

DOCUMENTS GOVERNING

BLOOMINGTON SISTER CITY ORGANIZATION

Bloomington, Minnesota

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| WHITE | RULES OF PROCEDURE, BLOOMINGTON SISTER ORGANIZATION
As revised through January 2005. |
| PINK | Articles of Incorporation, Adopted October 25, 1993. |
| YELLOW | Declaration of Sister City affiliation between Bloomington, MN and Izumi,
Japan adopted November 24, 1993. |
| BLUE | Related Agency Expenditure Documentation Guidelines adopted May 7,
1997. |

RULES OF PROCEDURE

BLOOMINGTON SISTER CITY ORGANIZATION

BLOOMINGTON, MINNESOTA

AS REVISED THROUGH January 2005

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RULES OF PROCEDURE

BLOOMINGTON SISTER CITY ORGANIZATION

Bloomington, Minnesota

As revised through January 2005

The following rules of procedure are adopted by the Bloomington Sister City Organization to facilitate its work as a non-profit 501 (c) (3).

SECTION I. NAME

The name of the corporation shall be BLOOMINGTON SISTER CITY ORGANIZATION, INC.

SECTION II. OFFICES

- 2.1 Registered Office. The registered office of the corporation shall be 1800 West Old Shakopee Road in the City of Bloomington, County of Hennepin State of Minnesota, or such other office as provided in the Articles of Incorporation. The Board of Directors of the Corporation may, from time to time, change the location of the registered office by filing with the Secretary of State of the State of Minnesota a statement as provided in the Minnesota Statutes.
- 2.2 Other Offices. The Corporation may establish and maintain such other offices, within or without the State of Minnesota, as are from time to time authorized by the Board of Directors.

SECTION III. PURPOSES AND AUTHORITY

- 3.1 Purposes. The corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, including, for the furtherance of such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and

including, for the furtherance of such purposes, the making of distributions to the City of Bloomington. Without limiting the generality of the foregoing, this corporation is organized to encourage and foster positive international relations between Bloomington, Minnesota and other countries, particularly by forming “sister city” relationships with cities in other countries that are similar to Bloomington, Minnesota, and by encouraging international exchanges of citizens, cultural activities, and other similar activities.

- 3.2 Authority. This corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized. This corporation shall, without limiting the generality of the foregoing, have the power and authority to receive gifts, grants or devises and to use the same in any manner; to receive or acquire by purchase or lease, gift, grant or devise; or to hold, use invest, loan, expend, convey or dispose of any real or personal property whatever; to lease, mortgage or use the same in any manner; to borrow money upon and pledge or mortgage any real or personal property for any purpose for which it is organized; to issue notes, bonds or other forms of indebtedness to secure any of its obligations; to invest and reinvest its funds in such mortgages, bonds, notes, debentures, shares of preferred and common stock and any other securities of any kind whatsoever for any purpose for which it is organized; to make distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 for any purpose for which it is organized; to make distributions to the City of Bloomington for any purpose for which it is organized. All of the foregoing powers shall be exercised exclusively for charitable and educational purposes in such manner that the corporation shall qualify as an exempt organization under

Section 501 (c) (3) of the Internal Revenue Code of 1986. Notwithstanding anything herein to the contrary, this corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c) (3) of the Internal Revenue Code of 1986. In furtherance of its corporate purpose, this corporation shall have all of the general powers enumerated in Section 317A.161 of the Minnesota Nonprofit Corporation Act as that statute now exists or as it may be hereinafter amended from time to time.

- 3.3 Cooperation With Other Entities. In carrying out its purposes, this corporation shall, to the extent reasonably possible, cooperate and work with any other entity, public or private, non-profit or profit, including, for example, the City of Bloomington. In an effort to further such cooperation, this corporation shall invite such other entities to work with it to the extent reasonably possible in conjunction with the carrying out of its purposes.

SECTION IV. MEMBERSHIP

- 4.1 General Membership. Any person, corporation or other entity, which pays the appropriate annual membership dues, as determined by the Board of Directors, shall be a member of the Corporation in good standing as long as such member's dues are current.
- 4.2 Board Composition. The Corporation shall be governed by a Board of Directors, which shall have full power to manage and direct all functions of the Corporation. Directors shall be natural persons. The Board of Directors shall consist of no more than seventeen (17) adult members and two (2) youth members. For the purpose of the Sister City Board, youth is defined to be those persons of both sexes who are between the ages of 12 years through 23 years of age and who are residents of the City of Bloomington or attend a school located in Bloomington. Board members will be elected by the Board of Directors in accordance with these Rules of Procedures. The following organizations shall have priority for elected seats on the

Board: the City of Bloomington, the Bloomington School District, Normandale Community College, the Bloomington Conventions Bureau, and the Bloomington Chamber of Commerce. In the selection of directors, there shall be no discrimination against any person because of age, race, sex, creed, color, national origin or handicap.

- 4.3 Terms. Directors shall be elected at the January meeting of the Corporation. Those directors elected shall serve as members of the Board commencing on the first day of February following their election. Each director shall serve for a term of three (3) years. A director shall hold office until a successor is elected and has qualified or until the earlier death, resignation, removal or disqualification of the director. No director shall serve for more than two (2) consecutive full terms. A former director may be elected again to the Board after having been off the Board for at least one (1) year. Each youth member shall be appointed for a one-year term up to a maximum of six years. Youth members may not be elected to Executive Committee positions. All other members shall be appointed for three-year terms that are staggered in order to provide continuity of policy and program. In any one year, no more than one-half of the terms may expire.
- 4.4 Limitation of Terms. When a person is appointed to a vacancy on the Sister City Board, the unexpired portion of the term for that year shall not be counted in computing the maximum permitted service on the Board and a new term shall begin on February 1 of the following year.
- 4.5 Orientation. Once elections are made, an orientation session will be held for newly elected individuals to familiarize them with responsibilities and procedures of the Board and to receive an overview of their Board's purpose, attendance requirements and meeting dates. All new members to the Board shall receive a notebook including By-Laws/Rules of Procedure, reports, the last 6-months of Minutes, project information and any other pertinent documents.

- 4.6 Vacancies. Vacancies shall be filled by the Board of Directors for the unexpired term. During the year, applications will be received and placed on file for consideration should a vacancy occur mid-year.
- 4.7 Removal. A Board member may be removed from office by a majority vote of the Sister City Board.
- 4.8 Attendance Requirements.
- a. A member shall attend at least seventy-five percent (75%) of the meetings of the Board each year. The Board will send an advisory letter to those Board members who are close to falling below the 75% attendance requirement.
 - b. A member must be present for at least one-half (1/2) of an entire Board meeting in order to qualify as having attended the meeting. A meeting is defined for the purpose of this subsection as a regular meeting and does not include special meetings or meetings of a committee or subcommittee of the Board.
 - c. Any member failing to comply with the attendance requirements set forth in subsection (a) of this Section shall be automatically removed from the Board.
 - d. A member of the Board shall notify an Executive Committee member in advance if he or she is unable to attend a Board meeting.
 - e. The Board shall conduct an annual review of the attendance of members of Board members.
 - f. No member shall be permitted to take a leave of absence from the Board. An attendance roster will be provided to the Board on a quarterly basis (April, July, October, end of year).
- 4.9 Compensation, Payment of Expenses. The directors of the Corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the Corporation of the reasonable expenses incurred by the directors in the performance of their duties provided that this Corporation shall pay no expenses unless such expenses are approved by the Board of Directors.

SECTION V. DUTIES AND RESPONSIBILITIES.

- 5.1 Community Goals. The Bloomington Sister City Organization, Inc. promotes international understanding through the exchange of people, trade, information and ideas. Individually, there are exciting opportunities for personal development, new friendships and challenges to understand another culture. Participation by people of all ages and abilities is encouraged. In addition to the intangible benefits of these relationships, the program will:
- a. Encourage technical, professional and service club exchanges and projects.
 - b. Increase export and import opportunities for businesses, both large and small;
 - c. Promote economic growth in each Sister City; and
 - d. Promote student and adult exchanges.
- 5.2 Declaration of Sister City Affiliation between Bloomington, MN and Izumi City, Japan. In 1993, the City of Bloomington and Izumi City officially became Sister Cities. Our goals with Izumi are to: establish friendships, build understanding and develop economic relationships.
- 5.3 Other. Bloomington may establish relationships with a maximum of two cities of similar character and population. Specifically, each city will be a part of a larger metropolitan area; have a college or university, and have an economic structure similar to Bloomington's.
- 5.4 Recommendations to Outside Governing Boards. No recommendations for action by outside governing boards or information shall be forwarded unless such information or recommendation receives the vote of the majority of Board members present.
- 5.5 Other Communications shall meet the following criteria:
- a. Consist of information about Board activities as summarized in its records.
 - b. Not be advocating positions on behalf of the Sister City Board unless specifically approved by the Board.
 - c. Have the approval of the Chairperson.

- d. This shall not preclude individual Board members from communicating personal opinions so long as it is made clear that this does not represent the position of the Board or committee of the Board.

SECTION VI. MEETINGS

- 6.1 Frequency. The Board shall hold at least one (1) meeting per month.
- 6.2 Time. Regular meetings of the Board shall be held on the first Thursday of each month at 5:30 p.m., unless otherwise agreed to and so stated in the agenda.
- 6.3 Special Meetings. Special meetings may be called by the presiding Chairperson or by three members of the Board. At least thirty-six (36) hours advance written or by-phone notice of special meetings shall be given to all members. At special meetings, a majority of the duly appointed and sworn-in current membership must vote in the affirmative to pass a motion.
- 6.4 Place. Regular meetings shall ordinarily be held in the Bloomington Civic Plaza building. Meetings may be held in other accessible facilities, as the Board deems necessary.
- 6.5 Public. All regular, committee and special meetings and all records and minutes shall be open to the public.
- 6.6 Quorum. A quorum shall consist of a simple majority of the number of duly appointed and sworn members. A quorum shall be required for the transaction of business and taking of official action.
- 6.7 Vote. Except as otherwise specified in these rules, voting shall be by voice. A member may have his/her vote on a particular issue recorded if he/she wishes.
- 6.8 Agendas/Minutes. The Minutes Secretary shall record the minutes of each meeting. Agendas for the Board meetings and minutes of the meetings shall be sent to the members of the Board in a timely manner.

SECTION VII. ORGANIZATION

7.1 Chairperson.

- a. The Sister City Board shall elect from its members a Chairperson, by majority of votes cast, to serve a one-year term as the Chairperson at meetings.
- b. Every Sister City Board meeting shall be conducted by a Chairperson who shall be responsible for coordinating preparation of the meeting agenda with Executive Committee members. The Chairperson shall appoint committee membership and Chairpersons, and perform such other duties as may be prescribed in the By-Laws.
- c. The Chairperson shall conduct the meeting so as to keep it moving as rapidly and efficiently as possible and shall remind members, petitioners, and residents to stick to the subject at hand.
- d. The Chairperson shall not move for action but may second motions.
- e. The Chairperson shall be responsible for the communications of the Board.

7.2 Annual Work Plan/Budget. The Chairperson shall be responsible for submitting an Annual Work Plan/budget and Annual Report to the Board for review and approval prior to presenting it to the membership at the annual meeting.

7.3 Vice-Chairperson. The Board shall elect from its members one Vice-Chairperson, by majority of votes cast, to serve the duties of the Chairperson in the absence of the Chairperson.

7.4 Minutes Secretary. A Secretary assigned shall attend every Sister City Board meeting and make a record of the meeting.

7.5 Communications Secretary. A Secretary shall be responsible for communications of the Board – letters to Sister City partners, press releases and flyers.

7.6 Treasurer. In addition to such other powers or duties as the President or the directors may prescribe, the Treasurer shall keep accurate financial records for the

Corporation, shall be responsible for the safekeeping, deposit and disbursal of all moneys and other valuables that may come into the possession of the Corporation.

7.7 Annual Budget. An annual budget must be submitted to the Board at its December meeting each year for approval. The City of Bloomington, through its Related Agency Expenditure Documentation Guidelines, will reimburse the Bloomington Sister City Organization for the following purposes: supplies, general printing, postage, telephone calls, fax charges, flags and banners, transportation for visiting delegation, gifts for Izumi officials, staff and delegation members, entertainment for visiting delegations, delegation event tickets, admission fees, interpreter and translation services, food for delegation visits, membership dues, Internet development/maintenance, insurance and financial audit.

7.8 Election. The Chairperson, Vice Chairperson, Communications Secretary and Treasurer shall be elected at the January meeting each year. Candidates for each office shall be recruited by the Nominating Committee (consisting of at least two Board members appointed by the Chairperson) and announced at the December meeting. Nominations from the floor must also be made at the December meeting. Each member shall cast a ballot for the member he/she wishes to be Chairperson. The member receiving a majority of the votes cast shall be Chairperson. If no one receives a majority of all votes cast, balloting shall continue until one member receives a majority.

The Vice-Chairperson, Treasurer and Communications Secretary shall then be elected, in order, by the same procedure. These officers shall take office immediately following their election and shall hold office until their successors have been elected and have assumed office. Board members are allowed to vote by absentee ballot as long as the ballot is turned in by noon of the Election Day to a Board member of the Executive Committee. The name and vote of each member voting by absentee ballot shall be recorded in the official minutes of the meeting.

- 7.9 Vacancies. If the Chairperson retires during his/her term of office, the Vice-Chairperson shall become Chairperson and the Treasurer shall become Vice-Chairperson and the Communications Secretary becomes the Treasurer. A new Communications Secretary will be elected at the next meeting. If all three retire, new officers shall be elected at a meeting called as soon as possible. An officer may decline the opportunity to move to the next position. If this occurs, each Executive Committee member, in order of office, will be given the opportunity to fill the vacant position. If all decline or a vacancy occurs because of officers advancing into different positions, the vacancy will be filled at a meeting, as soon as possible.
- 7.10 Absence. If all elected officers are absent from a meeting, the Chairperson may name a temporary Chairperson. If this has not been done, the Board shall name a temporary Chairperson by voice vote.

SECTION VIII. COMMITTEES

- 8.1 Involvement of Community. The Board may develop committees, chaired in each instance by a Board member, to permit involvement of the greatest number of community representatives to plan and carry out programs and to allow for utilizing persons with expertise and knowledge who may not be members of the Board.
- 8.2 Areas. The Board may establish Committees as the needs become apparent to the Board. The committees may include, but are not limited to, the areas of Kite Day, Taste of Japan, Business, Community, Education, Finance and Delegations.
- 8.3 Committee Reports. Every committee meeting shall be reported at the full Board meeting for inclusion in the Minutes and the report shall include:
- a) Committee name.
 - b) Date, place, time and attendance.
 - c) Subject of meeting.
 - d) Actions, conclusions and recommendations.
 - e) If possible, time and place of next meeting.

- 8.4 Executive Committee. The Executive Committee shall be composed of the Chairperson, Vice-Chairperson, Treasurer and Communications Secretary of the Board. The Executive Committee shall assist the Board in efficiently organizing and effectively conducting its affairs by: a) reviewing and assisting the Board in scheduling of all Board business; b) conducting a monthly review of attendance roster; and c) assisting the Board in establishing new and innovative programs aimed at coordinating Board programs with ongoing community programs. The Executive Committee shall review agenda items prior to Board meetings to provide background information or to make recommendations, but not to establish policy on behalf of the Board. No person shall serve on the Executive Committee, in the same position, for more than two consecutive years or hold more than one Executive Committee position at the same time.

SECTION IX. MISCELLANEOUS

- 9.1 Rules of Order. The rules of order contained in Robert's Rules of Order Revised shall govern the Board in all cases to which they are applicable and in which they are consistent with the laws of the State of Minnesota, City resolutions of the City Council, these rules of procedure, or special rules of the Board.
- 9.2 Addressing the Board. Any person or group desiring to address the Board shall first secure the permission of the presiding officer or communicate their concerns in writing to the full Board.
- 9.3 Suspension of Rules. The Board may suspend any of these rules by a unanimous vote of those members present.
- 9.4 Amendments. These rules may be amended by a vote of a majority of the members of the Board, provided the proposed amendment has been submitted at the previous regular meeting.
- 9.5 Review. At the May Board meeting of each year these rules of procedure shall be reviewed.

9.6 Spirit Award. The Board may present the Sister City Spirit Award to an individual, organization or corporation that has made a significant contribution to furthering the purpose of the Bloomington Sister City Organization. Such a presentation must be approved at a regular or special meeting by three-fourths of the current membership of the Board. For purposes of this approval, a member not attending the meeting at which such a vote is taken may submit that vote by signed absentee ballot as long as the ballot is turned in by noon of the meeting day to either a Board staff person or a member of the Executive Committee. The name and vote of each member voting by absentee ballot shall be recorded in the official minutes of that meeting. The nominee must meet the criteria established by the Board.