**The Sister City Foundation**

**Bylaws**

The Sister City Foundation was formed as a corporation, not for profit, under Sections 1702.02 et seq., Revised Code of Ohio, on 2 August, 1966, which action was filed with the Secretary of State of the State of Ohio on 3 August, 1966. Original Incorporators were: Ronald G. Logan, James E. Rich, and Louis Wozar. The purpose of the corporation is to receive money, securities, and property of any type whatsoever by gift, bequest, devise or otherwise; to hold or disburse the same or income therefrom exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals; to invest and reinvest such property and the income therefrom in any type of property whatsoever; and to do any and all things necessary or incident to carry out such purposes.

**Article I   
Name**

The organization shall be known as **The Sister City Foundation.**

**Article II   
Mission**

The **mission** of the Foundation shall be to support and promote the work of the Dayton Sister City Committee.

**Article III   
Membership**

**Section 1. Eligibility.**

The membership of this corporation shall be its Board of Directors consisting of the members of the Sister City Committee of the City of Dayton, as it is comprised from time to time, and any public members approved by the said Committee.

**Section 2. Dues.**

All members must pay annual dues in the amount approved by the Board of Directors.

**Section 3. Voting Rights.**

1. Each member is entitled to one vote.
2. Annual dues must be current to be eligible to vote.

**Section 4. Notice of Meetings.**

All members having the right to vote shall receive written notice of the Annual Meeting. All called meetings shall be publicized in the manner directed by the Chair or Board of Directors.

**Article IV**

**Board of Directors**

**Section 1. Composition and Term of Office.**

1. The Dayton City Commission will appoint at least 15 members and no more than 30 members for a term of three years, commencing and ending on the dates as specified in the official document of appointment.
2. The Committee may elect up to 10 public members for 3-year terms at its Annual Meeting. Vacancies in the roster of public members may be filled by election at any meeting of the Committee. At no point shall the number of Foundation members total more than 40.
3. Members of the Committee who are absent from more than 50% of the regularly scheduled meetings during the course of their term without having provided a reasonable excuse to the Chairperson prior to the meetings, shall not be renominated for the Committee, unless in the opinion of the Committee, there are extenuating circumstances.
4. ~~Board members shall not serve for more than 6 years without a one-year absence from the Board.~~ (Rev. 7/11/17)

**Section 2. Nomination and Election of Directors.**

Nomination of Directors for 3-year terms, to be appointed by the Dayton City Commission, is the responsibility of the Dayton Sister City Committee. Nomination and election of Directors from the public, for 3-year terms, is the responsibility of the Dayton Sister City Committee.

**Section 3. Vacancies.**

The Committee may submit nominations to the Dayton City Commission whenever vacancies exist in the category of 3-year appointed Directors. The Committee may elect public members whenever vacancies exist in that category.

**Section 4. Removal from Office.**

A recommendation to the Dayton City Commission for the removal from office of appointed directors is the responsibility of the Committee. The Foundation may remove public Directors for cause by a two-thirds vote of the Foundation's Board of Directors present and voting at any regular or called meeting of the Board. A statement of charges in writing and a fair opportunity for a hearing in his/her defense must have been provided prior to such voting.

**Section 5. Resignation.**

Any Foundation Director, by notice in writing to the Foundation Board of Directors, may resign at any time.

**Section 6. Responsibilities.**

Responsibility for carrying out the work of the Foundation shall be delegated to the Board of Directors. The Board of Directors shall have the authority to do the following:

a. Determine and carry out the programs and policies of the Foundation;

b. Hold the title in and to the moneys and all other property belonging to the Foundation;

1. No investment of the Foundation's endowment shall be made without the affirmative vote of a majority of the Board of Directors;
2. No sale of any of the real estate of the Foundation shall be made without the affirmative vote of two-thirds of all members of the Board of Directors;

c. Approve all contracts or leases in excess of $500;

d. Control operating funds;

e. Employ the Executive Director;

f. Prescribe rules governing an election and appoint tellers to conduct it.

**Article V**

**Officers**

**Section 1. Officers.**

The elected officers of the Foundation shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary.

**Section 2. Election of Officers.**

The officers of the Foundation shall be those elected by the Committee. Officers shall hold office for one year, or until their successors shall have been elected and qualified. ~~Board members may serve up to two consecutive terms in any officer position.~~ (Rev. 7/11/2017)

**Section 3. Chairperson.**

The Chairperson shall preside at all meetings of the Board, appoint committees, and perform all duties incident to her/his office within the framework of these bylaws.

**Section 4. Vice Chairperson.**

The Vice Chairperson shall assist the Chairperson perform all duties incident to the office and act as Chairperson in his/her absence.

**Section 5. Treasurer.**

The Treasurer shall have custody of, and be responsible for all funds of the Foundation. He/she shall keep accurate books of account, shall give and receive written receipts for moneys collected and paid by the Foundation, and prepare an annual report summarizing the Foundation's finances. The Treasurer will file appropriate federal and state tax forms in a timely fashion and maintain State of Ohio organization registration in force with the Secretary of State.

Major payments or expenditures will be approved in advance by a majority of Foundation Board Members present.

**Section 6. Secretary.**

The Secretary shall record and distribute minutes of meetings held by the Foundation Board, maintain accurate written records of the Foundation, and perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Foundation.

**Section 7. Executive Director.**

The Executive Director of the Foundation, should one be employed, shall be the chief executive officer of the Foundation and of the Board of Directors. He/she shall be the head of the employed staff, and as such shall have the authority to employ or to dismiss staff as he/she may deem necessary and expedient to carry out such programs and policies of the Foundation. The Executive Director shall be an ex-officio member of all committees.

**Article VI   
Gifts**

1. Foundation Board Members, and Foundation paid staff, may accept unrestricted gifts of cash or securities for the benefit of the Foundation. Such gifts should be directed to the Foundation Treasurer.
2. Gifts of real estate may be accepted only by the Foundation's Board of Directors.
3. Restricted fund or purpose gifts may be accepted only by the Foundation's Board of Directors. Any gift accepted for a specified fund or purpose shall be used only in the manner designated by the donor.

**Article VII   
Meetings**

**Section 1. Annual Meetings.**

The annual meeting of the Foundation shall be held in February of each year at such time and place as the Board of Directors designates.

**Section 2. Other Meetings.**

The Foundation Board shall meet at least six times per year. Special meetings of the Foundation may be called by 10% of the Foundation members.

**Section 3. Quorum.**

A quorum for any meeting of the Foundation shall be fifty-one percent of the Foundation's Board of Directors. When a quorum is present, decisions are reached by a fifty-one percent majority vote. If a quorum is not achieved, decisions may not be reached by a majority vote of the Foundation Directors present. The quorum refers to the number of such members present, not the number actually voting on a particular question.

**Section 4. Action without Meeting.**

Subject to the framework of these bylaws, action can be taken without a meeting given written approval by a simple majority vote, or 51%, of Foundation Members.

**Section 5. Vote by Proxy**

Foundation Members may designate another member as a proxy to vote on their behalf in absentia. Each proxy designation will be for a single issue only, that must have appeared on the distributed agenda for the meeting. A proxy vote may be designated as "for" or "against," or left to the discretion of the proxy-holder.

**Article VIII   
Committees**

**Section 1. Executive Committee.**

The Executive Committee shall consist of the officers and no more than one additional Directors appointed by the Executive Committee, and shall, in the interim between meetings of the Board, have power to act in accordance with the general policy of the Foundation in accordance with instructions from the Board; such action shall be reported to the Board at the Board meeting following such action. A quorum for any regularly scheduled meeting of the Executive Committee shall be a majority of its members.

**Section 2. Committees of the Board of Directors.**

There shall be such standing and special committees of the Board of Directors as it deems desirable to accomplish the work of the Foundation.

**Article IX**

**Parliamentary Authority**

The rules contained in Robert's Rules of Order Newly Revised (most recent edition) shall govern the Foundation in all cases to which they are applicable, and in which they are not inconsistent with the article of incorporation, Bylaws, or special rules of the Foundation.

**Article X   
Amendment**

These Bylaws may be amended at any annual or called meeting of the Foundation by a two-thirds vote of the members present and voting, providing a quorum is present and providing that the amendment has been proposed and read at the preceding Called meeting.

**Article XI**

**Indemnification**

The Foundation shall indemnify any director, officer, employee, or agent of the Foundation to the maximum extent permissible under Ohio law, including, but not limited to, the provisions of Section 1702.12 and Section 1702.55 of the Ohio Revised Code as they now exist or as they may be amended or superseded.

**Article XII   
Dissolution**

Upon dissolution of the Foundation or the completion of its affairs, the assets of the Foundation shall be distributed exclusively to organizations which are then recognized by the Internal Revenue Service as qualifying under the provisions of Section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder as they now exist or as they may be amended or under those provisions which may from time to time be adopted to supersede or otherwise modify them.

In selection of the organization or organizations to receive these assets, preference will be given to those organizations whose stated purpose or mission similar to and compatible with that of the Foundation as expressed in its mission statement, which appears as Article II of these Bylaws.