

1 **Bylaws of the Gifu Sister City Committee**

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- 3 I. The name of this non-profit Ohio corporation shall be: The Gifu Sister
4 City Committee (the “Committee”).
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- 6 II. The purpose of the Committee is to serve as a volunteer-led, non-profit,
7 non-governmental association which, through its Sister City agreement
8 with Gifu to promote cultural, educational and charitable exchanges as
9 well as encourage beneficial trade and commercial opportunities between
10 Gifu and the Greater Cincinnati area. In addition, the Committee will
11 support the activities of the Cincinnati USA Sister City Association and
12 Japan America Societies.
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- 14 The Committee’s objectives are:
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- 16 To serve as a forum between the cities of Gifu and Cincinnati.
17 To exchange information between the sister cities.
18 To help coordinate or implement activities conducted by cities of
19 Gifu and Cincinnati.
20 To provide information and history about exchange programs.
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- 22 III. Membership & Qualifications
- 23 a. To become a Member, an individual must send a request via e-mail or
24 regular mail to the President or Secretary.
- 25 b. Membership is voluntary with no mandated fees or dues, but each
26 Member may be expected to contribute toward the “Basic Costs” of
27 operating the Committee. “Basic Costs” include telephone and
28 internet service, office supply expenses, insurance, and the cost of
29 preparing required tax returns and other required governmental
30 reports. The Committee will attempt to make the Basic Costs as
31 minimal as possible.
- 32 c. Attendance Requirements: If a Member is not present for 1 meeting in
33 a 12 month period, the Membership will become inactive and invalid;
34 however, President or Secretary, in their judgment, can deem a
35 Membership valid and active after a periodic review
- 36 d. Resignation: A Member may resign from the Committee by providing
37 written notice.
- 38 IV. Board of Trustees
- 39 Each Trustee must be a Member.
- 40 a. Rank
- 41 i. President
42 ii. Vice President
43 iii. Secretary
44 iv. Treasurer
- 45 b. Duties
- 46 i. President

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1. The President presides as the chairperson at all Meetings. S/he is also an ex-officio member of all committees except the Governance & Nominating Committee.
2. The President can call a Special Meeting for a specific purpose.
3. The President has the power to sign contracts on behalf of the Committee, but cannot bind a Member absent specific, written consent by that Member.

ii. Vice President

The Vice President assists the President in the discharge of his/her duties and officiates in the absence of the President at all Committee Meetings. The Vice President chairs the Governance & Nominating Committee.

iii. Secretary

1. The Secretary shall maintain a list of Members and representatives, an attendance record of Members. The Secretary shall take care of all official correspondence.
2. The Secretary shall keep the Minutes of each Meeting and provide a copy for each Member.
3. Native level of writing and reading in Japanese and English is preferred.
4. Maintain an on-going record of the Minutes and provide such record for the year at each meeting for references.
5. Create and issue eNewsletter four times a year.
6. Arrange Regular Meetings as prescribed
7. As a board member, perform other clerical duties as needed

iv. Treasurer

1. The Treasurer shall keep records of all income and expenses and give a complete financial report to the Board annually. This fiscal year shall be January 1st through December 31st. The Treasurer is responsible for preparing all checks and signs them with the President or another officer of the Committee. He/she maintains all monies of the Committee and deposits them in a bank account in the name of the Committee. There shall be an annual audit or review of the Treasurer's records.
2. The Treasurer shall chair the Finance Committee.

- c. Term of Office: All Trustees shall serve a two (2) year term. Method of Filling Vacancy: Any resignation of an officer will be filled by the Member that he or she represents. If the Member has no representative to fill the position, a new election will be held by the Members to fill the position for the remainder of the term.

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- V. Meetings
 - a. There shall be 4 regular meetings of the Committee that will occur on or during March, June, September and December.
 - b. Each Member shall sign a roster to indicate attendance at each Meeting. The Secretary will preserve these rosters in the Committee's records.
 - c. Order of Business
 - i. Open meeting
 - ii. Introduction, certification and installation of new representatives
 - iii. Introduction of guests
 - iv. Minutes
 - v. Report of President
 - vi. Report of Secretary
 - vii. Report of Treasurer
 - viii. Reports of Members
 - ix. Reports of Standing Committees
 - x. Reports of Special Committees
 - xi. Correspondence
 - xii. Unfinished Business
 - xiii. Biannual nominations in September, biannual elections in December
 - xiv. New Business
 - xv. Adjournment
 - d. The President or no fewer than 3 of the Members may call a Special Meeting for a specific purpose with a minimum of ten (10) days notice via email and/or letter. The notice must include the time, place and business to be transacted.
 - e. A quorum requires that more than half of the individual Members are represented at a Committee meeting.
 - f. A simple majority of the Members present is required to pass a motion. Each Member has only one vote. A tie vote results in a failed motion.
- VI. Committees
 - a. Standing Committees:
 - i. Finance: This committee will consist of the Treasurer, and two (2) other representatives who are appointed by a majority vote of the Members and a maximum of two (2) ex-officio Honorary Representatives. The mission of the finance committee is to identify present and future financial obligations of the Committee and explore funding opportunities.
 - ii. Governance & Nominating: Each Member is entitled to have one (1) representative on this committee, with one exception:

138 the President of the Committee cannot be a member of this
139 committee.

140 b. Special Committees:

141 i. A Special Committee created for a particular purpose or project
142 will be approved by the Committee’s Board at any meeting. At
143 the time of the creation of each Special Committee, the
144 Committee’s Board shall determine the name of the committee,
145 its composition, its mission and its duration. A Special
146 Committee may be dissolved by a vote of the Members at any
147 meeting of the Committee’s Board.

148 ii. The creation of a Special Committee carries with it the
149 endorsement of the Committee. The responsibility of fulfilling
150 the mission rests with the individual Members that have
151 proposed and supported its creation.

152 iii. A Special Committee is required to provide open, public and
153 transparent accounting. Prior to a project being started, each
154 Member participating in the project will vote in a Special
155 Committee Meeting on the appropriate percentage of “Net
156 Profit” to be reserved for the Committee. In the event of a tie
157 vote, the President will have a vote to break the tie. The
158 agreed-upon percentage of any Net Profit from any project
159 shall be paid to the Committee. The remaining Net Profit shall
160 be divided equally among those Members that participated in
161 the project. “Net Profit” is the amount of revenue remaining
162 from the project after all operating expenses are paid. No
163 portion of Net Profit shall inure to the benefit of any individual,
164 or to any organization other than a Member.

165 c. Committee Membership

166 i. The President is an ex-officio Member of all committees
167 except the Governance & Nominating Committee.

168 ii. An Honorary Representative may be appointed by majority
169 vote of the Members to serve as an ex-officio member of a
170 Standing or Special Committee.

171 VII. Parliamentary Authority:
172 The rules contained in the current edition of Robert’s Rules of Order
173 Newly Revised shall govern the Federation in all cases to which they are
174 applicable and in which they are not inconsistent with these bylaws and
175 any special rules of order the Federation may adopt.

176 VIII. Indemnification

177 (a) To the fullest extent not prohibited by applicable law, the Corporation
178 shall indemnify each person who, by reason of being or having been a
179 Trustee or officer of the Committee, named or otherwise, becomes or
180 is threatened to be made a party to any legal, judicial, administrative or
181 other proceeding, and the Corporation by the Board of Trustees may
182 indemnify any other person as deemed proper by the Board of Trustee,
183 against any and all costs and expenses (including attorney fees,

184 judgments, fines, penalties, amounts paid in settlement, and other
185 disbursements) actually and reasonably incurred by or imposed upon
186 such person in connection with any action, suit, investigation or
187 proceeding (or claim or other matter therein), whether civil, criminal,
188 administrative or otherwise in nature, with respect to which such
189 person is named or otherwise threatened to be made a party by reason
190 of being or at any time having been a Trustee, officer, employee or
191 other agent of or in a similar capacity with the Committee, or by
192 reason of being or at any time having been, at the direction or request
193 of the Committee, a director, trustee, officer, administrator, manager,
194 employee, member, advisor or other agent of or fiduciary for any other
195 corporation, partnership, trust, venture or other entity or enterprise
196 including any employee benefit plan.

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198 (b) Each request or case of or on behalf of any person who is or may
199 be entitled to indemnification for reason other than by being or having
200 been a Trustee or officer of the Committee shall be reviewed by the Board
201 of Trustees, and indemnification of such person may be authorized by the
202 Board of Trustees only if it is determined by the Board of Trustees that
203 indemnification is proper in the specific case, and, notwithstanding
204 anything to the contrary in this Code of Regulations, no person shall be
205 indemnified to the extent, if any, it is determined by the Board of Trustees
206 or by written opinion of legal counsel designated by the Board of Trustees
207 for such purpose that indemnification is contrary to applicable law.

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209 (c) Upon the request of a Trustee, officer or other party who is the
210 subject of a legal, judicial, administrative or other proceeding referred to
211 in Section VIII, the Committee shall pay the expenses incurred by such
212 Trustee, officer or other party in defending the legal, judicial,
213 administrative or other proceeding, including attorney fees, as they are
214 incurred, in advance of the final disposition of the legal, judicial,
215 administrative or other proceeding, upon receipt of an undertaking by or
216 on behalf of the Trustee, officer or other party to repay the amount if it is
217 ultimately determined that he/she is not entitled to be indemnified by the
218 Corporation.

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220 (d) Notwithstanding anything to the contrary in this Section VIII, no
221 person shall be indemnified to the extent, if any, it is ultimately
222 determined by a court of competent jurisdiction that indemnification is
223 contrary to applicable law.

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225 IX. Amendment of Bylaws:

226 a. A motion to amend the bylaws must be submitted in writing at a
227 Regular Meeting and then distributed to each Member and its
228 representatives with a notice as to the date, time and place of the

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Meeting at which a move will be held. The voting to approve the motion cannot occur at the same meeting.

- b. Any changes to the bylaws must be approved by a majority of the active members of the GIFU Sister City Committee.

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