

**BYLAWS  
ROANOKE VALLEY SISTER CITIES, INC.**

**ARTICLE I - Mission Statement**

The Mission Statement of Roanoke Valley Sister Cities, Inc., (RVSCI) is: “Roanoke Valley Sister Cities is committed to fostering and encouraging mutual understanding, friendship and peace through cultural, medical, economic, educational and professional exchanges among the people of the Roanoke Valley and the citizens of our seven sister cities on four continents.”

RVSCI is an affiliate member of Sister Cities International, Inc., (SCI) located in Washington, D.C. The SCI Mission Statement is: “To promote peace through mutual respect, understanding and cooperation – one individual, one community at a time.”

**ARTICLE II - Membership**

**Section 1. Admission:** Membership in the RVSCI shall be open to any person with a reasonable desire and willingness to promote and foster the aims and objectives set forth in the Mission Statement and Articles of Incorporation. Any person meeting this requirement may be admitted to the membership of RVSCI by payment of the annual membership dues.

**Section 2. Annual dues:**

**(a)** The annual dues will be reviewed annually by the Corporate Board. The dues may be changed by a majority vote of Corporate Board members.

**(b)** Annual dues for any member of its own committee may be waived by majority vote of any Sister City Committee established in accordance with ARTICLE III, when special circumstance warrants such dispensation.

**(c)** Annual dues shall be credited to the segregated account of the specific Sister City Committee to which the paying member has assigned his/her membership affiliation.

**(d)** RVSCI members may affiliate with more than one Sister City Committee by paying the corresponding multiple (i.e. one for each committee affiliation) of the basic annual dues.

**(e)** The RVSCI membership and fiscal year is from July 1 through June 30 of the following year. Dues paid on or after July 1 through the last day of February of any year will entitle the member to full membership status until the following June 30. Dues paid on or after March 1 of any year will entitle the member to full membership status until June 30 of the following calendar year. Annual dues received from any member in good standing shall extend membership through the next membership year. Any member whose renewal dues are not paid by September 1 of any year shall be deemed to have lapsed, and membership benefits may be terminated until the required dues are remitted.

**ARTICLE III - Official Sister City Committees**

**Section 1. Activities:** The activities of RVSCI will be coordinated by the Corporate Board of Directors and those official Sister City Committees (SCC) established by the Corporate Board for people-to-people cultural, charitable and educational activities and other exchange programs with each Sister City that has entered into a formal agreement with a local government in the Roanoke Valley.

New members of the RVSCI will be encouraged to designate their dues in support of one or more of the current Sister City Committees:

**Roanoke-Wonju, Korea. (1964)**

**Roanoke-Kisumu, Kenya. (1976)**

**Roanoke-Pskov, Russia. (1992)**

**Roanoke-Florianopolis, Brazil. (1995)**

**Roanoke-Opole, Poland. (1995)**

**Roanoke-Lijiang, China. (1996)**

### **Roanoke-St. Lo, France. (1998)**

**Section 2. Committee Organization:** Each Sister Cities Committee shall select, before the end of each fiscal year, a Chairperson, Vice-chairperson, Secretary and five (5) additional members to serve for a term of one year. These committee officers and members may represent their SCC on any appointed committee of the Board of Directors. Each Sister City Committee Chairperson (or proxy) will be designated to represent that SCC for a period of one year on the Corporate Board. Sister Cities Committees shall hold meetings that are open to the general public and may work closely with other organizations in the Roanoke Valley.

**Section 3. Committee Duties:** The Corporate Board shall ask each Sister City Committee to submit a proposed budget, proposed program plans and an annual report of activities for each membership/fiscal year. Each Committee must carry out at least one project or activity during each membership/fiscal year and must maintain contact with their Sister City.

**Section 4. Meetings:** The Sister City Committees will establish and make known regular meeting dates and may also hold called meetings. Each Committee may meet as often as necessary to conduct its business, but should meet no fewer than two (2) times a year. Meeting notice should be provided at least five (5) days in advance by mail, phone, E-mail or newsletter.

### **ARTICLE IV - Corporate Board**

**Section 1. Membership:** The corporate powers, business, money and other common property of the Corporation shall be exercised, conducted and controlled by a Corporate Board comprised of one representative from each official Sister City Committee established in accordance with Article III and members from the Roanoke Valley community at large. The dean of the Virginia Tech Carilion School of Medicine, or the dean's designee, will be invited and encouraged to hold one of the at-large Corporate Board positions. Each official SCC shall designate its chairperson [or a proxy] as a representative to serve on the Corporate Board before June 30 of each year. No additional dues payment beyond individual SCC dues will be required.

**Section 2: Qualifications:** All at-large members of the Corporate Board must have paid annual dues to RVSCI for the year in which they serve. Said dues will be the same as those paid by any other SCC committee member.

**Section 3. Compensation:** Members of the Corporate Board will receive no compensation or expenses from the Corporation for their services in acting as members. Special expenses incurred at the request of the Board may be reimbursed.

#### **Section 4. Corporate Board Term of Office:**

**(a)** Representatives shall be designated annually by each respective SCC for one- (1)-year terms. They shall have no term limits.

**(b)** All at-large members of the Corporate Board shall be elected for terms of four years each and shall have no term limits.

#### **Section 5. Vacancies:**

**(a)** Sister City Committee representative vacancies on the Corporate Board shall be filled by the respective official SCC. Notice of such selection must be sent to the Corporate Board President and Secretary and duly recorded.

**(b)** At-large member vacancies on the Corporate Board shall be filled upon recommendation of any current Corporate Board member or officer and approved by a majority vote of the Corporate Board.

**Section 6. Corporate Board Coordination with RVSCI Membership:** The Corporate Board will arrange for joint fundraising activities, appropriate available funds among the official Sister City Committees, and, through the Executive Director and SCC representative to the Corporate Board, provide for a flow of information to the membership and a general postal mailing list maintained by the Corporate Board.

## **ARTICLE V - Corporate Board Officers**

**Section 1. Officers:** Officers of the Corporate Board shall be the President, Vice President, Secretary and Treasurer. The Board may at its discretion have both recording and corresponding secretaries.

**Section 2. Term of Office:** The officers shall be elected for a one- (1)-year term of office and shall hold such office until the next fiscal year begins or until their successors are duly elected.

**Section 3. Election:** All officers of the Corporate Board shall be elected by Corporate Board members prior to the Annual Meeting and introduced to the general membership at the Annual Meeting.

**Section 4. Honorary Members:** Any former President of RVSCI, any retired Executive Director, any former or current Mayor of the City of Roanoke, VA, and any former or current Chair of the Roanoke County, VA, Board of Supervisors shall be considered an Honorary Member of the Corporate Board and shall be eligible to attend Corporate Board meetings as a non-voting representative. The purpose of this designation is to secure continuing knowledge of RVSCI history and traditions from past leaders and elected municipal officials.

**Section 5: Meetings:** Corporate Board officers must schedule not fewer than three regular meetings per year. A quorum shall consist of eight (8) or more members of the Corporate Board.

## **ARTICLE VI - Duties of The Corporate Officers**

**Section 1. President:** The President shall preside at all meetings of the Corporate Board and the Annual Meeting. He/she shall sign all contracts and other official instruments. Along with the Executive Director, the President will be an official spokesperson for RVSCI.

**Section 2. Vice President:** The Vice President shall assume the duties of President in his/her absence and any other official duties assigned to him/her from time to time by the Corporate Board.

**Section 3. Secretary:** The Secretary shall:

(a) Keep all records and minutes of Corporate Board meetings and general membership meetings. This duty may be assigned to a Recording Secretary appointed by the Corporate Board in accordance with ARTICLE V, Section 1.

(b) Be custodian of the corporate seal.

(c) Keep a record of the total membership, showing the name and other pertinent information about each member. The secretary will have current membership lists available each year at the Annual Meeting.

(d) Sign, where required, any corporate papers in conjunction with the Corporate President.

(e) Assume the duties of correspondence, as directed by the President and/or vote of the Corporate Board. As needed, the Secretary may be assisted by the Executive Director and others in providing reports or documents at Corporate Board meetings

(f) In the absence of the Secretary, or Recording Secretary if one has been appointed in accordance with ARTICLE V, Section 1, the Corporate Board shall appoint one of its members or any designated SCC member to keep minutes for the current meeting or function.

**Section 4. Treasurer:** The Treasurer shall:

(a) Act as custodian of all funds of the Corporation, depositing all Corporate funds in banks designated by the Corporate Board.

(b) Disburse Corporate Board funds only as prescribed by the Corporate Board and designated individual SCC officers.

(c) Maintain all appropriate financial records and prepare written quarterly reports.

(d) Be authorized to disburse money upon receipt of an approved voucher from the Corporate Board, Executive Director or SCC, provided that the designated account has an available balance sufficient to cover the expense.

(e) Coordinate required annual tax filings.

(f) Coordinate the Annual Budget along with the Corporate Secretary and Executive Director.

**Section 5. Internal Audit:** A three- (3)-member internal audit committee made up of Corporate Board members will be designated by the Corporate Board at the Annual Meeting for a one- (1)-year term. The internal audit committee will review the bank statements and other financial records. The Executive Director will serve without vote on this committee. An external audit shall be obtained as required by funding request grantors.

#### **ARTICLE VII - Executive Director**

**Section 1. Qualifications:** The Executive Director shall be a member of the RVSCI in good standing. He/she shall be appointed by the Corporate Board and serve at the discretion of the Board. He/she shall attend all Corporate Board meetings and as many SCC meetings as possible.

**Section 2. Term of service:** The term of service of the Executive Director shall be two (2) years . Reappointment is at the pleasure of the Corporate Board by majority vote.

**Section 3. Compensation:** A stipend fixed and reviewed by the Board annually will be rendered monthly by the Treasurer.

**Section 4. Duties:** The Executive Director, who serves as official liaison to the local governments of the Roanoke Valley, will provide administrative support and counsel to Corporate Board members and SCC members; provide public relations coordination for RVSCI's Corporate Board and SCC and act as an official spokesperson; help coordinate funding initiatives and assist the Secretary with filing required reports and the annual VA State Corporate Commission report for the Corporate Board; maintain official office services; render a written report of activities at Corporate Board meetings; and coordinate the preparation of an annual Corporate Board budget in conjunction with the Treasurer and other officers.

**Section 5. Expenses:** The Executive Director will report corporate expenses to be included with the quarterly Treasurer's report. He/she will have discretion to make reasonable expenditures in the routine course of his/her service and be reimbursed after vouchers are submitted to the Treasurer on a regular basis. All expenditures in excess of \$500.00 shall have prior written approval of at least two officers of the Corporate Board.

**Section 6. Absence of an Executive Director:** In the absence of an Executive Director, the above duties shall be assumed by the President or some other member or members designated by the Corporate Board of Directors.

#### **ARTICLE VIII - Meetings**

**Section 1. Annual Meeting:** A general meeting of the RVSCI members shall be held annually in the Roanoke Valley of Virginia, on a date not later than June 30 of each year and at a place designated by the Corporate Board with at least four- (4)-weeks advance notice to members through the RVSCI Newsletter, postal mail, and/or e-mail. At each Annual Meeting, Corporate Board members and representative SCC members for the next RVSCI annual fiscal term, beginning July 1, will be introduced. Those members present shall constitute a quorum for voting and the conduct of business, if proper notice was sent.

**Section 2. Special Meetings:** Special meetings of the Corporate Board or RVSCI membership may be called at any time by the President or upon majority vote of the Corporate Board. At such special meetings, only such business as was stated in the call for such a meeting shall be transacted. Those present at a special meeting constitute a quorum, provided proper five- (5)-days' advance notice was sent to the membership.

**Section 3. Voting:** A member in good standing has right to vote in general meetings and in all Sister City Committee(s) in which dues have been paid.

**ARTICLE IX - Rules**

**Section 1. Rules of Order:** Business sessions of the Corporation shall be conducted according to the Robert's Rules of Order, Newly Revised, except that the Articles of Incorporation and Bylaws shall take precedence in the case of conflict with Robert's Rules. The Vice President shall serve as Parliamentarian.

**Section 2. Standing Rules:** The Corporate Board may from time to time adopt standing rules, which may be changed at any meeting of the Corporate Board by majority vote.

**ARTICLE X - Amendments**

Alterations or amendments to these bylaws may be recommended by a two-thirds (2/3) vote of the Corporate Board and subsequently approved at the next Annual Meeting of the Corporation by a two-thirds (2/3) vote of the qualified membership in attendance.

[As amended at the Annual Meeting on May 30, 2019.]

Substantive proposed amendments:

ARTICLE II, Section 1; Section 2 (b)

ARTICLE III, Section 2; Section 4

ARTICLE IV, Section 1; Section 2; Section 4 (b); Section 5 (b)

ARTICLE V, Section 2

ARTICLE VI, Section 3 (a); Section 5

ARTICLE VIII, Section 1

Other proposed amendments are to correct grammar or spelling, or to maintain stylistic consistency.