

**BYLAWS**  
**OF**  
**GRESHAM-EBETSU SISTER CITY ASSOCIATION (GESCA)**

(Revised March 16, 2015)

**PURPOSE:** This Corporation shall be organized and operated exclusively for charitable and educational purposes. Subject to the limitations stated in the Article of Incorporation, the purpose of this Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and 501C(3) of the Internal Revenue Code of 1986. The purpose of this Corporation includes: To foster friendships with our Sister City that promote and strengthen our educational and cultural ties to enrich the lives of our citizens.

**ARTICLE I. OFFICES**

**Section 1.1 Principal Office.**

The principal office of the Corporation in the State of Oregon shall be located at Gresham City Hall, 1333 N.W. Eastman Parkway, Gresham, Oregon, 97030. The Corporation may have such other offices or postal boxes, either within or without the State of Oregon, as the Board of Directors may designate or as the business of the Corporation may from time to time require.

**Section 1.2 Registered Office.**

The registered office of the Corporation as required by the Oregon Business Corporation Act to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon. The address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II. GENERAL MEMBERSHIP**

**Section 2.1 Individual Membership.**

Membership in the Corporation shall be open to any person, over the age of 14 years, of good moral character with an interest in international relations and/or helping on projects and events.

The individual membership classifications shall be: Individual, Family, Senior (over 65), and Student.

## **SECTION 2.2 Organization Membership.**

Organization membership in the Corporation shall be open to any organization or business enterprise in the United States which supports the purposes and goals of the Corporation.

The organization membership classifications shall be: Business and Non-Profit Associations. An organization member shall designate one official representative to attend meetings, functions and events of the Corporation. The representative shall have the full rights and privileges of any individual member.

## **SECTION 2.3 APPLICATIONS.**

Any person, business or non-profit organization meeting the requirements of Section 2.1 or 2.2 of this Article may be admitted to the membership of the Corporation by acceptance of the membership application by any member and upon the payment of applicable membership dues.

## **SECTION 2.4 MEMBERSHIP DUES AND BENEFITS.**

The membership dues, privileges, and benefits for each membership classification shall be as established by the Board of Directors from time- to- time.

## **MEETINGS**

### **SECTION 2.5 ANNUAL MEMBERSHIP MEETING.**

The annual meeting of the members will be called by the President and be held in June of each year, which shall be the Corporation's fiscal year-end. The principal purposes of this meeting will be for the election of Directors; standing committee reports; a review of current fiscal statements; and the transaction of other business as it may come before the meeting.

Failure to hold the annual meeting shall not work a forfeiture or dissolution of the Corporation.

### **SECTION 2.6 BOARD MEETINGS.**

Board meetings will be held on a quarterly basis starting in January of each year. The June quarterly Board meeting will be combined with the scheduled annual membership meeting. Agenda items would include the approval of prior meeting minutes, latest financial report on the Corporation, Committee Chair reports, and any other business as it may come before the meeting.

## **SECTION 2.7 COMMITTEE MEETINGS**

Individual Committees shall be formed by the Board to handle and direct the needs of our Sister City Association.

The Committees shall select their own Chairs and encourage membership to come from those applicants who express a particular interest in working on any special project that benefits the Corporation.

## **SECTION 2.8 SPECIAL MEETINGS.**

Special ad-hoc meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors.

## **Section 2.9 Place of Meetings**

The President or The Board of Directors may designate any place within the State of Oregon as the place for any annual meeting, board meeting or ad-hoc special meeting to be held.

Committee meetings shall be called, scheduled and a venue chosen at the discretion of the individual Chairs.

## **Section 2.10 Notice of meetings.**

Written notice of the Annual Membership Meeting and Quarterly Board meetings and any ad hoc special meeting, stating the place, day, and hour and the purpose or purposes for which the meeting is being called, shall be delivered not fewer than 10 nor more than 30 days before the date of the meeting. Notice of meetings called at the direction of the President, the Secretary or the person calling the special meeting, shall be delivered either personally, by mail or e-mail to each member of record entitled to vote at such meeting.

## **Section 2.11 Fixing of Record Date.**

For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment of such meeting, or in order to make a determination of members for any other proper purpose, the Board of Directors of the Corporation may provide that the corporate books shall be closed for a stated period but not to exceed, in any case, 50 days.

If the Corporate books shall be closed for the purpose of determining members entitled to notice of, or to vote at, a meeting of members, such books shall be closed for at least 10 days immediately preceding such meeting. In lieu of closing the Corporate books, the Board of Directors may fix in advance a date in any case to be not more than 50 days and, in case of meeting members not fewer than 10 days prior to the date on which the particular action requiring such determination of members is to be taken. If the Corporate books are not closed and no record date is fixed for the determination of members entitled to notice of, or to vote at a meeting of members the date on which notice of meeting is mailed, shall be the record date for such determination of members. When a determination of members entitled to vote at any meeting of members, has been made as provided in this section, such determination shall apply to any adjournment of such meeting.

## **SECTION 2.12 VOTING RECORD**

The officer or agent having charge of the Corporate books shall make, at least 10 days before each meeting of members, a complete record of the members entitled to vote at such meeting, or any adjournment of such meeting, arranged in alphabetical order, with the address of record on file at the registered office of the Corporation, and shall be subject to inspection by any member at any time during usual business hours. Such record shall also be produced and kept open at the time and place of the meeting, and shall be subject to the inspection of any member during the whole time of the meeting.

## **SECTION 2.13 QUORUM**

All members of the Corporation, represented in person, present at a regular or special meeting of members for which two weeks prior written notification has been given, shall constitute a quorum.

## **SECTION 2.14 VOTING OF MEMBERS**

Each member entitled to vote shall be entitled to one vote upon each matter submitted to a vote at the meeting of members, except as provided in the articles of incorporation. The vote of holders of a majority of the members present to vote at any

duly organized meeting shall decide any question unless the vote of a greater number shall be required by law or the articles of incorporation.

### **SECTION 2.15 INFORMAL ACTION BY MEMBERS.**

Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all members entitled to vote with respect to subject matter of action.

## **ARTICLE III. BOARD OF DIRECTORS**

### **SECTION 3.1 GENERAL POWERS**

The business and affairs of the Corporation shall be managed by its Board of Directors.

### **SECTION 3.2 NUMBER AND TENURE.**

The Board of Directors shall consist of four Officers and one Member-At-Large. The four Officers are President, Vice-President, Secretary and Treasurer. Each Director shall hold office for two years, not to exceed four consecutive years. The President and Secretary shall not be elected in the same year.

### **SECTION 3.3 ADVISORY BOARD.**

The Board of Directors shall be advised by an Advisory Board. The purpose of the Advisory Board shall be to give the Board of Directors a wider perspective and to help carry out the various activities of the Corporation. The Advisory Board shall participate in meetings of the Board of Directors, but its members are not entitled to vote.

The Advisory Board shall consist of at least the following members: (1) one person chosen by the City of Gresham to be the official liaison to GESCA; (2) one person chosen by the President or the Board of Directors to be the official liaison with our sister city Ebetsu, preferably someone with knowledge of Japanese language and/or customs; and (3) one student representative from each local high school which offers Japanese language instruction, chosen by the Board of Directors.

### **SECTION 3.4 REGULAR BOARD MEETINGS.**

Regular meetings of the Board of Directors shall be held at least quarterly at a date, time and place in the City of Gresham as determined by the President or the Board. The June quarterly Board meeting will be combined with the scheduled annual membership meeting. Agenda items would include the approval of prior meeting minutes, latest financial report on the Corporation, Committee Chair reports, and any other business as it may come before the meeting.

### **SECTION 3.5 SPECIAL BOARD MEETINGS.**

The President, when deemed necessary, or three (3) members of the board may call a special meeting of the Board of Directors. Each call for a special meeting shall be in writing, giving five (5) days notice to members of the Board and shall state the purpose of the meeting. The notice shall be deemed sufficient if sent via email or deposited in the United States mail and addressed to the last known mailing address of the Directors, five(5) business days before the meeting. The attendance of any Director at such meeting shall be deemed a waiver of the notice, except when a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### **SECTION 3.6 TELEPHONE CONFERENCE MEETING.**

Any regular or special meeting of the Board of Directors may be by means of conference telephone or similar communications allowing all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

### **SECTION 3.7 BOARD MEETING QUORUM.**

A majority of the number of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If less than a majority is present at a meeting, the Director or Directors present may have the option to adjourn the meeting without further notice.

### **SECTION 3.8 MANNER OF ACTING.**

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

### **SECTION 3.9 REMOVAL.**

Any Director may be removed, with or without cause, by an affirmative vote of the majority of the Board of Directors then in office.

### **SECTION 3.10 VACANCIES.**

Any vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled from the membership by a consensus of the Board of Directors for the unexpired portion of the term.

### **SECTION 3.11 COMPENSATION.**

The Directors shall receive no compensation or payment of expenses from the Corporation for acting as a Director. However, expenses advanced or incurred in carrying out the purposes of the Corporation may be reimbursed by the evidence of an appropriate receipt.

### **SECTION 3.12 ACTION WITHOUT A MEETING.**

Any action that may be taken without an official meeting of the Directors may be taken if consent in writing, such as e-mail setting forth the action so taken, shall be acknowledged by all Directors.

### **SECTION 3.13 RESIGNATION OF DIRECTORS.**

A Director may resign at any time by delivering written notice to the presiding officer of the Board. Such resignation is effective when the notice is received and acknowledged by the Board.

### **SECTION 3.14 CONFLICT OF INTEREST.**

Transactions with the Corporation in which a Director of the Corporation has a direct or indirect interest, present a conflict of interest.

Approval of a transaction in which a Director of this Corporation has a conflict of interest shall require a majority vote of the Directors then in office that have no direct or indirect interest in the transaction.

## **ARTICLE IV. OFFICERS**

### **SECTION 4.1 PRESIDENT.**

The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all the business affairs of the Corporation. The President shall, when present, preside over

all meetings of the members and the Board of Directors. The President may sign, with the Secretary, or any other proper officer of the Corporation so authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in case where the signing and execution of any of the same shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.

Additional Presidential duties can include:

- Ensuring the Board of Directors and its members understand their jobs and responsibilities and are able to fulfill these expectations and comply with applicable laws or bylaws.
- Ensuring that the organization maintains positive and productive relationships with media, funders, donors and other organizations. In this capacity, the President serves as the primary spokesperson for the organization. Duties may include; representing the organization before governmental or nongovernmental organizations and committees.
- Being designated as one of the signing officers for certain documents. In this capacity the President may be authorized, required to sign or countersign checks, correspondence, applications, reports, contracts or other documents on behalf of the Corporation.
- Making sure that the topics on the agenda are given complete consideration and that consensus is achieved and everyone has an opportunity to be heard.
- Encouraging transparency throughout the organization with open communication between all members on their current and proposed activities.

#### **SECTION 4.2 VICE PRESIDENT.**

In the absence of the President or in the event of the President's death, or inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions placed upon the President.

#### **SECTION 4.3 SECRETARY.**

The Secretary shall (1) keep the minutes of the meeting proceedings of the members and of the Board of Directors; (2) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (3) be



custodian of the Corporate records; (4) keep a register of the mailing address of each member which shall be furnished to the Secretary by such member; and (5) in general perform all duties incident to the office of the Secretary and such other duties as may be assigned to them by the President or by the Board of Directors.

#### **SECTION 4.4 TREASURER.**

The Treasurer shall (1) have charge and custody of, and be responsible for, all funds of the Corporation; (2) receive and give receipts for, monies due and payable to the Corporation from any source, and deposit all such monies in the name of the Corporation in such designated banks, credit unions or other depositories;(3) in general perform all duties incident to the office of Treasurer and such other duties as may be assigned to them by the President or by the Board of Directors;(4) be responsible for the financial filing to the State and IRS;(5) give each Board member a financial report at meetings; and (6) prepare an annual budget to be presented at the annual meeting.

### **ARTICLE V. FUNDING AND FISCAL YEAR**

#### **SECTION 5.1 CONTRACTS**

The Board of Directors shall authorize any Director, Chairperson or agent to enter into any contract, or execute and deliver any instrument, in the name of/or on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **SECTION 5.2 LOANS**

No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name, **unless authorized** by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

#### **SECTION 5.3 CHECKS, DRAFTS ETC.**

All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness in the name of the Corporation, shall be signed by such officer, officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

## **SECTION 5.4 DEPOSITS.**

All funds of the Corporation, not otherwise employed, shall be deposited to the credit of the Corporation in such banks, credit unions, or other depositories, as the Board of Directors may select.

## **SECTION 5.5 FUNDS.**

The source of funds shall be from charitable contributions, program revenues, grants and membership fees.

## **SECTION 5.6 FISCAL YEAR.**

The fiscal year of this Corporation shall be from July 1 through June 30.

## **SECTION 5.7 RESTRICTIVE FUNDS AND ENDOWMENT.**

The restrictive funds and endowment shall be maintained separately from general funds. The Board of Directors shall be responsible to maintain the funds according to the wishes of donors.

## **ARTICLE VI. WAIVER OF NOTICE**

Whenever any notice is required to be given to any member or director of the Corporation under the provisions of these Bylaws, the articles of incorporation, or under the provisions of the Oregon Business Corporation Act, a waiver of the notice in writing signed by the person or persons entitled to notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice.

## **ARTICLE VII. INDEMNIFICATION; INTERESTED PARTIES**

### **SECTION 7.1 INDEMNIFICATION.**

The Corporation shall indemnify to the fullest extent permitted by the Oregon Business Corporation Act any person who has been made or threatened to be made, a party to any action, suit or proceeding whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or serves or served at the request of the Corporation as a director, officer, employee or agent of another enterprise. The right to, and the amount of, indemnification

shall be determined in accordance with the provisions of the Oregon Business Corporation Act in effect at the time of determination.

## **SECTION 7.2 CAPITAL ASSETS.**

The Corporation may have certain capital assets at any given time. In light of the preamble to these bylaws, an interest in the use of the property is to be retained permanently by the GESCA until such time as the GESCA is dissolved.

## **SELECTION 7.3 DISSOLUTION**

Upon the dissolution of this Corporation, and paying or adequately providing payment of all debts and obligations of the Corporation, the remaining real property assets shall be distributed by the Board of Directors to the GESCA or to any other non-profit organization which maintains a status under the provisions of 501(c)3 of the Internal Revenue Code, and which shall be for substantially same uses and purposes as this Corporation. The remaining charitable assets shall be distributed by the Board of Directors with the same restrictions and to serve the Gresham-Ebetsu Sister City Association community.

## **SECTION 7.4 RULES OF ORDER.**

Meetings of the Corporation shall be governed by the current addition of Robert's Rules of Order, except where specifically excluded by federal or state law, these bylaws, or adopted policy.

## **ARTICLE VIII. AMENDMENTS**

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by the Board of Directors by a majority vote of the full Board at any regular or special meeting, subject to repeal or change by action of the members.

## **ARTICLE IX. EFFECTIVE DATE.**

The effective date of these bylaws is the date the Board of Directors adopts this document.

I certify that this is a true and correct copy of the Bylaws adopted by the Board of Directors at their 3/16/15 meeting:

Kate Card (printed name)

Secretary of Gresham-Ebetsu Sister City Association

Kate Card (signature)

Date: 3/20/15