

BYLAWS

Sister Cities of Wilmington, Inc.

Name and Purpose

1. The name of the corporation is SISTER CITIES OF WILMINGTON, INC.
2. The location of the registered office of the corporation in the State of Delaware shall be in the City of Wilmington, County of New Castle, and the name of the agent therein and in charge thereof shall be the Colonial Charter Company.

The corporation may, in addition to said registered office in the State of Delaware, establish and maintain an office or offices at such other places the board of directors may from time to time find necessary or desirable.

3. The corporate seal of the corporation shall have inscribed thereon the name of the corporation, the year of its creation, and the words "Corporate Seal, Delaware."
4. The purpose of the corporation is to promote and maintain Sister City relationships between the City of Wilmington, Delaware and the cities of Kalmar, Sweden; Watford, England; Osogbo, Nigeria; Olevano sul Tusciano, Italy; Fulda, Germany; Nemours, France. These relationships will include the exchange of visitors between the countries, the maintenance of strong communication, and the promotion and furtherance of international understanding.

Directors

5. The property and business of the corporation shall be managed and controlled by a board of not less than 17 nor more than 35 directors. The directors shall hold office for terms of one year and until others are elected and qualified in their stead. The directors shall be the members for the purpose of electing their successors and filling vacancies on the board. The Mayor of the City of Wilmington shall be a director ex-officio and hold the title of Honorary "Chairperson of the Board."

Powers of the Directors

6. The board of directors shall have the management of business of the corporation, and, in addition to the powers and authorities by these bylaws expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, but subject, nevertheless, to the provisions of the statute, of the charter, and of these bylaws; provided that no regulation so made shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.

Meeting of Directors

7. The Annual Meeting of the board of the directors shall be held in May at the office of the corporation in the City of Wilmington, State of Delaware, or elsewhere if a majority of the directors be present at such meeting. At the annual meeting, the board of directors shall act as members of the corporation for the purpose of electing a board of directors for the ensuing year and to fill vacancies as they may occur. Notice of the Annual Meeting shall be given to all directors in writing at least ten days prior to the annual meeting date in May.

At the Annual Meeting, the directors shall elect from among their own number, a chairman, president, and one or more vice presidents, and shall also elect a secretary and treasurer to hold office for one year and until others are elected and qualified.

Regular meetings of the directors shall be held from time to time at the call of the President, but not less than three times per year. Regular meetings shall take place at a designated date and time, or by order of the directors on a day and at an hour to be fixed by the board, or as may be designated in the notice for the meeting. Notice of regular meetings shall be mailed to each director at his last known post office address by the secretary at least seven days prior to the meeting.

Seven members of the whole board of directors shall constitute a quorum for the transaction of business.

Special meetings of the board may be called by the president on three days' notice to each director, either personally, or by wire; special meetings may be called in like manner on the request in writing of two directors.

Any action required to be taken at any meeting of the board of directors of the corporation or of any committee may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the board of directors or of such committee as the case may be, and such written consent shall be filed with the minutes of the board of directors or committee.

Meetings of the Board of Directors, or of any committee meeting thereof, shall provide participation by means of conference telephone or other communication equipment, provided that the majority of Board agreed, prior to the meeting(s).

Members of the Board of Directors, or of any committee thereof, may participate in a meeting of such Board of Directors or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other and such participation shall constitute presence in person at such meeting.

Executive and other Committees

8. The board of directors may, by resolution or resolutions passed by a majority of the whole board, designate an executive committee and one or more other committees, each to consist of two or more of the directors of the corporation.

The executive committee shall not have authority to make, alter or amend the bylaws, but shall exercise all other powers of the board of directors between the meetings of said board, except the power to fill vacancies in their own membership, which vacancies shall be filled by the board of directors.

The executive committee and such other committees shall meet at the stated times or on notice to all by any of their own number. They shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary in every case.

The executive committee and such other committees shall keep regular minutes of their proceedings and report the same to the board of directors.

Such other committees shall have and may exercise the powers of the board of directors to the extent provided in such resolution or resolutions.

Officers of the Corporation

9. The officers of the corporation shall consist of a chairman, a president, a senior vice president, one or more vice-presidents for each sister city, a recording secretary, a communication and marketing director, a treasurer and such other officers as may from time to time be elected or appointed by the board of directors. The State Representative of SCI shall be an officer of the corporation. Any number of offices may be held by the same person.

The officers of the corporation shall hold office until their successors are chosen and qualified in their stead. Any officer chosen or appointed by the board of directors may be removed with cause at any time by the affirmative vote of a majority of the whole board of directors. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the affirmative vote of a majority of the whole board of directors.

Duties of Chairman

10. The Chairman shall have general supervision and direction of all the other officers of the corporation and shall see that their duties are properly performed. He shall be ex-officio a member of all standing committees.

Duties of President

11. The president shall be the chief executive officer of the corporation; he shall preside at all meetings of the directors; he shall have general and active management of all business of the corporation; he shall see that all orders and resolutions of the board are carried into effect; he shall keep in safe custody the seal of the corporation, and when authorized by the board, affix the seal to any instrument requiring the same, and the seal, when so affixed, shall be attested by the signature of the secretary or the treasurer.

Duties of Senior Vice President

12. The Senior Vice-President (the “SVP”) shall serve as a shadow and as an aide to the President to be able to succeed as President, by learning the duties of the President and the workings of the organization. The SVP shall preside when the President is absent, representing the President upon request or executing the duties of the President when called upon by the President. The SVP shall assume the duties of the President in case of resignation or death until the post is filled in accordance with the Bylaws.

Duties of Vice President

13. The Vice-President(s) shall coordinate communications with and affiliation visits by cities as they relate, for example, to official government, economic, business, cultural (arts and music), educational, sports, and other appropriate exchanges. The Vice President(s) shall organize daily programs and scheduled appointments for visitors and facilitate meal and accommodation arrangements. The Vice President(s) shall manage the annual budget allotted from the organization. The Vice President(s) shall conduct primary communication with their counterpart in the sister city. The Vice President(s) shall recruit volunteers as needed to help on the board and assist with visits. The Vice President(s) shall work with the organization to fundraise as necessary. The Vice President(s) shall attend regular board meeting and provide a report on their activities.

Duties of Recording Secretary

14. The secretary shall see that proper notice is given of all meetings of the corporation and of the board of directors; shall attend all sessions of the board, and act as clerk thereof; and record all votes and the minutes of all proceedings in a book to be kept for that purpose; and shall perform such other duties as may be prescribed from time to time by the board of directors or the president.

Duties of Communications and Marketing Director

15. The Communications and Marketing Director (the “Marketing Director”) shall maintain an active and up-to-date information list of prospects, associates, members, and board of directors for the purpose of communication. The Marketing Director shall identify new

outlets to expand the list. The Marketing Director shall develop marketing material and other informational documents for prospect recruitment, events, news, and general information about the organization and its activities. The Marketing Director shall retain an updated social media account and associated organizational website(s).

Duties of Treasurer

16. The treasurer shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

S/he shall disburse the funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meetings of the board, or wherever they may require it, an account of all his/her transactions as treasurer and of the financial condition of the corporation.

If required by the board of directors, s/he shall give the corporation a bond in form and in sum with security satisfactory to the board of directors for the faithful performance of the duties of his office, and the restoration to the corporation in case of his death, resignation or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession belonging to the corporation. S/He shall perform such other duties as the board of directors may from time to time prescribe or require.

Duties of Officers May Be Delegated

17. In case of the absence of any officer of the corporation, the board of directors may delegate the powers or duties of such office to any other officer or to any director for the time being.

Fiscal Year

18. The fiscal year of the corporation shall be the year ending June 30.

Checks for Money

19. All checks, drafts or orders for the payment of money shall be signed by the treasurer and at least one other officer as the directors may designate. No checks shall be signed in blank.

Books and Records

20. The books, accounts and records of the corporation shall be open to inspection by any member of the board of directors at such time as the board of directors designates.

Notice

21. Whenever under the provisions of the statute or of these bylaws, notice is required to be given to any director or officer, it shall not be construed to mean personal notice, but such notice may be given in writing by depositing the same in the post office or letter box in a post-paid, sealed envelope addressed to such director or officer, at his or her address as the same appears in the books of the corporation, and the time when the same shall be mailed, shall be deemed to be the time of the giving of such notices.

Waiver of Notice

22. Any director may waive in writing any notice required to be given under these bylaws.

Amendments of Bylaws

23. These by laws may be amended, altered, repealed or added to at any regular meetings of the board of directors or at any special meeting called for that purpose, by affirmative vote of a majority of the whole authorized number of directors, in person or by written ballot.

Approved May 5, 1975
Amended May 15, 1980
Amended August 31, 1986
Amended May 29, 1991
Amended May 15, 2018
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