

# Estes Park Sister Cities Association, Inc.

## Bylaws

### Article I: Name

The name of this corporation is the Estes Park Sister Cities Association, Inc.

### Article II: Purpose

The purposes of this organization are educational, cultural, social, economic and charitable. The organization's objectives are:

- a. To encourage the people of the Town of Estes Park and Larimer County and the people of similar cities of foreign nations 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 a part of the family of nations.
- b. To foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concerns between the people of the Town of Estes Park and Larimer County and the people of similar cities of foreign nations.
- c. To undertake activities and programs that will provide to one another appropriate aid, comfort, education and mutual understanding of culture and economics.
- d. To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international cooperation.
- e. To act as a coordinating body, committee, or agency among those organizations, groups, and individuals desiring to engage in the activities of such international municipal cooperating organizations.
- f. The Association has such powers as are now or may hereafter be granted by the Nonprofit Corporation Act of the State of Colorado.

### Article III: Membership

Section 1. Individual Membership: Membership in the Association shall be open to any dues paying person who supports the goals and objectives of the Estes Park Sister Cities Association, Inc, and who shall be registered annually with the Secretary.

Section 2: Organization Membership: Organization membership shall be open to any dues paying organization or business enterprise in the Estes Park School District that endorses the purpose of the Association. An organization member shall designate one official representative to attend meetings and functions of the Association, who shall have the rights and privileges of an Individual Member, and who shall be registered annually with the Secretary.

Section 3: Membership Dues: Any person or organization meeting the requirements of Article III, Section 1 and 2, may be admitted to membership of this Association by acceptance of the membership application by the Board of Directors. The Board of Directors shall determine the categories and dues amounts.

### Article IV: Meetings

Section 1. Annual Meetings: An annual meeting of members shall be held at the place, date and time to be determined by resolution of the Board of Directors. The first meeting shall be held no later than six months from the date of incorporation for the purpose of election of a Board of Directors and transacting such other business as may come before the meeting.

Section 2. Notice of Annual Meeting: The Secretary shall give members no less than ten (10) days' notice stating in such notice the time, place, and business to be transacted at said meeting. Notice shall be mailed by first class mail, postage prepaid, or emailed.

Section 3: Special Meetings: Special meetings of members may be called at any time by the vote of the majority of the directors or upon petition to the Secretary by one-tenth of the members. The Secretary shall give members no less than ten (10) days' notice stating in such notice the time, place, and business to be transacted at said meeting. Notice shall be mailed by first class mail, postage prepaid or by email. At Special Meetings of the members, only such business as stated in the call for such meeting shall be transacted.

Section 4: Quorum: 20% of the members of the Association present at any membership meeting and entitled to vote, shall constitute a quorum for the transaction of the election of directors unless otherwise required by law. There shall be no voting by proxy.

#### Article V: Board of Directors

Section 1: Numbers: The affairs of the Association shall be exercised, conducted and controlled by a Board of Directors consisting of five (5) to nine (9) members.

Section 2: Qualifications: Directors shall be elected from the membership of the Association and must continue to be members in good standing during their term of office.

Section 3: Compensation: The directors shall receive no compensation as salary from the Association. Officers may be reimbursed for actual expenses incurred.

Section 4: Terms of Office: The directors shall be elected for a two-year term and each shall hold such office until their successors are elected and qualified. The term of the directors elected at the first membership meeting shall be as follows: two (2) of the directors for a term of one year and three (3) of the directors for a two-year term. No member shall serve on the board in the same position for more than three consecutive terms.

Section 5: Election: The Board of Directors shall nominate directors to be approved at the Annual Meeting. The members of the Association at the annual meeting shall elect the directors.

Section 6: Vacancies: Vacancies on the board shall be filled from the membership by a majority vote of the remaining directors. Such person filling the vacancy shall hold office until the expiration of the term being filled.

Section 7: Regular Meetings: The regular meetings of the board shall be held at least quarterly.

Section 8: Special Meetings: The President, or three members of the Board, may call a special meeting of the Board of Directors. Each call for a special meeting shall give no less than three (3) days notice (except in cases of emergency) to the members of the Board and state the purpose of the meetings.

Section 9: Quorum: A majority of the Board of Directors shall constitute a quorum. There may be voting by proxy.

Section 10: Powers and Duties:

- a. The directors shall have the power to conduct, manage and control the affairs and business of the Association.
- b. The directors shall maintain a complete record of all business transactions, their minutes and acts, and present a summary at the regular annual meeting of the members.

Section 11: Town of Estes Park Representative: A Trustee of the Town of Estes Park shall be an ex-officio member of the Board of Directors who shall have no vote.

Article VI: Officers

Section 1: Officers of the Association shall be the president, the Vice President, the Secretary and the Treasurer. Officers shall be members.

Section 2: All officers of the Association shall be appointed by the directors from their numbers except as hereinafter provided. Officers shall serve for one year, or until their successors are chosen. No officer shall serve in the same position for more than three consecutive terms.

Section 3: The officers shall receive no compensation as salary from the Association. Officers may be reimbursed for actual expenses incurred.

Section 4: Powers and duties of the officers:

- a. The President shall preside at all meetings of the directors and members and shall sign all certificates of membership and all contracts, conveyances, and other instruments.
- b. In absence of the President, the Vice President shall assume the duties of the President and assume such duties as assigned from time to time by the Board of Directors.
- c. The Secretary shall:
  - a. Keep records and minutes of all board membership meetings.
  - b. Keep the membership book showing the name and pertinent information about each member.
  - c. Sign, where required, all corporate papers in conjunction with the President.
  - d. Keep a permanent file of all corporate records and correspondence.
- d. The Treasurer shall:
  - a. Be the custodian of all funds of the Association, depositing such funds in banks designated by the Board of Directors and keep proper and accurate records of all transactions.
  - b. Disburse funds only as prescribed by the directors.
  - c. Present a report at the annual meeting and other reports as requested by the Board of Directors.
  - d. Prepare in a timely manner a budget for the succeeding year. Such budget shall be presented to the Board of Directors for review and approval.

Section VII: Committees

Section 1: Sister City Coordinator: There shall be a sister cities coordinator for each of the sister cities with which the Estes Park Sister City Association has a formal relationship. Each coordinator shall be appointed by the Board of Directors and shall have the primary responsibility in conjunction with a committee for developing a program with the assigned sister city to further the purposes established by this Association. The President shall serve as ex-officio member of each sister city committee. The committee coordinator shall report to the Board of Directors as required by the Board of Directors. The Sister City Coordinator shall be a member.

Section 2: Standing Committees: The Board of Directors may establish Committees as the need arises. The President, with approval of the Board of Directors, shall appoint a chairperson to each committee established. Examples of the types of committees, which may be appointed from time to time, are as follows:

- a. Membership
- b. Nominating
- c. Public Relations
- d. Fundraising
- e. Special Events
- f. Municipal Relations/Organizational Liaison
- g. Cultural Programs and Exchanges
- h. Trade and Commerce
- i. Professional/Technical
- j. Hosting
- k. Education and Youth Exchange
- l. Youth Chapter Advisor
- m. Liaison with Sister Cities International

Each chairperson shall serve for one year and may be reappointed by the President.

Section 3: Ad hoc Committees: The President shall call for the establishment of ad hoc committees as needed.

#### Article III: Administration

Section 1: Alteration/Amendment: These bylaws may be altered or amended at any annual meeting of the members or at any other Special Meeting called for that purpose. Notice shall be given of proposed changes in the by-laws at least ten (10) days prior to such meetings. The approval of such bylaw changes shall be by a 20% quorum of membership present at such a meeting.

#### Article IX: Indemnification

Section 1: The Association shall indemnify its directors to the full extent permitted by Colorado law. The personal liability of a director to the Association or its members for monetary damages for breach of fiduciary duty as a director is eliminated except that this shall not eliminate or limit the liability of a director to the Association or its members for monetary damages for any breach of the directors duty of loyalty to the Association or its members; wanton or willful acts or omissions; acts specified in Section 7-28-403 CRS as now in effect or hereafter amended; or any transaction of which the director derived improper personal benefit.

Section 2: The Association shall, to the full extent or permitted by Colorado law, indemnify any officer, employee, fiduciary, and/or agent who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether or formal or informal, by reason of the fact that he or she is or was an officer, employee, fiduciary, and/or agent of the Association. Right of indemnification shall to the benefit of the heirs, executors, administrators, and personal representatives of the person.