

**SOUTHLAKE SISTER CITIES, INC.**  
**BYLAWS**  
(rev. 12-7-2023)

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- ARTICLE I. NAME**  
Section 1.01 The name of this organization shall be SOUTHLAKE SISTER CITIES, INC. (herein called the Organization) with its principal place of business in Southlake, Texas.
- ARTICLE II. PURPOSE**  
Section 2.01 The purpose of this non-profit organization is to **conduct cross-cultural exchanges with foreign cities associated with the City of Southlake and** to promote cultural sharing, **international friendship and cooperation,** one city at a time. To achieve this purpose the Organization shall:  
(A) Enable the City of Southlake, Texas, and citizens of similar cities of other nations to develop a consciousness and understanding of one another as individuals, as members of their community, and as citizens of their country.  
(B) Undertake activities and programs to foster education and mutual understanding.  
(C) Participate as a cooperative organization with individuals or groups with the desire to engage in activities with Sister Cities affiliates.
- ARTICLE III. MEMBERSHIP**  
Section 3.01 Membership shall be open to all persons or organizations interested in achieving the purposes of this Organization.

Section 3.02 There shall be two classes of members: voting members and non-voting members. Voting members are individual members and family members. Non-voting members are business members, business sponsors, honorary members and complimentary members. Each voting member entitled to cast one (1) vote in each election.

Section 3.023 The Board of Directors of this Organization shall have the authority to establish and define categories of membership dues.

#### ARTICLE IV. FISCAL YEAR

Section 4.01 The fiscal year shall be from October 1 to September 30.

#### ARTICLE V. BOARD OF DIRECTORS

Section 5.01 Members of the Board of Directors:  
The Board of Directors shall consist of up to five (5) elected officers and up to eight (8) four (4) appointed board members appointees. The Board of Directors shall may also have include up to three (3) non-voting two (2) optional advisory appointees.  
An optional Youth Board may be established and operated under the supervision of shall consist of five (5) elected officers and up to eight (8) appointees. This Board will operate under the direction of the Adult the Board of Directors.

Section 5.02 Duties of the Board of Directors:  
The Board of Directors shall have the power to  
(A) Conduct, manage, and control the affairs and business of the Organization.  
(B) Maintain a complete record of all the Organization's business transactions.  
(C) Review, amend, if necessary, and approve the annual budget;  
(D) Approve or reject any expenditure(s) exceeding the approved annual budget.

Section 5.03 Compensation:  
Members of the Board of Directors shall receive no salary or compensation for their services.

Section 5.04 Terms of Office:  
(A) Elected officers on the Board shall may serve no more than two (2) consecutive two-year terms. two years, beginning when elected at the Annual Meeting in an even numbered year. The Board of Directors may grant one (1) additional two-year term if there is no successor.  
(B) The terms of the current President, Second Vice President and Secretary shall be extended thru December 2025.  
(C) The term of current First Vice President and Treasurer shall expire in December 2024.  
(D) Appointed board members of the Board shall serve thru December 31 of the year of appointment one year.  
(E) Optional Advisory Appointees shall also serve thru December 31 of the year of appointment one year.

- Section 5.05 Quorum:  
A quorum of the Board of Directors shall consist of more than one-half of the total ~~number of the~~ **non-related voting** Board of Director members.
- Section 5.06 Meetings:  
(A) Regular meetings may be held monthly.  
(B) When deemed necessary by the President, a special meeting may be called.  
(C) The Annual Meeting shall take place in November or December.  
(D) **The Board of Directors may conduct a remote meeting or an online voting by following the guidelines set forth in the Texas Business Organizations Code.**  
(E) **Notice of any unscheduled board meeting shall be delivered, by calls, text, emails or other electronic means, to each board member no less than twenty-four (24) hours in advance of the meeting. This requirement may be waived with unanimous consent of the Board.**  
(F) **Notice of each General Membership Meeting shall be delivered, by calls, text, emails or other electronic means, to each active member of record no less than seventy-two (72) hours in advance of the meeting.**
- Section 5.07 Vacancies:  
(A) For Elected Officers:  
In the event there is an office vacancy, the remaining officers ~~may~~ **shall** appoint a representative from the general membership to fill the vacancy having a remaining term of 12 months or less. A special election ~~shall~~ **may** be called by the President to fill an officer vacancy with a remaining term of more than 12 months.  
(B) For Board Appointees:  
In the event there is an appointee vacancy, the elected officers may appoint a replacement from the general membership.
- Section 5.08 Removal from Board of Directors:  
~~Three~~ **Two (2)** unexcused absences by an **appointed** board member may result in the removal from the Board by a majority vote of the Board of Directors.

## ARTICLE VI. OFFICERS, OFFICER ELECTIONS, AND DUTIES OF OFFICERS

- Section 6.01 Officers of the Board of Directors:  
The five (5) officers of the organization shall be President, First Vice President, Second Vice President, Secretary and Treasurer.
- Section 6.02 Election of Officers:  
(A) **Southlake residency is required to be a candidate of any office. A slate of officer candidates will be presented to the membership one month no less than ten (10) days before the Annual Meeting of an even numbered year by the Nominating Committee.**  
(B) **Any active Southlake Sister Cities member may nominate her/his own candidate(s) to the Nominating Committee no less than fourteen (14) before the Annual Meeting.**

The election of the officers shall take place at the Annual Meeting in an even-numbered year.

(C) Nominations from the floor will also not be accepted at the Annual Meeting.

Section 6.03 Duties of Officers:

The first duty of the elected officers is to appoint up to eight (8) four (4) board members from the general membership who are Southlake residents, in good stand and willing to serve as representatives of the Organization.

Section 6.04 Duties of the President:

The President shall:

(A) Preside at all meetings of the Board and general membership.

(B) With Board approval, appoint the chairman of each committee except the Nominating Committee, the Membership Committee and the Budget Committee.

(C) Serve as an ex-officio member of all committees with the exception of the Nominating Committee.

(D) Serve as the official representative at all related meetings and functions.

(E) Sign all official documents related to Southlake Sister Cities.

(F) Co-sign, along with the Treasurer Southlake Sister Cities' checks.

Section 6.05 Duties of the First Vice President:

The First Vice President shall:

(A) Act in the absence of the President and exercise all such powers and authority as necessary.

(B) Succeed to the office of the President should a vacancy occur until the expiration of the term or a new President is elected.

(C) Shall serve as the chair of the Nominating Committee.

Section 6.06 Duties of the Second Vice President:

The Second Vice President shall:

(A) Act in the absence of the President and First Vice President and succeed to the office of the First Vice President should a vacancy occur until the expiration of the term or a new First Vice President is elected.

(B) Assume the duties and responsibilities that may be assigned by the Board.

~~(C) Act a chair of the Membership Committee, maintain a current membership roster; send the annual dues statements, and collect the dues.~~

Section 6.07 Duties of the Secretary:

(A) Record the minutes of all Board and membership meetings and keep a chronology of the minutes.

(B) Post copies of the minutes on the website.

(C) Be the custodian of the official documents.

(D) Post agenda on the website and send to all active members.

(E) Perform additional archiving for:

a. Press releases

b. Relative Southlake Sister Cities publicity

- c. Correspondence
- d. Committee Reports
- e. Any additional information

(F) ~~Refer to Standing Rules.~~ Maintain a current membership roster

Section 6.08 Duties of the Treasurer:

- (A) Be the custodian of all funds of the Corporation, depositing such funds in financial institutions designated by the Board of Directors.
- (B) Be the custodian of all financial statements and all records of the corporate funds. Keep duplicate copies of all records and issue receipts as necessary.
- (C) Be responsible for the accuracy of all statements and records related to the corporate funds.
- (D) Act in accordance with:
  - a. All federal regulations as described in section 501(c)(3) of the Internal Revenue Code.
  - ~~b. All state regulations as described under the provisions of Article 9.01 of the Texas Non-Profit Corporation Act (TNPCA).~~
- (E) Prepare financial reports including:
  - a. Monthly reports including year to date summaries.
  - b. Formal year end summaries.
  - c. Disburse funds only as approved by the Board.
  - d. Co-sign, along with the President or the First Vice President, if the President is not available, Sister Cities' checks.
- (F) Act as chairman of the annual Budget Committee:
  - ~~a. Disburse funds only as approved by the Board.~~
  - ~~b. Co sign, along with the President or the First Vice President, if the President is not available, Sister Cities' checks.~~

**Article VII. COMMITTEES**

Section 7.01 Committees:

With the exception of the Nominating Committee, and the Budget Committee and the Membership Committee, the President, with the approval of the Board, shall appoint all standing and special committees and committee chairmen as deemed necessary by the Board of Directors.

**Article VIII. ADMINISTRATION**

Section 8.01 Offices:

The Corporation shall have and continuously maintain in the City of Southlake, Texas, a registered office and a registered agent whose office is identical with such registered office.

Section 8.02 Financial Records:

Financial records shall be available for inspection upon the reasonable request of any active member. A complete statement of receipts and expenditures shall be presented at the annual meetings.

Section 8.03 Applicable Laws and Parliamentary Procedure Authority:  
These bylaws are subject to, and governed by, the Texas Business Organizations Code, applicable federal and state laws and the Certificate of Formation of this Organization. The current edition of Robert's Rules of Order shall be the guide final source of authority in all questions of parliamentary procedure, when such rules are consistent with federal and state laws, these bylaws and the Certificate of Formation charter of Southlake Sister Cities Inc.

Section 8.04 Limitation of Authority:  
No action by any member, committee, employee, director or officer, shall be binding upon, or constitute an expression of the policy of SOUTHLAKE SISTER CITIES, INC., until it has been approved or ratified by the Board of Directors.

Section 8.05 Limitation for the Incidence of Financial Obligations and/or Financial Liabilities and/or Financial Commitments:  
No member has the authority to make verbal or written agreements or financial obligations for Southlake Sister Cities, Inc. without the prior approved fiscal allocations by the Board of Directors.

Section 8.06 Corporation Powers:  
The corporation also has such powers as are now or may be granted by the State of Texas.

#### Article IX. AMENDMENTS

Section 9.01 These bylaws may be altered or amended by majority vote of the Board of Directors. at any annual meeting of the members, or at any other meeting called for that purpose, by a vote of a majority of those attending at a meeting duly called.

Section 9.02 The written assent of a super majority of the membership is effectual to repeal or amend any bylaws or to adopt additional bylaws without the necessity of a formal membership meeting.

#### Article X. DISSOLUTION

Section 10.01 Dissolution: In the event of dissolution of Southlake Sister Cities, Inc., any residual assets or remaining funds will be turned over to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organization, which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law. Dissolution and distribution of assets will be by majority vote of the Board of Directors.