issued by any participant in the meeting.

Section 7.9 Quorum A majority of the Board shall constitute a quorum.

Section 7.10 Ex-Officio Members Sister Cities International Board Members in Illinois, the  
Sister  
Cities International State Coordinators for Illinois and all past presidents of the Association (or  
of the  
former Illinois State Chapter of Sister Cities International) shall be ex-officio members of the  
Board  
without vote.

Section 7.11 Tenure The term of office of each Board Member shall be three (3) years. Each  
Board  
Member shall hold office until the Board Member?s successor is elected and begins to serve or  
until the  
Board Member?s earlier resignation or removal. At the first election, terms shall be staggered so  
that four

(4) Board Members shall be elected for a one-year term, four (4) Board Members for a two-year  
term, and  
four (4) Board Members for a three-year term. No Board Member shall be elected or appointed  
to serve  
more than two terms in succession and must leave the Board for one year before being again  
eligible for  
office. Board Member terms shall begin immediately upon the conclusion of the Annual Meeting  
at  
which they were elected.

Section 7.12 Elections Directors shall be elected at the Annual Meeting. The Leadership  
Development Committee shall report a slate of candidates to the Board for election. The Board  
shall act

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upon the recommendation of the Leadership Development Committee and shall submit to the Active

Members a ballot with a slate of nominees for election as members of the Board. Nominations from the

floor may be made at the Annual Meeting. Any candidate for election to the Board must be present in

person to be elected unless in the judgment of the Board an emergency exists which excuses a candidate's

presence.

Section 7.13 Board Member Registry Due to the physical distance between various Board Members

and the difficulty of coordinating busy schedules for classic face-to-face meetings and the overwhelming

need for easy and expeditious communication between members of the Board in fulfilling their duties,

multiple methods of communication between Board members are essential to the Board being able to

effectively fulfill its responsibilities. Every Board member shall:

(a)

Provide the Secretary of the Board with their name and a mailing address to which official communications may be sent.

(b)

Provide the Secretary of the Board with an e-mail address and maintain an active e-mail account that shall be an alternate and valid official channel of communication between the Board member and the rest of the Board. Board members shall be responsible to regularly check their e-mail and monitor any messages sent to such address regarding Board business. Occasionally this may include daily e-mail and/or telephone participation.

(c)

Provide the Secretary of the Board with details of any changes in their preferred e-mail address.

(d)

Provide the Secretary of the Board with a telephone number at which telephone calls can be received and messages can be left regarding the business of the Board.

Failure of the Board member to monitor the designated address(es) or to inform the Secretary of the

Board of a change in preferred e-mail address(es) shall not be considered a failure of the Board to



communicate information to them.

Section 7.14 Validity of Method Communication to any Board members by any of these methods shall be considered as valid so long as the same method is used for every Board member regarding the particular issue under consideration.

Section 7.15 Manner of Acting The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by statute, these Bylaws, or the articles of incorporation. No Board Member may act by proxy on any matter.

Section 7.16 Conflict of Interest In the event that any Board Member has a conflict of interest that might properly limit such Board Member's fair and impartial participation in Board deliberations or decisions, such Board Member shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Board Member, the Board may nonetheless request from the Board Member any appropriate non-confidential information that might inform its decisions. "Conflict of interest", as referred to herein, shall include but shall not be limited to, any transaction by or with the Association in which a Board Member has a direct or indirect personal interest, or any transaction in which a Board Member is unable to exercise impartial judgment or otherwise act in the best interests of the Association.

No Board Member shall cast a vote, nor take part in the final deliberation, in any matter in which he or she, members of his or her immediate family, or any organization to which such Board Member has allegiance, or has a personal interest that may be seen as competing with the interest of the Association.

Any Board Member who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Board Member has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested Board Member.

Should any Board Member become aware of a potential or actual conflict of interest involving a fellow Board Member that has not been disclosed, he or she shall ask the fellow Board Member to disclose the conflict, and if the fellow Board Member does not do so, shall bring the matter to the attention of the Board.

Section 7.17 Attendance Board Members are expected to attend in person all regular meetings of the Board and in person or by teleconference or other electronic meeting format all special meetings of the Board. If, because of illness or a reasonably unavoidable conflict, a Board Member cannot attend a meeting, the Board Member shall notify the President or Secretary of the Board of this fact in advance of the meeting. Any Board Member who fails to attend two (2) consecutive Board meetings without providing advance notice shall be referred to the Executive Committee which shall determine the appropriate action, including suspending such absent Board member's right to vote and in the extreme, removal from the Board.

## ARTICLE VIII ? COMMITTEES

Section 8.1 Executive Committee There shall be an Executive Committee consisting of the President, the Vice President, the Secretary, the Treasurer, and the Chairperson of each Standing Committee. The Immediate Past President of the Association shall serve as an ex-officio member of the Executive Committee but shall not have the power to vote. The President shall preside at meetings of the Executive Committee. The Executive Committee shall have and exercise in the intervals between the meetings of the Board all the powers of the Board that may lawfully be delegated in the management of the business and affairs of the Association. A majority of members of the Executive Committee shall

constitute a quorum. The Executive Committee shall meet at the call of the President. The Secretary of the Association, or in his/her absence a secretary pro tempore chosen by the Executive Committee, shall keep a true record of all its proceedings, which record shall always be open to the inspection of any Director. At or before each meeting of the Board such record of the meetings of the Executive Committee for the period since the last prior meeting of the Board shall be presented.

Section 8.2 Standing Committees The President shall appoint all members of the Leadership Development Committee and Audit and Finance Committee. Except as may otherwise be provided concerning the Leadership Development Committee and Audit and Finance Committees, the President shall appoint each year, with the approval of the Board, the Chair and one other member (who shall be members of the Board) of the following Standing Committees:

- (a) Leadership Development
- (b) Audit and Finance
- (c) Conference
- (d) Membership

Section 8.3 Leadership Development Committee The Leadership Development Committee shall have the responsibility and authority to seek out, develop, and nominate qualified persons to be officers and members of the Board, and to report to the Board. The Committee shall be composed of three (3) persons, two Members of the Board and one (1) other person from Active Members of the Association in good standing. The Leadership Development Committee shall recommend to the Board a list of nominees for membership on the Board to fill the vacancies resulting from resignation or termination as provided in Article VII, Section 7.4 and 7.17 hereof and any additional vacancies existing at the time of the Annual Meeting of the Active Members. The Leadership Development Committee shall also

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recommend to the Board for election the officers of the Association. The Board, on the recommendation

of the Leadership Development Committee, may fill vacancies occurring between the Annual Meetings of the Active Members. At the meeting for election of officers and directors, voting cannot be by proxy and there may be nominations from the floor.

**Section 8.4 Audit and Finance Committee** The Audit and Finance Committee shall annually select two (2) persons who are members of Active Members in good standing, but who are not members of the Board, who will conduct an audit of the accounts of the treasurer and file their report. The Committee shall then accept the audit report and resolve any issues presented in the report. The Audit Committee shall review the audit with the Board at the first Board meeting following receipt of the audit report. The committee shall cause the audit report to be distributed to all members of the Board. The committee shall keep close surveillance over the funds, finances, obligations, sources of income and advance fiscal planning of the Association and shall make recommendations with respect thereto to the Board. The Audit and Finance Committee shall be composed of at least three (3) persons: two (2) members of the Board and the Treasurer of the Association.

**Section 8.5 Conference Committee** Every Sister Cities organization in Illinois benefits from the success and can learn from the experiences of other Sister Cities organizations. Because most Sister Cities organizations depend heavily on volunteers, it is important for Sister Cities organizations to learn from one another to assure a transfer of knowledge gleaned from previous work. An Annual Conference of Illinois Sister Cities organizations is an effective way to network and share best practices and the experience gained in each other's Sister Cities work, both within the Illinois city and internationally, with their foreign partner city(ies). The Annual Conference is the most important function of the Association, and it is essential for the Association to be directly involved in the planning and operation of each of these Annual Conferences. Sharing the honor, as well as the responsibility, of hosting these Annual Conferences among the many Sister Cites organizations throughout Illinois assures a rich variety of conference venues and experiences for Association members. This practice maintains continuity

of the Annual Conference by linking the host city to the Association, and assures that every Annual Conference will meet the standards expected for an Illinois Sister Cities Association Annual Conference.

The Conference Committee shall have the responsibility and authority to assist in the planning and presentation of the Annual Conference of the Association for the Active Members. Such Annual Conference shall be designed pursuant to policy guidelines adopted annually by the Board. The Conference Committee shall be composed of at least five (5) persons, including the three (3) Conference Committee members appointed by the Board pursuant to Section 8.5(a)(2) below. The Chair of the Conference Committee shall be a Board member.

(a) Time An Annual Conference shall be held each year in April at such time and place as may be determined by the Board. The Annual Meeting of Active Members shall take place at the Annual Conference. The Board shall meet at the Annual Conference prior to the meeting of Active Members.

(b) Applications for Conference Host City:

(1) Each year the Board shall solicit applications from Active Members to serve as Conference Host City two years prior to the year such city would act as Host. Several cities can submit a joint application to act as Conference Host City. The Board shall encourage applications from all areas of the state. In making their selection of a Conference Host City, the Board shall give due consideration to varying the geographic location of the Annual Conference.

(2) All applications for Annual Conference Host City shall include the name of an individual whom the Conference Host City applicant designates as its Annual Conference Committee member. Upon selection of an Annual Conference Host City, this Annual Conference Committee member shall be appointed to a three (3) year term on the Annual Conference

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Committee of the Board. The purpose of the longer term of the appointees from the future, current and past Host City is to assure some continuity of the conference from year to year.

(c) Coordination The Board shall adopt annually a policy to guide the Conference Committee and the Annual Conference Host City in the execution of their duties. The Annual Conference Committee shall assist in planning and coordinating the Annual Conference. The Host City shall oversee the Conference on site. The Host City shall arrange for services needed for the

Annual

Conference, including all facilities required and food served. Working with the Board, the Annual

Conference Host City shall solicit participation in the Annual Conference, and compile and publish

Annual Conference preliminary and final programs coordinating all sessions.

(d) Budget At its Fall meeting, the Board shall receive proposals for the Annual Conference, including costs, from the Host City. The Board shall adopt an Annual Conference program and review

and have authority to approve the budget that the Host City shall execute, exercising due care to follow

and remain within the limits thereof. While the basic format of the Annual Conference is established by

the Board, it is anticipated that each local Host City will provide a unique personality to the Conference

and provide relevant content drawn from their region or connected with their Sister Cities? relationships

and experience. It will be the local Host City?s responsibility to provide funding for any conference

activities although reasonable fees may be charged to all conference attendees and for any extra programs

or services which are optional activities offered in conjunction with such Annual Conference.

(e) Announcement The Board shall recommend the selection of an Annual Conference Host City at the Association?s Annual Meeting two years prior to the year such city would act as Host.

Upon

ratification of the recommendation of the Board by the Active Members an announcement of the selection

of a Host City shall be published.

(f) Vacancy The Board shall have the ability to appoint a new Annual Conference Host City if an organization selected as Annual Conference Host City is unable to perform their obligations.

Consequently, the former Host City?s representative on the Annual Conference Committee shall be

removed. The Board shall then appoint a representative from the new Host City as a member of the

Annual Conference Committee to fill the remainder of the three (3) year term of the previous Host City?s

Annual Conference Committee member.

(g) Appointment If no Annual Conference Host City is appointed at the Annual Meeting, the Board shall solicit and appoint an appropriate Host City no later than the Fall meeting of the Board.

Section 8.6 Membership Committee The Membership Committee shall be responsible for all activities fostering the maintenance and increase of Active Members of the Association. The Membership Committee shall be composed of at least three (3) persons, including the Sister Cities

International State Coordinators for Illinois.

Section 8.7 Membership on Standing Committees Except for the Leadership Development Committee and Audit and Finance Committee, Standing Committees provided for herein shall be composed of as many individuals as the President shall designate, but no Standing Committee shall be composed of less than three (3) persons, including the Chair. Those members of the Standing Committees appointed by the President shall be from members of the Board or Active Member organizations of the Association. Any Chair of a Standing Committee may appoint additional members of his or her Committee either from among the Board or from Active Member organizations.

Section 8.8 Other Committees The President shall appoint such Ad Hoc Committees as are necessary in the President's judgment or in the judgment of the Board. Such committees shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board. Members of any Ad Hoc Committee shall be members of the Board or individuals from Active Member organizations of the Association.

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Section 8.9 Committee Chairs and Vacancies The President shall designate the chair of each Committee and shall have the power to fill all vacancies that occur in such Committee in order that it be composed of the minimum number of persons from the Board.

Section 8.10 Ex Officio Membership The President shall be an ex officio member of all committees except the Leadership Development Committee.

Section 8.11 Term of Office Each member of a committee shall serve for one year until the next annual meeting of the Association and until a successor is appointed, unless the committee is sooner dissolved or otherwise defined to have shorter terms.

Section 8.12 Rules Each committee may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board. Each Committee shall file a written report annually or at the conclusion of its business.

Section 8.13 Quorum Unless otherwise provided by the Board in designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

## ARTICLE IX -OFFICERS

Section 9.1 Officers The Officers shall consist of a President, a Vice President, a Secretary, and a Treasurer elected by and from the Board for a term of two (2) years; however, no officer shall hold office beyond the expiration of his or her term on the Board.

Section 9.2 President The President shall be the principal executive officer of the Association. Subject to the direction and control of the Board, he or she shall be in charge of the business and affairs of the Association; he or she shall see that the resolutions and directives of the Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Board; and, in general, he or she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Board. He or she shall preside at all meetings of the Active Members and of the Board.

Section 9.3 Vice President The Vice President shall assist the President in the discharge of his or her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him or her by the President or the Board. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions on the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association or a different mode of execution is expressly prescribed by the Board or these Bylaws, the Vice President may execute for the Association any contracts.

Section 9.4 Secretary The Secretary shall (a) record the minutes of the meetings of the Active Members and of the Board in one or more books; (b) see that all notices are duly given in accordance with



the provisions of these Bylaws or as required by law; (c) be a custodian of the corporate records; (d) keep a register of the post office address and e-mail address(es) of each Active Member which shall be furnished to the Secretary by such Member; and (e) perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board. Because of the great physical distance between various members of the Board, it is important to maintain the records of the Association in a format and in a location that is easily accessible by any Board member and any Active Member. To that end, all minutes shall also be kept in a digital format such as a word processing text file compatible with Microsoft Word (version no older than 3 years) or in portable

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document format (.pdf) and distributed digitally to all Board members no later than one month after the date of the meeting for which the minutes were written. A digital copy shall also be deposited quarterly at an archive to be selected by the Board. All records held by the Secretary in his/her official capacity or created by him or her for the Association shall be considered the property of the Association. No later than thirty (30) days after the Secretary leaves office at the end of his or her term or otherwise is no longer acting as Secretary, the former Secretary shall turn over all Association records which came into his or her possession as a result of the office or were created by the Secretary in the discharge of his or her official duties. Such records shall be deposited with the current President of the Board.

Section 9.5 Treasurer The Treasurer shall be the principal accounting and financial officer of the Association. He or she shall (a) have charge of and be responsible for the maintenance of adequate books of account for the Association; (b) have charge and custody of all funds and securities of the Association, and be responsible therefore, and for the receipt and disbursement thereof; (c) produce a monthly financial statement as a spreadsheet in document format compatible with a version of Microsoft

Excel

(not older than 3 years) or in portable document format (.pdf) and distribute it digitally to all Board

members on a quarterly basis; and (d) bill, collect and record membership dues (e) produce a monthly

financial statement for such dues as a spreadsheet in document format compatible with a version of

Microsoft Excel (not older than 3 years) or in portable document format (.pdf) and distribute it digitally to

all Board members on a quarterly basis; (f) perform all the duties incident to the office of treasurer and

such other duties as from time to time may be assigned to him or her by the President or by the Board. If

required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in

such sum and with such surety or sureties as the Board shall determine. Any account used for deposit of

Association funds shall always be segregated from any funds belonging to any individual or entity other

than the Association and shall only be kept in such accounts as have been specifically approved by the

Board. The Association books of accounts shall be prepared and maintained as a spreadsheet in document format compatible with a version of Microsoft Excel not older than 3 years, or in

portable

document format (.pdf). It is expected that over time new versions will be released and adopted, but the

goal is to use a program that is almost universally compatible with every widely used computer system

but not to require a highly sophisticated computer to have access to view the account record. The Treasurer shall on a quarterly basis file a digital copy of the account record with an archive to be

established by the Board so that regardless of the availability of the records on the Treasurer's personal

computer the Association shall have a complete accounting available at all times.

Section 9.6 Election The election of officers shall take place at a meeting of the Board immediately

following the Annual Conference, and such officers shall take office immediately upon election.

Section 9.7 Removal Any officer elected or appointed by the Board may be removed by the Board

whenever in its best judgment the best interests of the Association would be served thereby.

Section 9.8 State Coordinator The Board shall recommend candidate(s) to Sister Cities International to be considered by SCI as their appointed Coordinator(s) for the State of Illinois to fill any

vacancy(ies).

## ARTICLE X -FINANCIAL ADMINISTRATION

Section 10.1 Fiscal Year The fiscal year shall commence on May 1 and end April 30.

Section 10.2 Not For Profit Status This Association shall be and shall maintain a Not For Profit status at all times. No Officer, Board Member or Active Member shall receive any salary, stipend, or honorarium for services rendered, but may be reimbursed for out of pocket expenses incurred on official business. This Association shall not issue any shares of stock, nor declare or pay dividends. None of the activities, funds, property, or income of this Association shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Nothing herein shall prohibit a Board

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member from being paid for professional services to be rendered to the Association, so long as there is a services agreement approved in advance by the remainder of the Board.

Section 10.3 Budget The Board shall adopt a budget for the Association by a majority vote of all voting Board Members. The Audit and Finance Committee may recommend amendments to the budget, and any such amendments are subject to the approval of the Board. The Board shall establish operational policies and procedures to ensure that the adopted budget is followed.

Section 10.4 Financial Records Financial records, maintained by the Treasurer, shall be open for inspection upon the request of any Active Member or Board Member. A complete financial report shall be presented to the Active Members at the Annual meeting.

## ARTICLE XI ? CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 11.1 Contracts The Board may authorize any officer or officers or agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contract or

execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

Section 11.2 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers or agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments and all checks in excess of One Hundred Dollars (\$100.00) shall be signed by the Treasurer and countersigned by the President or Vice President of the Association.

Section 11.3 Deposit All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board may select.

Section 11.4 Gifts The Board may accept on behalf of the Association any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Association.

## ARTICLE XII -INDEMNIFICATION

Each person who at any time is or shall have been a Board Member, officer, employee, or agent of this Association, or is or shall have been serving at the request of the Association as a Board Member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by this Association in accordance with and to the full extent permitted by the General Not For Profit Corporation Act of Illinois as in effect at the time of adoption of these Bylaws or as amended from time to time. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of Active Members or disinterested Board Members, or otherwise. If authorized by the Board, the Association may purchase and maintain insurance on behalf of any person to the full extent permitted by the General Not for Profit Corporation Act of Illinois as in effect at the time of the adoption of these Bylaws or as amended from time to time.

## ARTICLE XIII -AMENDMENTS

These Bylaws may be amended by a majority vote at any duly called meeting of Active Members at which a quorum is present. Copies of proposed amendments shall be mailed by the Secretary of the

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Adopted 21 April 2007

Board to all Active Members at least thirty (30) days prior to the meeting.

## ARTICLE XIV ? PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws and any special rules of order the Association may adopt and any laws applicable to this Association.

## ARTICLE XV ? DISSOLUTION

In the event of dissolution, any assets of this Association remaining after payment of all liabilities shall be distributed by the Board to Illinois Sister Cities organizations which are exempt organizations as defined by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, for the promotion of sister cities relationships. Any such assets not so disposed shall be disposed by a court of competent jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## ARTICLE XVI -CONSTRUCTION

If there be any conflict between the provisions of the Articles of Incorporation and these Bylaws, the

provisions of the Articles of Incorporation shall govern.

ADOPTED: This 21st day of April, 2007

\_\_\_\_\_s/Alice Whyte\_\_\_\_\_

President

Attest:

\_\_\_\_\_s/Josephine Wittenauer\_\_\_\_\_

Secretary

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