

BY-LAWS
FOR
OLYMPIA-KATO SISTER CITY ASSOCIATION

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the organization is “The Olympia-Kato Sister City Association.” Hereafter referred to as “OKSCA.”

Section 2. The purpose of OKSCA is to foster good will, fellowship, and cultural appreciation between the cities of Olympia, Washington, USA and Kato, (add prefecture), Japan.

ARTICLE II MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the members, which shall be held on such date in October at such time and place as are determined by the Board of Directors. Members shall be given at least **five days** notice of the annual meeting by **mail**. The notice shall state the time, place and the business to be transacted at said meeting.

Section 2. Regular Meetings. In addition to the annual meeting, there shall be each year at least three regular meetings at a time and place to be determined by the President.

Section 3. Special Meetings.

- a. Special meetings of the members may be called at any time by the vote of the majority of the Directors or upon petition to the Secretary by one-fifth of the members. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.
- b. When a special meeting is called either by vote of the Directors or by the written petition of the members, the Secretary shall give the members at least five days notice of such meeting by mail or telephone stating the time, place, and the business to be transacted at the special meeting.

Section 4. Quorum. At any meeting of the members, a quorum shall be by majority of those members present and voting.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. The corporate powers, business, and property of the Association shall be exercised, conducted, and controlled by a Board of Directors consisting of not less than five, nor more than eighteen members. Non-officer members of the Board shall be called “Directors at Large” or “Directors” for short, and numbered for election purposes. Ex officio Directors shall be in addition to the eighteen-member limit.

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

Section 3. Compensation. The Directors shall receive no compensation from the Association for their services in acting as Directors of the Association.

Section 4. Term of Office. The Directors shall be elected for a two-year terms and each shall hold such office until their successors are elected.

Section 5. Election. The number of Directors shall be determined by the members of the Association biennially on even number years or at the call of a Special Meeting for such a stated purpose. Directors shall be elected by the members at the annual meeting of the members each year on an overlapping rotation. Director at Large positions with even numbers in even number calendar years, Director at Large Positions with odd numbers in odd numbered calendar years.

- a. Election procedures shall be adopted as Policy by the Board of Directors and shared with the membership.

Section 6. Vacancies. Vacancies in the Board shall be filled from the membership by a majority vote of the remaining Directors.

Section 7. Board Meetings. There shall be a monthly meeting of the Directors, at such time and place as the President shall determine. Such meeting shall be open to any member. At least five days notice of the meeting shall be given each director and member by mail, e-mail, or by telephone.

Section 8. Special Board Meetings. The President, when deemed necessary, shall call a special meeting of the Board of Directors and notice of each call for a special meeting shall be given by mail, e-mail, or by telephone to the members of the Board at least five days before the meeting and shall state the purpose of the meeting.

Section 9. Quorum. One-half plus one of the Board of Directors shall constitute a quorum.

Section 10. Records and Reports. The Directors shall maintain a complete record of all their business transactions, their minutes and acts, and proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the Association.

Section 11. Ex-officio Directors. The Mayor of Olympia shall be an Ex-officio member of the Board without a vote.

ARTICLE IV OFFICERS

Section 1. Election or Appointment. All officers of the Association shall be elected or appointed by the Directors from their members except as hereinafter provided.

Section 2. Specific Officers. Officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary. The position of Treasurer and Secretary may be combined by a vote of the Board of Trustees.

Section 3. Compensation and Expenses. Officers shall receive no compensation as a salary from the Association but may receive reimbursement for expenses for special activities in behalf of the Association. Such reimbursement for special expenses shall be upon a vote by the Directors.

Section 4. Terms. Officers on the Board of Directors shall serve two-year terms with a limit of six years.

Section 5. Vacancies. Vacancies in the Officers shall be filled by action of the Board upon 5 days written notice to the Board for such term as determined by the Board.

ARTICLE V DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Directors and members. He shall sign, as President, all contracts and other instruments. He may create any committees deemed necessary with the concurrence of the Directors.

Section 2. Vice-President. The Vice-President shall assume the duties of President in his or her absence, and assume such duties as assigned to him or her from time-to-time by the Board of Directors.

Section 3. Secretary. The Secretary shall:

- a. Keep records and minutes of each meeting.
- b. Keep the membership records showing the name of each member and pertinent information relative to each member.
- c. Sign, where required, all corporate papers in conjunction with the President.
- d. Assume the duties normally assumed by a corresponding secretary. In the absence of the Secretary, the Directors shall appoint one of the members for the current meeting or function only.

Section 4. Treasurer. The Treasurer shall:

- a. Be custodian of all funds of the Association, depositing such funds in a financial institution designated by the Board of Directors.
- b. Disburse funds only as prescribed by the Directors and by bank draft bearing the signatures of the Treasurer or other officer with signature authority.

Section 5. Deputy-Treasurer. The Deputy-Treasurer shall:

- a. Assist the Treasurer in fiscal custody and reporting.
- b. Fill in for the Treasurer in times of absence and provide finance related technical assistance to the Treasurer and the Board of Directors.

Section 6. Immediate Past-President

- a. The immediate Past-President shall serve a two-year term as an ex-officio member of the Board of Directors.

ARTICLE VI TERMS OF DIRECTORS, OFFICERS, AND MEMBERS

Section 1. The fiscal year of the association shall be the calendar year. The membership year shall also be the calendar year, and to be in good standing during such year dues must have been paid for such calendar year.

Section 2. Directors and officers shall serve for two calendar years succeeding the date of their election.

ARTICLE VII MEMBERSHIP

Section 1. Membership in the Association shall be open to any person with a reasonable desire and willingness to promote and foster the aims and objectives of this Association.

Section 2. Member Organizations

- a. In addition to individual membership, the Association shall be open to membership of any other organization of the community, private or public.
- b. A member organization may designate an official representative thereof to attend meetings and functions of this Association, and such representative shall be registered with the Secretary of the Association.

ARTICLE VIII BY-LAW AMENDMENTS

These By-Laws may be altered or amended by action at any annual meeting of the members or at any other meeting called for that purpose.

ADOPTED: October 2, 2023