

**BYLAWS  
OF  
SISTER CITIES OF NEWPORT NEWS, INC.  
A NOT-FOR-PROFIT CORPORATION**

**ARTICLE I  
Offices**

**Section 1. Location:** The principal office of the Corporation shall be located at 700 Towne Center Drive, Suite 230, in the City of Newport News, Virginia. The Corporation may also maintain additional offices at such other places within or outside the Commonwealth of Virginia as the Board of Directors may from time to time determine.

**ARTICLE II  
Purpose and Objectives**

The overriding purposes for which this organization was founded and shall operate are educational and charitable. The organization's objectives are:

(1) To foster and nurture international cooperation, understanding and development between the people of Newport News, Virginia, and selected sister cities throughout the world through nonprofit, educational, cultural, economic, technical, medical, charitable and sports-related exchanges and programs.

(2) To cause the people of the City of Newport News, Virginia, 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 part of the family of nations.

(3) To foster, as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of the City of Newport News, Virginia, and the people of similar cities of other nations.

(4) To undertake, both in seeking and in consequence of such consciousness and concern, any activities and programs which will provide to one another appropriate aid and comfort, education and mutual understanding.

(5) To actively participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation, and thereby to encourage other organizations and residents of Newport News to engage and participate in such programs; to foster and promote friendly relations and mutual understanding between peoples of American communities and peoples of friendly nations outside of the United States of America; and to act as a coordinating body, committee, or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal cooperation.

(6) To have such powers as are now or may hereafter be granted by Chapter 10, Virginia Nonstock Corporation Act, of Title 13.1 of the Code of Virginia, 1950, as amended.

### **ARTICLE III Membership**

**Section 1. Who Shall Be Members:** The members of the Corporation shall consist of any person, firm or entity who pays the membership dues established from time to time by the Board of Directors, who is and remains at all times in good standing with the Corporation, and who is:  
(a) an individual who resides, works or has some other interest in the City of Newport News;  
(b) a company, business or other organization of any kind that is located or actively involved in matters affecting the City of Newport News; or (c) any other person or organization as may be established from time to time by the Board of Directors. Unless otherwise authorized by the Board of Directors, memberships shall be for one year periods only, subject to renewal upon payment of the then-current annual dues and assessments and otherwise remaining in good standing with the Corporation.

**Section 2. Membership Categories:**

- a. Student Diplomats: Students enrolled in K-12 public or private or home school (no voting privileges).
- b. College Diplomat: Those enrolled full-time in any public or private college/university.
- c. Citizen Diplomat: Adult singles, couples and families (K-12 with no vote).
- d. World Partner: Non-profit clubs and organizations who shall designate the organization's President or designee to vote.
- e. International Leadership Circle: Individuals who invest in Newport News' program to promote peace, education and economic growth through citizen diplomacy by committing to a large dues.
- f. Corporate Diplomats: Business members who sponsor specific sister city programs, exchanges, membership events or meetings who designate one voting member.

**Section 3. Transfers, Resignation, and Termination of Membership:**

- (a) Transfers. Membership in the Corporation shall not be transferable.
- (b) Resignations. Any member may resign by written notice to any officer of the Corporation and such resignation shall take effect as specified therein, or if not so specified, then the resignation shall be effective immediately upon receipt by an officer of the Corporation.
- (c) Removals. Any member may be removed or suspended at any time by the President with the concurrence of the executive committee, for non-payment of the annual dues or any other money owed to the Corporation or for cause.

**Section 4. Membership Dues:** The amount of dues or fees for members shall be fixed and determined by the Board of Directors from time to time. The Board shall publish and provide a list of current fees and dues for membership in the Corporation. The Board of Directors may establish different fees and/or membership dues for each membership category.

**Section 5. Future Membership Classes:** The Board of Directors may establish one or more additional categories of membership and shall establish fees and dues.

## **ARTICLE IV Membership Meetings**

**Section 1. Annual Membership Meeting:** A meeting of the members of the Corporation (the “Annual Meeting”) shall be held annually for the election of directors and the transaction of any other business as may properly come before the meeting. The Annual Meeting shall be held at such location and at any time during the month of November each year or such other month as may be determined from time to time by the Board of Directors. The Regular Meetings shall be held at such location, dates and times as the Board of Directors may elect. Notice of the Meeting may be given by any reasonable means.

**Section 2. Annual Report of Directors:** The Board of Directors shall present at the annual meeting of members a report, showing in appropriate detail, the following: (1) the assets and liabilities, including the trust funds, of the Corporation as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting; (2) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (3) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period; (4) the expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period; and (5) the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found. The annual report of the directors shall be filed with records of the Corporation and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

**Section 3. Regular Meeting:** Regular Meetings of the membership may be held at such time and location throughout the year as scheduled by the Board of Directors.

**Section 4. Special Meetings:** Special meetings (“Special Meeting”) of the members may be called by the President or any director of the Corporation or by written demand of ten percent (10%) or more of the members of the Corporation by making written demand to the President. The written demand must contain a description of the specific purpose(s) for calling the Special Meeting. A summary of that purpose(s) must be contained in the notice given to the members for the Special Meeting. Notice of the Special Meeting may be given at any time and in any manner reasonably planned to give actual notice to the members and a reasonable opportunity to attend the Special Meeting. The President shall establish the date, time and location for the Special Meeting and shall notify the members accordingly. At the Special Meeting the members may conduct only the business specified in the written notice and other business reasonably related to that purpose.

**Section 5. Eligibility to Vote:** Members are eligible to vote if they have paid dues and are in good standing one (1) week prior to a vote.

**Section 6. Quorum at Meetings:** Members entitled to cast Ten percent (10%) of the members entitled to vote shall constitute a quorum at any meeting of members for the transaction of any business. The members present at any meeting may adjourn any meeting to another date with or without a quorum.

**Section 7. Presiding Officer and Secretary:** At any meeting of the members, the President or their designee shall preside. Minutes of the meeting shall be taken by the Secretary or their designee.

**Section 8. Votes Required for Passage:** Directors shall be elected by a plurality of the votes cast at the annual meeting of members. Other action shall be authorized by a majority of the votes cast by the members.

**Section 9. Vote of Members:** Every member of record of the Corporation shall be entitled to one vote. The vote for the election of directors shall be by secret ballot. The method of voting shall be discretionary with the person presiding at the meeting for other matters.

**Section 10. Order of Business:** The business of the Corporation shall be conducted in the order contained in the notice of meeting. The order may be changed by vote of the members.

## ARTICLE V Board of Directors

**Section 1. Power of Board and Qualification of Directors:** The Corporation shall be managed by its Board of Directors. Unless one or more positions on the Board of Directors is specifically designated prior to an election as being open to a person below the age of eighteen, each director shall be at least eighteen years of age. The Board of Directors shall be elected from among the members of the Corporation at the Annual Meeting of the members of the Corporation. Directors shall not be eligible for election or appointment if they have served eight consecutive years, yet shall be eligible after a one year absence from the Board.

**Section 2. Number, Election, and Qualification:** Initially, there shall be sixteen (16) directors. The number of directors that shall constitute the whole Board of Directors shall be determined from time to time by resolution of the Board of Directors. The directors shall be elected at the annual meeting of members.

**Section 3. Ex Officio Directors:** Unless and until the Board of Directors votes otherwise, the following persons or their designees shall automatically be members of the Corporation and shall automatically be elected as Directors of the Corporation by right of their office or position and each shall serve as a member and Director of the Corporation only so long as they also hold the office listed below:

- (a) City Council. Two city council persons, comprised of the Mayor and one council member designated by the Mayor of the City of Newport News, Virginia
- (b) City Manager. The City Manager of the City of Newport News, Virginia; and
- (c) Chair, EDA/IDA. The Chair of the Economic Development Authority/Industrial Development Authority for the City of Newport News, Virginia.

**Section 4. Compensation of Directors:** The Corporation shall not pay compensation to directors, but may reimburse directors for expenses actually incurred in performing services rendered to the Corporation in such capacities.

**Section 5. Tenure of Office:** Members of the Board of Directors who do not serve in an ex officio capacity shall serve for terms of four (4) years each, and each shall hold such office until their successors are elected. Directors elected or appointed after December 1, 2009 shall not serve more than two (2) consecutive terms, except that ex officio directors shall serve so long as they serve in the ex officio position.

**Section 6. Election:** Directors who do not serve in an ex officio capacity shall be elected by the voting members of the corporation at the annual meeting of the members.

**Section 7. Vacancies:** Vacancies on the board shall be filled from the membership by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the next membership election of directors.

**Section 8. Resignation:** Any director may resign from office at any time by delivering a resignation in writing to the President of the Board of Directors, if any, or the President of the Corporation. Unless such resignation states a specific later date and time, the resignation shall be effective immediately. No action shall be required by the Corporation to accept any resignation.

**Section 9. Quorum and Voting:** Five (5) members of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. The vote of a majority of the directors present at a meeting shall be the act of the Board.

**Section 10. Absences:** Members of the Board of Directors who do not serve in an ex officio capacity who accumulate six (6) absences during any calendar year shall automatically forfeit their office as of the close of business of the meeting constituting the sixth (6) absence.

**Section 11. Removal:** Any or all of the directors may be removed, with or without cause, by majority vote of the members. Any director may be removed with cause (only) by vote of the remaining members of the Board of Directors.

## ARTICLE VI Officers

**Section 1. Officers:** Officers of the corporation shall be the President, a Vice President, a Secretary and a Treasurer.

**Section 2. Powers and Duties of Officers:** Subject to the control of the Board of Directors, all officers shall have such authority to perform such duties in the management of the property and affairs of the Corporation as may be provided in these bylaws or by resolution of the Board.

(a) President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors and shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board. The President shall establish certain rules and regulations to govern the conduct of meetings and/or events held by or on behalf of the Corporation, consistent with these bylaws.

The President may hire and/or appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

(b) Vice President. In the absence of the President or in the event of his 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 on the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

(c) Secretary. The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any, and shall have authority to affix the same to any instrument requiring it, and, when so affixed, it may be attested by the secretary's signature. The Board may give general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his signature.

(d) Treasurer. The Treasurer shall have the custody of, and be responsible for, all funds and securities of the Corporation and is hereby authorized to deposit, withdraw or transfer any monies or other funds held on behalf of the Corporation. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall be bonded for the faithful performance of his duties as the Board may require. The Treasurer shall make a financial report at the annual membership meeting.

**Section 3. Term of Office, Vacancies, and Removal:** The Board of Directors shall elect the officers at the first meeting of the Board after the annual meeting of the members. The Board may appoint other officers, who shall have such authority and perform such duties as may be prescribed by the Board. If an office becomes vacant for any reason, the Board of Directors may fill such vacancy. Any officer so appointed or elected shall serve only until such time as the unexpired term of his successor shall have expired unless reelected by the Board. The Board of Directors may remove any officer with or without cause.

**Section 4. Compensation of Officers, Agents, and Employees:** The Corporation shall not pay compensation to officers, but may reimburse officers for expenses actually incurred in performing services rendered to the Corporation in such capacities.

The compensation of agents and employees appointed by the Board shall be fixed by the Board of Directors. The Board may require security for the officers, agents, or employees for the faithful performance of their duties.

## **ARTICLE VII Executive Committee**

**Section 1. Composition:** The Executive Committee shall be comprised of the officers of the corporation and two (2) members of the Board of Directors, who are not officers, as chosen by the Board of Directors. The President shall serve as the Chairman of the Executive Committee. Members of the Executive Committee who are not officers shall serve on the Executive committee for a term of one (1) year, or until their successors are chosen.

**Section 2. Powers:** The Executive Committee shall transact all routine business and shall exercise all powers of the Board of Directors in the interim between its meetings, and shall report all actions to the Board of Directors. One-half of the members of the Executive Committee shall constitute a quorum.

## **ARTICLE VIII Committees to the Board of Directors**

**Section 1. Committees:** The Board of Directors may appoint one or more committees to perform tasks or functions the Board may require. The scope of responsibilities of the committee and the duration of that committee shall be determined from time to time by the Board of Directors. Unless otherwise specified at any time by the Board of Directors, each committee shall exist indefinitely until terminated by the Board of Directors. Unless expressly authorized by the Board of Directors, no committee may spend funds of the Corporation without prior approval by the Board of Directors.

**Section 2. Members of Committees:** When establishing any committee, the Board of Directors may impose any requirement(s) it desires on the composition and size of the committee.

## **ARTICLE IX Miscellaneous**

**Section 1. Fiscal Year:** The fiscal year of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

**Section 2. Corporate Seal:** The Corporation shall obtain and maintain a corporate seal. The seal of the Corporation shall contain the name of the Corporation, the words "Corporate Seal" and "Commonwealth of Virginia" and the year the Corporation was formed in the center. The Corporation may use the seal by causing it or a facsimile to be affixed, impressed, or reproduced in any manner.

**Section 3. Checks, Notes, and Contracts:** Unless the Board of Directors expressly designates by the Board of Directors to some other person, the President is authorized to execute, sign and deliver on behalf of the Corporation any contract, agreement, and notes with Board approval. The Treasurer shall sign on behalf of the Corporation any checks, notes, drafts, acceptances, and other orders or obligations for the payment of money.

**Section 4. Books and Records:** The Corporation shall keep and maintain: (1) correct and complete books and records of accounts; (2) minutes of the proceedings of its members, Board of Directors and any committee of the Corporation; and (3) a current list or record containing the names and addresses of all members, directors, and officers of the Corporation. Any of the books, records, and minutes of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

**Section 5. Amendments to Certificate and Bylaws:** These bylaws may be amended or repealed, and new bylaws may be adopted from time to time by the members, provided that a majority of the members present at a meeting called for such purpose approve or consent to such new bylaws.

**Section 6. Indemnification and Reimbursement:** The Corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers of the Corporation, and their respective heirs, administrators, successors, and assigns, from and against any and all expenses, including amounts paid on judgments, attorneys fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding, in which they, or any of them, are part, parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Corporation, except in relation to matters as to which any such director or officer shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled to under any law, bylaw, agreement, vote of members, or otherwise.

**Section 7. Interested Directors and Officers:** No contract between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that any one or more of the members, officers, or directors of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested member, officer, or director was present at the meeting of the members or the Board of Directors that acted on or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such member, officer, or director shall have been disclosed to or known by the Board, and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested member, officer, or director may be counted in determining ratification or approval is given.