

# **Bylaws of the Munich Sister City Association of Greater Cincinnati**

Approved By-laws April 27, 1998

## **ARTICLE I: NAME**

The name of this corporation will be the Munich Sister City Association of Greater Cincinnati.

## **ARTICLE II: MISSION/PURPOSE**

The purpose of the Munich Sister City Association is to develop cultural ties, encourage mutually beneficial economic relationships and foster an exchange of ideas between the people of Greater Cincinnati and Munich.

## **ARTICLE III: MEMBERSHIP**

- **Section 1. Membership**  
Membership is open to anyone of any ethnic background interested in German Culture.
- **Section 2. Individual Membership**  
Membership shall be attained by annual payment of membership dues as established by the Board of Directors. Individual Membership has one (1) vote.
- **Section 3. Group/Corporate Membership**  
Membership shall be attained by annual payment of membership dues as established by the Board of Directors but is limited to no more than five individuals. Each group membership has one (1) vote.
- **Section 4. Family Membership**  
Membership shall be attained by annual payment of membership dues as established by the Board of Directors. Each Family Membership has up to two (2) votes.

## **ARTICLE IV: BOARD OF DIRECTORS & ROLE OF THE BOARD**

The Board of Directors should be chosen from the membership at large. The board's function will include long-range planning through policy development, financial management of the program and evaluation of the activities.

- **Section 1. Powers & Duties of Directors**  
The governing body of this organization shall be the Board of Directors, consisting of not less than nine (9) members of this organization, who shall have the power to conduct, manage and control the affairs and business of the corporation.
- **Section 2. Make-up of Board**  
The Board of Directors shall be comprised of the President, Vice-President, Secretary, Treasurer and the Chairpersons of the Standing Committees. Ad-hoc Committees may be added so long as the total board does not exceed (20) twenty.

- **Section 3. Qualifications & Elections**

- Standing Committee Chairpersons shall be elected by the members at large and must continue to be members in good standing during their term of office.
- Officers shall be elected by the membership at large and must maintain good standing. Good standing means all dues are current.
- The Board shall be elected by the members of the corporation at the annual meeting of the general membership.

- **Section 4. Vacancies**

Vacancies on the Board shall be filled from the membership by a majority vote of the remaining directors; and such person filling the vacancy shall hold office until the expiration of the term being filled.

- **Section 5. Special Meetings**

The President, or any other (2) Board Members, when necessary, may call a special meeting of the Board of Directors. The special call shall be in writing and give a five day written notice stating the purpose.

- **Section 6. Accountability**

- The Board of Directors shall maintain a complete record of all their business transactions, their minutes and 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 the association.
- The fiscal year shall be the calendar year.

- **Section 7. Board Meetings**

The Board of Directors shall meet bi-monthly, at the minimum, during the year at a time and place to be fixed by the Board of Directors. A simple majority shall constitute a quorum of the board.

## **ARTICLE V: DUTIES OF OFFICERS**

- **Section 1. The President**

The President shall preside at all meetings of the Directors and members. It is the President's signature that will appear on all certificates of membership and all contracts and other instruments. The President will direct and participate in long range planning, review and facilitate the implementation of goals and objectives, assist in fund raising, and represent the Board to city and county officials and the public. The President may serve two two-year terms with no immediate succession.

- **Section 2. Vice-President**

The Vice-President shall assume the duties of President in the President's absence and preside over meetings in the absence of the President. The Vice-President may serve two two-year terms with no immediate succession.

- **Section 3. The Secretary**

The Secretary shall:

- Keep records and minutes of all Directors and Membership meetings, coordinate distribution of meeting notices, meeting agendas, minutes and additional materials as necessary, participate in long range planning and assist in fund raising.
- Keep the membership book, sign, where required, all association papers in conjunction with the President.

The Secretary may serve two two-year terms with no immediate succession. In the absence of the Secretary, the Directors shall appoint one of the members for the current meeting to function or act as Secretary.

- **Section 4. The Treasurer**

The Treasurer shall:

- Be the custodian of all funds of the corporation, depositing such funds in banks designated by the Board of Directors.
- Disburse funds only as prescribed by the Directors and insure that two authorized signatures are present.
- Establish fiscal procedures and operational policies, assist in preparation and approval of the budget, prepare financial statements for the Board, authorize expenditures, participate in long range planning, and assist in fund raising.

This person is not in charge of fund raising. The Treasurer may serve two two-year terms with no immediate succession.

- **Section 5. Ex officio members of committees**

The President and the Vice President are each ex officio members of all standing committees and all other committees, unless specifically excluded from them. They shall be provided notice of all committee meetings along with all other committee members.

## **ARTICLE VI: STANDING COMMITTEES**

- **Section 1.**

There are ten (10) standing committees, each of which shall have a Chair elected for a term of two (2) years. The Standing Committees are: Arts and Culture; Public Relations; Membership; University Exchanges; Student Exchanges; Teacher Exchanges; Medical Exchanges; Attorney Exchanges; Economic Development; and the Committee on Committees.

- **Section 2.**

The Board of Directors may create additional standing committees, and may discontinue, merge, or separate existing committees.

- **Section 3.**

The Committee on Committees may at any time recommend changes in committee structure and present them to the Board of Directors for ratification. The Committee on Committees shall consist of the President, the Vice President, the immediate past President, and up to two other members appointed by the Board of Directors. It is the responsibility of the Committee on Committees to review the functioning of the committees, any need for additional committees, the need to terminate existing committees, and to see in general that there is an appropriate division of responsibilities between committees.

## **ARTICLE VII: ORDER OF BUSINESS/PARLIAMENTARY AUTHORITY**

- **Section 1.**

Robert's Rules of Order (most recent revision) shall govern the Order of Business and be the parliamentary authority for this organization.

## **ARTICLE VIII: AMENDMENT OF BY-LAWS**

- **Section 1.**

The By-Laws may be amended by a (2/3) two thirds majority vote at the annual meeting or at a special meeting called for that purpose.

## **ARTICLE IX: ANNUAL, MONTHLY & SPECIAL MEETINGS OF THE MEMBERSHIP AT LARGE**

- **Section 1.**

There shall be an annual meeting of the general membership (Annual General Membership Meeting) in April. The date, time and location to be announced by the Board in March.

- **Section 2.**

Special meetings may be called by the President, or any other two Board members, when necessary. The special call shall be in writing and give a five (5) day written notice stating the purpose, place and time.

- **Section 3.**

Special meetings may be called by any ten (10) members in good standing of the General Membership. The ten members shall request in writing, the Board to notify the General Membership of the time and place of meeting.