

Madison – Camagüey Sister City Association

By-Laws

Article 1. NAME

The name of this corporation shall be the Madison-Camagüey Sister City Association. It may be abbreviated herein and elsewhere as MCSCA.

Article 2. PURPOSE

The purpose shall be exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) (the Code), subject to the provisions of Chapter 181 of the Wisconsin Statutes. Without limiting the generality of the foregoing, the objects and purposes for which the corporation is established shall be:

- (a) To cause the people of Madison, Wisconsin, and its environs, and the people of Camagüey, Cuba, to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations;
- (b) To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of Madison, Wisconsin, and the people of Camagüey, Cuba;
- (c) To undertake, both in seeking and in consequence of such consciousness and concern, any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding;
- (d) To participate as an organization in promoting, fostering, and publicizing state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of Madison, Wisconsin, and environs, to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of Madison, Wisconsin, and Camagüey, Cuba, and to act as a coordinating body, committee, agency, or counsel among those organizations, groups, and individuals desiring to and engaging in the activities of such international municipal cooperation organizations, provided that the corporation shall not in any way, directly or indirectly, engage in the carrying on of propaganda or otherwise attempt to influence legislation.

Article 3. MEMBERSHIP

Section 1. Membership is open to both individuals and groups that wish to join in MCSCA's efforts and purposes.

Section 2. Voting members shall be as follows:

- a. Individual members who pay the dues specified by the Board of Directors and have one vote each.
- b. Member groups which meet requirements and pay dues as specified by the Board of Directors and have one vote each.

Section 3. The Board of Directors or its appointed committee may refuse an applicant membership or terminate a membership for cause. In either case, notice thereof shall be given to the applicant in writing and the cause therefore shall be stated in such notice. Within thirty (30) days of the notice of rejection or termination the applicant or member may in writing request review thereof. Such review shall be conducted by a Board of Review composed of the Executive Committee.

Section 4. Membership dues shall be determined by the Board of directors and may be changed from time to time at the discretion of the Board.

Section 5. The Board of Directors may from time to time establish other classes of membership, as it desires.

Section 6. No person shall be denied membership in or the services of this organization on the basis of age, race, color, handicap, national origin, sex, sexual orientation, creed, marital status, ancestry, arrest or conviction record.

Section 7. There shall be a minimum of one meeting per quarter with an annual meeting to take place in the fall. Paid-up members at any meeting constitute a Quorum. Votes are carried by a simple majority.

Article 4. BOARD OF DIRECTORS

The governance of the Association resides in the "Board of Directors" which names or elects its "Officers"(who constitute the "Executive Committee" –see Article 6) and creates such "Committees" needed to carry out the "Purpose" (see Article 2.) of the Association. All Directors are "Officers" of the Association.

Section 1. Number and composition of Board of Directors.

The Board of directors shall consist of not less than nine (9) persons elected from and by the membership of MCSCA at the annual membership meeting. A slate of proposed directors shall be prepared by the Board of Directors prior to the annual meeting. Notification of the proposed slate shall be made to the membership by mail at least 15 days prior to the annual meeting. A majority vote by the members who attend the annual

meeting shall elect the slate. If the proposed slate does not receive a majority vote, then the Board of Directors shall have 30 days to prepare a new proposed slate. The new proposed slate shall be sent to the membership and another election shall be held at a special meeting of members no later than 60 days after the annual membership meeting.

Section 2. Powers of Directors

Subject to the limitations in the Articles of Incorporation and these bylaws, all powers of MCSCA shall be exercised by and under the authority of the Board of Directors. Without limitations of the general powers, the Board of Directors shall have the following powers:

- a. To conduct, manage, and control the affairs and business of the Association, and to make rules and regulations not inconsistent with law and the Articles of Incorporation.
- b. To appoint and remove all the officers, agents, and employees of the Association and to prescribe all powers and duties for each category as deemed necessary.

Section 3. Election and Term of Office

The Directors of the Association shall be elected at the annual meeting by voting members only (see Article 3, Section 2.) The term of office shall be one year.

Section 4. Vacancies

Vacancies in the Board of directors shall be filled temporarily by appointment by the Board of Directors, any such appointee to serve until the next election of the Association. A successor director so appointed shall serve for the unexpired term of his/her predecessor.

Section 5. Place of Meetings

Regular meetings of the Board (at least four per year) shall be held at any place within the City of Madison that has been designated from time to time by the Board of Directors. A meeting may be held outside the city of Madison in an emergency situation.

Section 6. Special Meetings

Special meetings of the Board of Directors for any purpose may be called by any director and held as long as a quorum is present. Written notice of the time and place of special meetings shall be mailed to each director at least five (5) days before such meeting is held, indicating the reason the meeting is called. The transactions of any special meeting of the Board of Directors shall be as valid as those at a meeting held after regular call and notice.

Section 7. Action Without a Meeting

Action and decision by the Board of Directors may be taken without a meeting if the majority of the members of the Board consent in writing to such action and decisions. Telephone conference meetings shall be allowed. All written consents shall be filed with the minutes of the proceedings of the Board.

Section 8. Removal

Notwithstanding any other section of these by-laws, a Director may be removed from office, for cause, by a vote of a majority of the Directors present at a valid meeting.

Section 9. Compensation

Directors shall receive no compensation for their services as Directors. However, this does not exclude reimbursement for expenditures incurred in carrying out the stated purposes of the Association.

Section 10. Quorum

At least one-half of the Directors must be present to constitute a quorum at a formally announced meeting of the Board of Directors.

Section 11. Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of directors unless the act of a greater number is required by law or by the Articles of Incorporation or these by-laws.

Section 12. Alternates

The Board of Directors shall have the power to appoint any person to act as alternate to any Board Member or to perform the duties of such member whenever for any reason it is impracticable for such member to act personally.

Section 13. Appointment of Staff

The Board of Directors may appoint an Executive Director and other employees and agents on such terms and conditions as they deem fitting.

Article 5. OFFICERS

Section 1. Definition

The specific Officers of the Association shall consist of at least a President, Vice-President, Secretary, and Treasurer and will be elected or appointed by the Board of Directors. (The duties of Secretary may be divided into Recording Secretary and Corresponding Secretary; the duties of Treasurer may be divided into Executive Treasurer (day-to-day matters) and Financial Treasurer (budget and planning).

Section 2. Chairperson

The Chairperson shall preside at all meetings of the membership and of the Board of Directors or designate a member to chair each meeting. The Chairperson shall have authority to sign, execute, and acknowledge, on behalf of the Association, all legal

documents and/or instruments necessary or proper to be executed in the course of the Association's regular business on authorization of the Board of Directors, and the Board of Directors may authorize any officer or agent of the corporation to sign, execute, and acknowledge such legal documents and/or instruments.

Section 3. Vice-chairperson

The Vice-chairperson acts in the place of the Chairperson.

Section 4. Secretary

The Secretary shall keep the minutes of the membership and Board of Directors' meetings in one or more books provided for that purpose; see that all minutes are duly given as required by law; and be the custodian of the records, including an up-to-date list of members and contributors (in coordination with the Treasurer).

Section 5. Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; be responsible for giving receipts for monies due and depositing all such monies in the name of the Association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 9 of these by-laws; be responsible for and oversee regular financial reports; and in general perform all of the duties incident to the office of Treasurer and any other duties delegated by the Board of Directors.

Article 6. The Executive Committee

Section 1. The Executive Committee consists of those members of the Board who hold the designated offices of the Board.

Section 2. The Executive Committee will meet as needed, but at least before each Membership and Board meeting to establish the Agenda for that meeting.

Section 3. The Executive Committee will carry out any business that cannot be put off until the whole Board can meet.

Section 4. Although the "Executive Committee" is a kind of "board within a board" it must report its actions to the whole Board, just as the whole Board must report its actions to the membership.

Article 7. COMMITTEES

Section 1. The Board of Directors may create such committees to carry on the work of this corporation, as it may deem necessary. The Board of Directors may delegate to a committee chairperson the selection of other committee members.

Section 2. The Board of Directors shall have the power to dissolve any committee, as it deems necessary.

Article 8. DOCUMENTS AND RECORDS

Section 1. Execution of Instruments

The Board of Directors may authorize any officer or agent of the Association to enter into any contract or to execute and deliver any instrument in name of and on behalf of the Association. Any such authority may be confined to specific instances. Unless so authorized, no officer, or agent, or employee, shall have any power or authority to bind the Association by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or in any amount.

Section 2. Records

The Association shall keep at its principal office, or at such other place as the Board may direct a book of minutes of all meetings of Directors. The Association shall also keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Article 9. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December in each year. The financial records shall be audited each year.

Article 10. PRINCIPAL OFFICE

The principal office for the transaction of business of the Association is located in the City of Madison of the State of Wisconsin.

Article 11. AMENDMENTS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two-thirds (2/3) majority of the voting members of the Association at any annual meeting of the membership. Any proposed by-law changes shall be submitted by mail to all members in good standing, one month previous to the meeting at which they are to be voted upon. Voting may be done by a mail ballot.

Article 12. ADVISORY BOARD

The Board of Directors may appoint an Advisory Board with as many members as deemed necessary. The members of the Advisory Board may serve in an advisory role only for as long a term as the Board of Directors deems appropriate.

