

**The Dayton Sister City Committee
Bylaws
Adopted October 11, 2022**

On August 12, 1964, The Dayton Sister City Committee was formed by an ordinance to supplement the Code of General Ordinances of The City of Dayton by the Enactment of Sections 80-5 through 80-8, C.C.O., Providing for the Establishment of a Sister City Committee.

**Article I
Name**

The organization shall be known as The Dayton Sister City Committee. Hereinafter referred to as “Committee.”

**Article II
Mission**

The mission of the Committee shall be to provide community leadership to promote Dayton internationally and increase global awareness of its residents through developing and maintaining active Sister City relationships. The Committee shall promote the City of Dayton's international image and serve as its chief source of international protocol with its sister cities, as approved by the Dayton City Commission, through special exchange programs of friendship and goodwill involving its community residents and students here in Dayton and abroad.

**Article III
Relationship to the Sister City Foundation**

The Sister City Foundation is the 501(c) (3) entity organized to support the programs of the Committee. All Committee members appointed by the Dayton City Commission are automatically members of the Foundation's Board of Directors, and additional public Directors of the Foundation may be elected by this Board. The Foundation serves as the fiscal agent for the Committee.

**Article IV
Committee Membership**

Section 1. Composition and Term of Office.

- a. The Dayton City Commission will appoint at least 15 members and no more than 30 members for a term of three years, commencing and ending on the dates as specified in the official document of appointment.
- b. The members of the City Commission and the Clerk of the Commission (or their designee), as liaison officer, will serve as ex-officio members for so long as they remain official employees of the City in these positions.

c. The Committee shall have non-voting Friends. A Friend is one who has not been appointed by the Dayton City Commission and who has been accorded the title of Friend by the Committee based on either past service to the Committee or due to connection to an institutional resource. A Friend may also support the Committee by hosting students, making a contribution, serving on a program, operating or standing committee, or other volunteer service.

d. Other than the remuneration that the ex-officio City of Dayton employee members receive for their positions, all Committee Members shall serve without remuneration.

Section 2. Dues.

All members must pay annual dues to the Foundation in the amount approved by the Committee. Dues amounts will be reviewed, at minimum, on a bi-annual basis.

Section 3. Voting Rights.

a. Each member is entitled to one vote.

b. Annual dues must be current to be eligible to vote.

Section 4. Notice of Meetings.

All members having the right to vote shall receive written notice of the Annual Meeting. All called meetings shall be publicized in the manner directed by the City of Dayton.

Section 5. Nomination and Election of Members.

Nomination of members for 3-year terms, to be appointed by the Dayton City Commission, is a responsibility of the Committee. When a member's term expires, the Committee may recommend the member to the Dayton City Commission for an additional 3-year term.

Section 6. Vacancies.

The Committee may submit nominations to the Dayton City Commission whenever vacancies exist in the category of 3-year appointed members.

Section 7. Removal from Committee.

a. A recommendation to the Dayton City Commission for the removal from the Committee of appointed members is the responsibility of the Committee. Such recommendation will be made in the event that the Committee votes to remove an appointed member due to any such actions as deemed by the Committee. Recommendations will be conducted through a motioned item in the agenda.

b. Members of the Committee who are absent from more than 50% of the regularly scheduled meetings during the course of their term without having provided a reasonable excuse to the

Chairperson prior to the meetings, shall not be renominated for the Committee, unless in the opinion of the Committee, there are extenuating circumstances.

Section 8. Resignation.

Any member, by notice in writing to the Dayton City Commission, may resign at any time.

Section 9. Responsibilities.

- a. The Committee will consider and recommend new City relationships by a majority vote of the Committee. (The Dayton City Commission must approve new Sister City relationships.)
- b. The Committee shall present an annual budget to the Foundation and through majority vote make recommendations to the Foundation for release of funds for operating expenditures. This includes recommendations to reimburse the partial expenses of selected individuals traveling on Committee-sanctioned business, domestically or internationally, which must come to the Foundation at least one month prior to the proposed travel; recommendations to reimburse the expenses of dignitaries visiting Dayton.
- c. The Committee shall establish on an annual basis, by a majority vote, the Dayton Sister City dues at the time of preparation of the budget. The Committee's fiscal year corresponds to the calendar year.
- d. The Committee shall elect sub-committee Chairpersons, for each Sister City. The Chair's term shall correspond to his/her term on the Committee. The Chairpersons are responsible for recruiting Committee Members to serve on the sister city sub-committees and for reporting status reports to the Committee.
- e. Sub-committee Chairpersons and Members shall develop recommendations for projects and programs for the coming year and to incorporate these programs into the proposed budget before the end of the calendar year. Chairpersons shall present recommendations to the Committee prior to the end of the first quarter of the program year for Committee consideration and approval within a reasonable time period.
- f. The Committee will make all attempts to give priority to City of Dayton students in terms of participation in Committee projects and programs. Section 10. Conflict Resolution.
- g. In the event of a conflict between members of the Committee, between members of the Committee and Friends of the Committee, or between members of the Committee and volunteers, the involved parties will be referred to the Dayton Mediation Center. Participation in mediation will be considered when involved members are up for renomination and/or when the Committee is considering removal of members from the Committee.

Article V
Officers of the Dayton Sister City Committee

Section 1. Officers.

The elected officers of the Committee shall be a Chairperson, Vice Chairperson, Treasurer, and Secretary.

Section 2. Election of Officers.

Committee officers elected at the Annual Meeting shall also serve as the officers of the Foundation. Officers shall hold office for one (1) year, or until their successors shall have been elected and qualified.

Section 3. Chairperson.

The Chairperson shall preside at all meetings of the Committee, create sub-committees, and perform all duties incident to their office within the framework of these bylaws.

Section 4. Vice Chairperson.

The Vice Chairperson shall assist the Chairperson perform all duties incident to the office and act as Chairperson in their absence.

Section 5. Treasurer.

All funds associated with the Dayton Sister City Committee shall be owned and maintained by The Sister City Foundation, the recognized 501(c) (3) entity organized to support the programs of the Committee. The Treasurer of the Sister City Foundation shall have custody of and be responsible for all funds of the Foundation. The Treasurer shall keep accurate books of account, shall give and receive written receipts for moneys collected and paid by the Foundation, and prepare an annual report summarizing the Foundation's finances. The Treasurer will file appropriate federal and state tax forms in a timely fashion and maintain State of Ohio organization registration in force with the Secretary of State.

Major payments or expenditures on behalf of the Committee will be recommended to the Foundation by the Committee and approved in advance by a majority of Foundation Board Members present.

Section 6. Secretary.

The Secretary shall record and distribute minutes of meetings held by the Committee, maintain accurate written records of the Foundation, and perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Foundation.

Section 7. Executive Director.

The Executive Director of the Foundation, should one be employed, shall be the chief executive officer of the Committee. He/she shall be the head of the employed staff, and as such shall have the authority to employ or to dismiss staff as they may deem necessary and expedient to carry

out such programs and policies of the Committee. The Executive Director shall be an ex-officio member of all sub-committees.

Section 8. Resignation and Removal of Officers.

Any Officer, by notice in writing to the Committee, may resign at any time. At that time, the Nominating Committee will arrange and call for a special election to fill the vacancy in an expedited manner.

**Article VI
Gifts**

A. Gifts in support of the Committee's programs should be directed to Foundation Board Members, Foundation paid staff, or the Foundation Treasurer.

B. Gifts of real estate may be accepted only by the Foundation's Board of Directors.

C. Restricted fund or purpose gifts may be accepted only by the Foundation's Board of Directors. Any gift accepted for a specified fund or purpose shall be used only in the manner designated by the donor, provided the purpose does not conflict with the mission of the Committee.

**Article VII
Meetings**

Section 1. Annual Meetings.

The annual meeting of the Committee shall be held in February of each year at such time and place as the Committee designates.

Section 2. Other Meetings.

The Committee shall meet at least six times per year. Special meetings of the Committee may be called by 10% of the appointed Committee members.

Section 3. Quorum.

A quorum for any meeting of the Committee shall be fifty-one percent of the Committee's membership. When a quorum is present, decisions are reached by a fifty-one percent majority vote. If a quorum is not achieved, decisions may not be reached by a majority vote of the Committee Members present. The quorum refers to the number of such members present, not the number actually voting on a particular question.

Section 4. Action without Meeting.

Subject to the framework of these bylaws, action can be taken without a meeting given written approval by a simple majority vote, or 51%, of Committee Members.

Section 5. Vote by Proxy

Committee Members may designate another member as a proxy to vote on their behalf in absentia. Each proxy designation shall be notified in writing and will be for all items that have appeared on the distributed agenda for the meeting. A proxy vote may be designated as "for" or "against," or left to the discretion of the proxyholder.

Article VIII Sub-Committees

Section 1. Executive Sub-Committee.

The Executive Sub-Committee shall consist of the officers, and no more than one additional Member appointed by the Executive Sub-Committee, and shall, in the interim between meetings of the Board, have power to act in accordance with the general policy of the Sub-Committee; such action shall be reported to the Committee at the Board meeting following such action. A quorum for any regularly scheduled meeting of the Executive Sub-Committee shall be a majority of its members.

Section 2. Nominating Sub-Committee.

The Committee shall establish a Nominating Committee to nominate individuals to run for the positions of Chairperson, Vice Chairperson, Treasurer, and Secretary. The Nominating Committee will ask for qualifications from each candidate and distribute these qualifications to the Committee membership for review at least two weeks prior to the scheduled election, which will take place at the Annual Meeting.

Section 3. Sub-committees of the Committee

There shall be such standing and special sub-committees of the Committee as it deems desirable to accomplish its work.

Article IX Parliamentary Authority

The rules contained in Robert's Rules of Order Newly Revised (most recent edition) shall govern the Committee in all cases to which they are applicable, and in which they are not inconsistent with the founding Ordinance, Bylaws, or special rules of the Committee.

Article X Amendment

These Bylaws may be amended at any annual or called meeting of the Committee by a two-thirds vote of the members present and voting, providing a quorum is present and providing that the amendment has been proposed and read at the preceding called meeting.

Article XI
Indemnification

The Committee shall indemnify any Member, officer, employee, or agent of the Committee to the maximum extent permissible under Ohio law, including, but not limited to, the provisions of Section 1702.12 and Section 1702.55 of the Ohio Revised Code as they now exist or as they may be amended or superseded.