

# **BYLAWS**

## **1 General Provisions**

**1.1 Name:** The name of the corporation is Wichita Area Sister Cities, Inc. (WASC).

**1.2 Registered Office:** The registered office of the corporation is at P.O. Box 47242, Sedgwick County, Wichita, Kansas 67201.

**1.3 Resident Agent:** The resident agent at that address is the current President of WASC, or is appointed by the President of Sister Cities, and may be reviewed annually.

**1.4 Term:** The term for the existence of this corporation is perpetual.

**1.5 Corporate Seal:** The corporation may have a seal on which shall be inscribed the corporate name and the words 'Seal' and 'Kansas'.

**1.6 Fiscal Year:** The fiscal year shall end the 31st day of December, each year.

**1.7 Rules and Regulations:** The Board of Directors (Board) may adopt rules and regulations for the effective conduct of its business and such rules shall have the force and effect of a bylaw.

**1.8 Policy Decisions:** The Board may make decisions and determinations of policy which are then recorded and compiled by the Secretary for access and reference.

## **2.0 Purposes**

**2.1 Nonprofit:** This corporation is organized as not-for-profit and shall not have any authority to issue capital stock.

**2.2 Exempt Purpose:** This corporation is organized exclusively for charitable, educational and civic purposes, which include the making of distributions to groups or organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

### **2.3 Specific Purpose**

**2.3.1** To establish and maintain an association of persons, interested in encouraging goodwill and cooperation between the citizens of Wichita, Kansas, and its Sister Cities;

**2.3.2** To solicit funds and materials to achieve this end;

**2.3.3** To receive gifts and property for this purpose;

**2.3.4** To promote exchanges of all types;

**2.3.5** To advise the Mayor and/or City Council regarding Sister Cities activities and cultural matters.

## **2.4 Mission and Goals**

**2.4.1** As a member of Sister Cities International, WASC has the same mission and goals.

**2.4.2** The Mission of WASC is therefore: “To promote peace through mutual respect, understanding, and cooperation — one individual, one community at a time”;

**2.4.3** The Goals of WASC are therefore: 1. Municipal Exchange and Community Development; 2. Business and Trade; 3. Arts and Culture; and 4: Youth and Education;

### **2.4.3.1 Municipal Exchange and Community Development:**

WASC activities will: support and help peer-learning between municipal employees and elected officials of Wichita and its Sister Cities; help Wichita implement innovative policies and management techniques in sanitation, water, health, transportation, tourism, economic development, and education; raise funds or collect supplies for natural disasters or other emergencies in Wichita’s sister cities; pursue other humanitarian and community development projects including renovation of clinics, creation of wells, and trainings for medical personnel; and support Sister City schools abroad through donation of materials, construction, and partnerships with Wichita schools;

### **2.4.3.2 Business and Trade:**

WASC programs will facilitate connections between Wichita and Sister City municipal officials, institutions, and businesses; support trade delegations and generation of tourism revenues; use Sister City relationships to build trust, access, and expertise that help Wichita businesses to find new opportunities; facilitate access to new markets; provide assistance navigating import and export regulations; introduce new partners; and expand the resources available to Wichita businesses, so that investment in WASC equates to investment in the future of Wichita;

### **2.4.3.3 Arts and Culture:**

WASC will support arts and cultural programs in Wichita’s Sister Cities network; continue to connect people from different backgrounds on a fundamental level; help Wichitans to experience and explore the culture of its Sister City community; help Wichitans gain insight into the history, values, and aesthetic sensibilities of her Sister Cities; and support cultural exchange as a foundation for Wichita’s Sister City relationships, which may take the form of musical performances, art exhibits, peace parks and gardens, and international cultural festivals throughout Wichita’s Sister City network;

#### **2.4.3.4 Youth and Education:**

WASC activities and programs may provide experience in international affairs and citizen diplomacy to youth; support exchanges that may often be the first opportunity that youth have to travel abroad, and to experience being a guest rather than a tourist; help youth to develop intercultural competence and multiple perspectives; support short- and long-term exchanges, virtual exchanges, and sports tournaments at the high school or college level on work placement internships that provide an opportunity to develop professional skills within a framework of citizen diplomacy; and support exchanges with a view to providing, “a life-changing experience,” that may form the foundation for development of leaders in international affairs or diplomacy;

### **3.0 General Powers**

This corporation shall have authority to exercise each and every power as permitted to be exercised by a corporate entity organized not-for-profit, under the laws of the State of Kansas.

3.1 Specific Powers: Without limiting the generality of the foregoing, this corporation shall have the power to:

**3.1.1 Property:** To acquire, purchase, hold, lease, mortgage and pledge such real or personal property in Kansas, other states of the United States and elsewhere, as shall be necessary and convenient to the transaction of its business and the realization of its purpose;

**3.1.2 Contracts:** To make contracts, including contracts of guaranty and surety; incur liabilities; borrow money at such rates of interest as the corporation may determine; issue notes, bonds and other obligations and secure any of its obligations by mortgage, pledge or other encumbrance of all or any of its property, franchises and income;

**3.1.3 Gifts and Grants:** To solicit, receive and hold any property, real or personal, given, devised, bequeathed; given in trust; given by state, federal, local and private grant; transferred or otherwise made over to said corporation for its use or benefit. It shall manage, administer and control such property so received, including the investment, disbursement and transfer thereof. In all events, except where law or public policy is contrary, the corporation shall follow the specific instructions or limitations given in writing by a donor, grantor, testator or other transferor of such property.

**3.2 Limitations on Use of Earnings:** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons; or students, employees, employers or family members thereof; except that the corporation shall be authorized and empowered to pay reasonable compensation

for expenses incurred and services actually rendered by such persons for the benefit of the corporation in furtherance of its purpose upon presentation of receipts for the said expenses;

**3.2.1** Provision of Fellowships, Scholarships or other financial support for exchanges:

**3.2.1.1** Financial support for any proposed fellowships, scholarships or financial support for exchanges are subject to the limitation of the relevant budget, which must remain balanced;

**3.2.1.2** Priority will be given to those Fellowship/Scholarship/Exchange projects, whose funds have been solicited from and provided by external sponsors for the specific proposal for a fellowship, scholarship, or other exchange;

**3.2.1.3** Prior to the year a fellowship, scholarship or other exchange is offered, the President will appoint a Fellowship/Scholarship/Exchange Committee of three members with no conflict of interest to oversee the process of advertising, soliciting applications and selecting an exemplary recipient for approval by the Board;

**3.2.1.4** The Fellowship/Scholarship/Exchange Committee will disseminate an advertisement, approved by the board, to the widest possible audience within the Wichita Area by the August board meeting of the year prior to the award;

**3.2.1.5** The Fellowship/Scholarship/Exchange Committee will assemble all applications and evaluate them using a Rubric approved by the board to select only those applicants who meet all requirements by the September board meeting of the year prior to the award;

**3.2.1.6** The Fellowship/Scholarship/Exchange Committee will present this list of finalists to the board with their recommended recipient for the board's consideration by the October board meeting;

**3.2.1.7** Successful winners of the Fellowship/Scholarship/Exchange will be informed by the board and introduced at the Annual Meeting of the award year;

**3.3** No Political Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**3.4** Foundation Status: If, for any period of time (and notwithstanding any other provisions of the governing instruments of this corporation) this corporation is defined as or held to be a private foundation (as distinguished from public charity) under the provisions of the Internal Revenue Code, as they now exist or are hereafter amended, then during such

period said corporation shall be subject to the limitations, requirements and prohibitions of Section 4941 through 4945, of the Code.

**3.5 Non-profit Tax Code Restrictions:** Notwithstanding any other provisions of its *Articles of Incorporation*, the corporation shall never be operated for the generation of profit, nor conduct any activities, to any extent, not permitted to be carried on by:

a) a corporation exempt from the Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1954;

b) a corporation, contributions to which are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954.

## **4.0 General Membership**

### **4.1 General Members**

All persons who support the WASC program with monetary contributions in the form of annual dues shall be members of the WASC, have voting privileges prior to the annual meeting and at the annual meeting, be eligible to hold office and may participate in the activities of the organization.

### **4.2 Membership categories**

Individual, Family, Student, Vice Consul, Consul, Ambassador, Corporate, and Student Group, with different dues amounts for each category as designated on the membership application, which can be changed annually at the discretion of the board.

**4.3 *Family memberships*** include those family members residing in the same household; Student members may be individuals of any age enrolled at an area institute of learning. Vice Consul, Consul, and Ambassador are classifications of membership based solely on level of increasing monetary contribution; Corporate members are corporations or businesses which contribute an amount in cash and/or in-kind gifts annually; Student Group membership is for a group of not more than fifteen (15) students enrolled at the same institution of learning, or belonging to the same club or learning environment;

**4.4 *Honorary members*** shall be persons selected for free general membership by the Board, in consideration of extraordinary service to the WASC program over the years or for any other reason deemed appropriate by a majority of the Board; Currently serving City Council members are automatically honorary members of WASC;

**4.5** No member may transfer a membership or any right arising from that membership; A roster of active members shall at all times be kept at the registered office of corporation and updated annually.

## **5.0 Board of Directors**

## 5.1 Board Composition

**5.1.2** The Mayor shall appoint one (1) Director from eligible [5.2.2], active [5.2.3] WASC membership and one City staff member to serve as Secretary;

**5.1.3** Each Council Member shall appoint one (1) Director from the eligible [5.2.2], active [5.2.3] WASC members;

**5.1.4** Eight (8) Directors shall be nominated and elected from the eligible [5.2.2], active [5.2.3] membership to serve on the WASC Board;

**5.1.5** The WASC Board President can appoint up to three (3) Directors from the eligible [5.2.2], active [5.2.3] membership;

**5.1.6** All Directors shall be expected to serve on at least one WASC Committee during his/her term(s);

**5.1.7** All Directors, appointed or elected, will be bound by the communication protocols as set out in [7.14 and 8.1-3];

## 5.2 Terms of Service

**5.2.1** The initial term of service for Directors appointed from eligible [5.2.2] and active [5.2.3] WASC membership by newly-elected Mayor(s) and Council members shall be four (4) calendar years with an option of being reappointed for a second four-year term, in the event of the Mayor or Council Member's respective re-election, to serve a maximum of eight (8) years total;

**5.2.2** After serving a maximum of eight (8) years on the Board, a Board Director, whether appointed or elected, must go off the board for four (4) years before becoming eligible for re-appointment or re-election, but is encouraged to continue working on committee(s) as an active [5.2.3] member;

**5.2.3** Active members of WASC are those, who are currently financial, having paid their annual membership subscription;

## 5.3 Election Committee

**5.3.1** Elections of the Board President and Vice President from the Board of Directors

**5.3.1.1** In an election year, the Board shall elicit from the Board the names of active [5.2.3] and eligible [5.2.2] Board Directors to serve as President or Vice-President for two years;

**5.3.1.2** If there is no more than one nominee for President and/or Vice-President then that nominee will be declared 'elected unopposed';

**5.3.2 Election of eight (8) Board members from the General Membership:**

**5.3.2.1** By the end of the last week of October during election years, the President shall select three eligible [5.2.2] and active [5.2.3] Directors of the Board to serve on an Election Committee;

**5.3.2.2** By the end of the first week of November during election years, the Election Committee shall inform WASC General Membership by email about upcoming election and solicit nominations for eight (8) seats on the Board;

**5.3.2.3** By the end of the second week of November during election years, the Nominating Committee shall elicit from the active [5.2.3] membership nominations for at least eight eligible [5.2.2], active [5.2.3] members;

**5.3.2.4** Electronic ballots shall be returned by December 15 to the Election Committee Chair, who shall report the results to the Election Committee, the Board and President;

**5.3.2.5** The Election Committee announces the results of elections no later than December 20th of each election year;

**5.3.2.6** If eight (8) or less nominations are received, those active [5.2.3], eligible [5.2.2] nominees will be declared elected unopposed, otherwise an election shall be conducted as per [5.4].

**5.3.2 Election of eight (8) Board members from general membership**

**5.3.2.1** By the end of the last week of October during years divisible by 4, the President shall select three Directors of the Board to serve on an Election Committee;

**5.3.2.2** By the end of the first week of November of each election year (even-numbered), the Election Committee shall inform WASC membership by email about upcoming election and solicit nominations for eight (8) seats on the Board;

**5.3.2.3** By the end of the second week of November during years divisible by 4, the Nominating Committee shall elicit from the active\*\* membership nominations for at least eight eligible\*, active\*\* members;

**5.3.2.4** Electronic ballots shall be returned by December 15 to the Election Committee Chair who reports the results to the Election Committee, the Board and President;

**5.3.2.5** The Election Committee announces the results of elections not later than December 20th of each election year (even-numbered);

**5.3.2.6** Only active\*\* WASC members, who have not already served the maximum of two (2) four-year terms or eight (8) consecutive calendar years as WASC Board Directors, will be eligible for nomination, unless they have taken full four (4) year sabbatical from the Board;

**5.3.2.7** If eight (8) or less nominations are received, those nominees will be declared elected unopposed, otherwise an election shall be conducted as per **5.4.**

#### **5.4 Elections:**

**5.4.1** During November of an election year (divisible by 4), elections of board members will be conducted using post, email or online voting system, by the Election Committee;

**5.4.2** Only eligible [5.2.2], active [5.2.3] members can be nominated for election to the Board;

**5.4.3** Only active [5.2.3] members can vote;

**5.4.4** Individual active [5.2.3] members can cast one (1) vote;

**5.3.5** Active Family or Corporate members can cast two (2) votes;

**5.4.6** Elections of Board Directors must be concluded no later than December 15th of the election year and the results must be presented by the Nominating Committee at the December Board meeting;

**5.4.7** Elections shall be conducted and appointments of Board Directors made each year that is divisible by 4, e.g. 2020, 2024, 2028, 2032, etc.

#### **5.5 Board Officer or Director Vacancies:**

**5.5.1** In the event that an Elected Board Officer or Director resigns before the completion of his/her term the President shall appoint an eligible, active member for the remainder of the term;

**5.5.2** If the interim appointee [5.5.1] serves less than one (1) year, he/she will be eligible for nomination and election for up to two (2) four-year terms, otherwise he/she will be eligible for nomination and election for only one (1) four-year term;

#### **5.6 Board Duties:**

**5.6.1** The Board shall establish policies, budgets and procedures in accord with the mission and goals of the WASC as set out in [2.4];

**5.6.2** The Board shall approve the annual budget or given year, for the board and committees, by the October meeting of the previous year; Any expenditure, totaling less than five hundred dollars (\$500.00) during one month, as per the approved budget for that month, may be authorized by the President. Any expenditure, in excess of five hundred dollars (\$500.00) during one month, shall require prior approval by the Board;

**5.6.3** Duties of Board Officers:

**5.6.3.1** The President shall: draft the agendas and chair, at least six board meetings annually, including an annual meeting for the general membership and a board retreat; delegate chairing of meetings in advance of absences; ensure that board meetings are conducted in accordance with Robert's Rules of Order; officiate at events and meetings or delegate this duty; oversee formulation of annual budgets, bank accounts and compliance with budgets; act as signatory for bank accounts; maintain communication with the Mayor, media and Sister Cities International; guide the board towards achieving the mission and goals set out in [2.4]; and ensure compliance with by-laws;

**5.6.3.2** The Vice President shall: assist the President as required and act as the President's delegate in performing presidential or other duties [5.6.3.1] as requested by the President;

**5.6.3.3** The Treasurer shall: maintain accounts and submit monthly reports to board meetings; conduct banking transactions; ensure security of cash box; collect monies at events; write checks to vendors for reimbursements; assist in formulation of balanced board and committee budgets; ensure compliance with budgets; prevent conflicts of interest in distribution of funds; oversee CDs and other investments; oversee online transactions, online banking and credit card transactions; and file annual income tax statements to the IRS and State by the end of January each year;

**5.6.3.4** The Secretary shall: distribute minutes and meeting documents to Board Members prior to Board meetings; take minutes and distribute those minutes in a timely manner; act as liaison between the Mayor and President in the first instance and with other Board Members or Committee Chairs as appropriate; work with the President or president's delegate, and appropriate Committee Chair when arranging for official Sister City visits or planning official visits to Sister Cities; and keep the President informed on all matters that may affect WASC or the WASC Board;

**5.6.4** Should a Country Committee Chairman not be a member of the Board, the Chairman shall serve as a liaison and provide reports to the Board on a monthly

basis concerning the Committee's activities or select an individual from that Country Committee to do so;

## **6.0 Dues**

**6.1** To qualify as an *active member* of the WASC, it shall be necessary to contribute annually to the organization in accord with a membership dues schedule, which can be changed by the Board from time to time; Active membership dues are payable on a calendar year basis and are due during the month of January;

**6.2** Dues received from new members after June 1 shall be one-half the normal annual dues.

## **7.0 Meetings**

**7.1** *Annual meetings* of the general membership shall be held not less than one time each year; The annual meeting shall be held during the month of January or other specific date and place as determined by the Board; Bylaws changes previously approved by the board may be considered and approved by the general membership at the next annual meeting;

**7.2** *Special meetings* of the membership and the Board shall be called when deemed necessary by the president or any three (3) members of the Board.

**7.3** *Notice of meetings*: Notice of all meetings shall be given to all members or directors who are entitled to vote, at no less than 10 (ten) or more than ninety (90) days prior to any membership or board meeting. If a special meeting is called, the notice shall state the general nature of the business to be transacted and no other business may be transacted;

**7.4** *Open meetings*: All regular and special meetings shall be open to the public;

**7.5** *Other Membership Bodies*: Meetings of the committee bodies of the corporation shall be determined by the Board at the same time that those same committee bodies are created;

**7.6** *Conduct of meetings*: A *quorum* for the transaction of business at a meeting of the membership shall be a simple majority of those members present, except as otherwise provided by law or these bylaws. A vote of a majority of those present shall be required to take action. Roberts' Rules of Order, current edition, shall be applied at all membership meetings.

### **7.7 Board Meetings**

**7.7.1** Monthly meetings of the Board shall be held on the fourth Thursday of each month;

**7.7.2** Should monthly meetings not be possible, the minimum of meetings shall be no less than four (4) per year or one (1) for each quarter of the year);

**7.7.3** Approval for any item of business brought before the Board shall require a quorum of Board members or their alternates;

**7.7.4** Notice of any Board meetings shall be delivered to the Board members, at a minimum of five days in advance of the meeting;

**7.7.5** In the event of an emergency, and the notice may not be delivered within the five-day time frame, the President may transact the business at hand, by e-mail and/or telephone to collect a vote from the Board members, without any notice of a formal meeting.

## **7.8 Compensation**

**7.8.1** Directors of the Board may not receive any compensation, in monetary, goods or service value, for any activity rendered as a Director.

## **7.9 Authority**

**7.9.1** Subject to limitations contained in the WASC Articles of Incorporation and in the law of the state of Kansas, as to action to be authorized or approved by the members, all corporate powers, activities and affairs of the WASC shall be exercised by or under the authority of the WASC, which shall be controlled by its Board; The Board, to any person or persons, may delegate such powers, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board.

## **7.10 Resignation, Removal from Office, Vacancies**

**7.10.1** *Resignation:* Any director of the WASC may resign by filing a written resignation with the secretary of the corporation, and such resignation shall become effective when so filed, unless some subsequent effective date is set forth in the resignation letter;

**7.10.2** *Removal from Office:* Any director of the corporation may be removed from office for cause by a vote of the majority of directors, effective upon notification by the secretary of the corporation;

**7.10.3** *Vacancies:* Vacancies on the board shall be filled by the President with consent of the Board.

## **7.11 Quorum**

**7.11.1** A majority of the Board shall constitute a quorum for the transaction of business.

## **7.12 Absences**

**7.12.1** The absence of a Director from three or more regularly scheduled meetings of the Board, without cause, in any one calendar year, may be grounds for replacement.

## **7.13 Committees: Chairs and Duties:**

**7.13.1** Committee Chairs or Co-Chairs shall be appointed by the board;

**7.13.2** Committees shall meet regularly to ensure WASC mission and goals [2.4] are being met;

**7.13.3** Each Committee shall submit its plan and budget for the coming calendar year by the end of October each year;

**7.13.4** Committees shall maintain a balanced budget;

## **7.14 Communication Protocols**

**7.14.1** Communication by any means and on any WASC matters with Media, Sister Cities International, and the Mayor or Mayor's Office, shall be limited to the President or President's delegate in the company of other board members as appropriate;

**7.14.2** Appointed board members are encouraged to keep their appointing Council Member updated on WASC matters on a regular basis via email or face-to-face meetings;

## **8.0 Official Visits**

### **8.1 Incoming & Outgoing Visits**

**8.1.1** Notices of official visits (incoming or outgoing) are usually received in the Mayor's Office and communicated to the Board via the Secretary;

**8.1.2** For both incoming and outgoing delegations, the Secretary shall assist coordination of all details among President, Committee Chairs, delegation members and the Mayor with foreign cities' representatives;

**8.1.3** Official gifts are selected and purchased by the Mayor's Office and are presented by the Mayor or the head of the delegation.

### **8.2 Incoming Visits**

**8.2.1** For incoming visits, an official visit committee is convened as soon as practical, consisting of the Mayor, the President, the Committee Chair (or a representative of each) and others as needed;

**8.2.2** This committee determines the housing arrangement, hosting needs, transportation needs and business arrangement for each delegation, and commences planning each event; The Board is involved in the planning of events as much as possible;

**8.2.3** The Board President works directly with the Mayor to meet the needs of the incoming group and WASC membership as possible.

### **8.3 Outgoing Visits**

**8.3.1** For outgoing visits, the Mayor has final say on membership of the delegation from Wichita; He or she works directly with the President to determine that the proper delegation members are selected.

## **9.0 Dissolution**

**9.1** Should it be determined by a 3/4ths majority of the Board that it is necessary to dissolve the WASC, proper notices will be forwarded by the President to the Secretary of State's Office of the State of Kansas, to Sister Cities International, and to the Mayors of each of our Sister Cities;

**9.2** Any funds remaining in the treasury shall be distributed to a suitable 501 (c) (3) charity selected by a majority of the Board of Directors.

Last updated on November 17<sup>th</sup> 2016.

Approved by the Board of Directors: \_\_\_\_\_  
President Date 2/17/2017

Approved by the Membership: \_\_\_\_\_  
Secretary Date 2-17-17