

TYLER SISTER CITIES BYLAWS

ARTICLE I: NAME

Section 1-1. Name

The name of this organization shall be Sister Cities Association of Tyler, Texas doing business as Tyler Sister Cities, Inc.

ARTICLE II: PURPOSE

Section 2-1. Mission

To share our beliefs in personal connections through Tyler's cultural, educational, business, and informational exchanges with others while understanding and learning what makes our Sister Cities great communities.

Section 2-2. Vision

Tyler Sister Cities is dedicated to showcasing our natural beauty, arts and culture, business, education, synergy amongst medical services and educational institutions, and community development.

Section 2-3. Values

Our members serve as ambassadors of our community to cultivate relationships and provide citizen diplomacy with our counterparts in other cities and share that experience with others in Tyler.

Section 2-4. Powers

The Organization has such powers as are now or may hereafter be granted to nonprofit corporations by the Texas Business Organizations Code (BOC) or its successor.

ARTICLE III: MEMBERSHIP

Section 3-1. Membership Types

a. Individual Membership

Individual membership in the Organization shall be open to any person of good moral character residing or working in the City of Tyler or its vicinity interested in promoting the purpose of this corporation. Individual members are permitted to attend meetings and functions of the Organization, vote on items at the annual meeting, and travel as delegates of Tyler Sister Cities.

b. Family Membership

Family membership in the Organization shall be open to any person of good moral character residing or working in the City of Tyler along with their legal partner and dependents. All family members are eligible to attend meetings and functions of the Organization and travel as delegates, but the family shall designate one person to vote on items at the annual meeting.

c. Student Membership

Student membership in the Organization shall be open to any person of good moral character currently enrolled in a high school, college, or university located in the City of Tyler. Student members shall have the same rights and privileges as an Individual Member.

d. Corporate Membership

Corporate membership in the Organization shall be open to any business enterprise conducting business in the City of Tyler or its vicinity that endorses the purpose of the Organization. A Corporate Member shall designate one official representative to attend meetings and functions of the Organization, who shall have the rights and privileges of an Individual Member, and who shall be registered annually with the Secretary.

Section 3-2. Membership Dues

Any person or corporation meeting the requirements of Section 3-1, may be admitted to the membership of this Organization by acceptance of the membership application by the Secretary of the Organization, and upon payment of the membership dues as determined by the Board of Directors:

Individual \$50 Family \$100 Student \$20 Corporate \$500

In consideration for payment of annual Sister City International dues by the City of Tyler, Corporate Membership status is extended to the City of Tyler with the mayor or their designee assigned as the official representative.

Section 3-3. Membership Year

The membership year will begin June 1st each year and extend to May 31st. A member who has not paid his or her dues within 90 days will be considered in arrears.

ARTICLE IV: MEETINGS

Section 4-1. Membership Meetings

The annual meeting of the membership shall be held in May at a time and place to be set by the Board of Directors. The purpose shall be to elect Board of Directors and officers, review adopting a budget for the next fiscal year, and transact such other business as may come before the meeting.

Special meetings of 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. The Secretary shall give the members ten days' notice of such meeting by mail therein stating time, place and the business to be transacted at the special meeting.

Section 4-2. Board of Directors Meetings

Meetings of the Board of Directors may be called at the discretion of the Executive Committee. The purpose shall be to conduct the business of the organization in accordance with the budget and goals adopted in the annual meeting.

Section 4-3. Notice of Meetings

The President shall order the Secretary to give members ten (10) days notice of membership meetings, stating in such notice the time, place and business to be transacted at said meeting. For Board of Directors meetings, the Board members shall be given at least five (5) days notice. In case the office of the Secretary is vacant, any director or person designated by the President may mail the notice of meeting to members.

Section 4-4. Quorum

At any meeting of the membership, members present in person shall constitute a quorum for all purposes including the election of directors except when otherwise provided by law. A quorum of the Board of Directors shall consist of eight (8) members.

ARTICLE V: BOARD OF DIRECTORS**Section 5-1. Powers and Duties of Directors**

The affairs of the Organization shall be exercised, conducted, and controlled by a fifteen (15) member Board of Directors.

- a. The directors shall have the power to conduct, manage and control the affairs and business of the Organization.
- b. The directors shall maintain a complete record of all their business transactions, their minutes, 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 Organization.
- c. The Mayor of the City of shall be a member of the Organization and serve as the honorary chairman of the Organization, with said membership dues waived.

All proposed actions must be approved by a quorum of the Board of Directors.

Section 5-2. Qualifications and Compensation

Directors shall be elected from and by the membership of the corporation at its annual meeting and must continue to be members in good standing and attend a majority of board meetings during each year of their term in office.

The directors shall receive no compensation or expenses from the Organization.

Section 5-3. Term of Office

The term of an elected Director shall be three (3) years beginning June 1 of the year elected and shall hold such office until their successors are elected. Each year the terms of five (5) of the fifteen (15) elected Directors will expire, allowing for a rotation of elected Directors.

Section 5-4. Vacancies

Vacancies in 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 expiration of the term being filled.

ARTICLE VI: EXECUTIVE COMMITTEE OFFICERS

Section 6-1. Powers and Duties of Officers

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. Executive Committee Officers shall consist of the following six individuals: President, Vice President, Secretary, Treasurer, The Mayor (or their designee), and the Immediate Past President.

- a. The President shall preside at all meetings of the directors and members. They shall sign, as President, all certificates of membership and all contracts and other instruments.
- b. The Vice President shall assume the duties of the President in their absence and assume such duties assigned by the President and the Board of Directors.
- c. The Secretary shall:
 1. Keep records and minutes of all board and membership meetings.
 2. Be custodian of the corporate seal.
 3. Keep the membership book showing the name of each member and pertinent information relative to each member.
 4. Sign, where required, all corporate papers in conjunction with the President.
 5. In the absence of the Secretary, the President shall appoint one of the Officers to act as Secretary for any meeting.
- d. The Treasurer shall:
 1. Be the custodian of all funds of the Corporation depositing such funds in banks designated by the Board of Directors.
 2. Disburse funds only as prescribed by the directors and in no instance, other than petty cash, except by bank, bearing the signature of either the President or Vice President in addition to that of the Treasurer.
 3. Present a financial report at the meeting of the Board of Directors.

Section 6-2. Qualifications and Compensation

All officers of the Organization shall be elected or appointed by the directors from their numbers except as hereinafter provided.

Officers shall receive no compensation as salary from the Organization but may receive expenses for special activities on behalf of the Corporation and such special expenses shall be upon vote by the directors.

Section 6-3. Term of Office

Officers shall serve for a term of two (2) years beginning June 1 of the year elected and may be reelected twice for a maximum of six (6) years. Members may be eligible to serve as officers again after a period of two years has elapsed.

Section 6-4. Vacancies

Vacancies on the Executive Committee will be filled from among the board members (except for the member-at-large who must be chosen from among the general membership) by a majority vote of the Board.

ARTICLE VII: COMMITTEES

Section 7-1. Standing Committees

The President shall appoint members to serve on standing committees to ensure that a minimum of three (3) members on each committee. The President shall designate one committee member to serve the chair. Depending on their interests and expertise, members may serve on multiple committees at once but may only serve as the chair for one committee at a time.

a. Sister City Committees

There shall be a sister city committee for each of the sister cities with which the City of Tyler has a formal relationship. Each committee shall have the primary responsibility for developing a program with its sister city in furtherance of the purposes established by this Organization. As new cities are formally added, the number of committees will expand. Whenever a sister city relationship is dissolved, the corresponding committee will cease.

b. Membership Committee

The Membership Committee shall be responsible for promoting memberships including, but not limited to, social media newsletters and flyers, etc., organizing membership events, and undertaking a membership drive each year.

c. Fundraising Committee

The Fundraising Committee shall be responsible for engaging the community to solicit donations to support the goals and objectives established by the Organization during the annual meeting.

d. Education and Youth Exchange Committee

The Education and Youth Exchange Committee shall be responsible engaging and recruiting student members, cultivating relationships with schools and universities in Tyler's sister cities, and administering the Assistant Language Teacher (ALT) Program.

Section 7-2. Ad Hoc Committees

The President shall have the power to call for the establishment of ad hoc committees for occasions as deemed necessary to carry on the work of the organization.

a. Nominating Committee

The Nominating Committee shall prepare a slate of nominees for the Board of Directors and Executive Committee at least one month prior to elections. Additional nominations may be made from the floor but only upon consent of the nominee.

b. Audit Committee

An Audit Committee of three board members shall be appointed by the President to audit the Treasurer's accounts at the close of the fiscal year and report at the annual meeting.

Finding no irregularities or inconsistencies in their review, the Audit Committee shall indemnify, defend and save harmless all Officers, Directors and/or board members, who now or hereafter serve the Organization from and against all claims and liabilities to which they may be at any time subject by reason of their alleged acts or of omissions as an Officer or Director of the Organization, past, present or future.

The Organization will reimburse Officers and/or Directors for all legal and other expense reasonably incurred by them in connection with defending against any such claims or liabilities, provided; however, that Officers or Directors shall not be indemnified against any claim of liability or expenses proven to have arisen out of their own gross negligence, recklessness, or willful misconduct.

ARTICLE VIII: ADMINISTRATION

Section 8-1. Finances

a. Fiscal Year

The fiscal year shall commence on the first day of March.

b. Budget

The Executive Committee will serve as the Budget Committee for the Organization, preparing an annual budget for submission to the Board of Directors before the beginning of the fiscal year.

Special projects, exclusive of normal maintenance and operations, must have a budget submitted by the committee or individual responsible prior to any expenditures or obligation of funds. The Board of Directors must approve the budget for the project. Project expenses are not to exceed the approved amount without an amendment to the budget approved by the Board of Directors.

c. Financial Records

Financial records shall be open for inspection upon the reasonable request of any member. A complete statement of receipts and expenditures shall be presented at the annual meeting.

Section 8-2. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order shall govern the corporation in all cases to which they are applicable and in which they are not in conflict with these bylaws and any special rules of order the Board may adopt.

Section 8-3. Amendment of Bylaws

These bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote (2/3) of a quorum, provided that the amendment has been submitted in writing at least one month prior to voting.

ARTICLE IX: SISTER CITY RELATIONSHIPS

Section 9-1. Considerations for New Relationships

When considering forming a new Sister City relationship, it is important to determine at least three (3) commonalities between Tyler and the prospective city to serve as the foundation of the relationship. Commonalities could include items such as medical industry, college programs, agriculture/rose production, historical connections, ancestral/demographic connections, shared geographic/sector challenges, faith-based groups, and study/work abroad programs.

Section 9-2. Informal Relationships

Before the Organization considers a formal relationship with another city, there shall be an introductory period for the communities to get to know each other and determine if a formal relationship is desired by both cities.

The Board shall vote to authorize informal relations to begin with another city, and the President shall appoint an ad hoc committee to begin developing relations with the prospective city. Normally, it takes one to two years to make the necessary contacts, to build solid sister city programs on each side, and to develop good communication links.

Once a foundation has been established, at least one official delegation from each city shall visit the other. The delegations should consist of at least one senior city official and key representatives from the community serving as ambassadors of the commonality Tyler shares with the prospective city.

Section 9-3. Formal Relationships

Creating or changing a formal relationship with another city may not be authorized by Tyler Sister Cities alone. Formal relations require the support from the mayor of Tyler in accordance with the provisions listed herein.

a. Process for Formalizing Relationships

Requests to form or change the status of a city relationship begins with a vote from Tyler Sister Cities Board of Directors. The request will then be sent to the Mayor's office to request formal action.

b. Friendship City

Friendship city status is less formal than sister city and is the first stage in the relationship. Friendship city agreements target a specific area of the community, with a single goal or purpose in mind.

Friendship City Agreements can be made between Mayors through a "Memorandum of Understanding" that endorses the link between the municipalities and outlines the goals of the pairing.

c. Sister City

Sister city status is a formalized, community-to-community relationship with multiple aims, goals, and activities, focused on a long-term relationship.

Sister Cities International recognizes a sister city relationship when mayors or highest elected officials from the two communities sign an agreement to formalize the relationship with the support of both city's governing boards.

d. Emeritus Status

Some sister city relationships may lapse for one reason or another causing one or both cities wish to put the relationship on hold. If there are people in the community interested in working to keep relationship active, then the relationship may be placed on hold, i.e. "Emeritus Status".

To place a relationship into Emeritus Status, the mayor needs to write a diplomatic letter to the mayor of the foreign city thanking them for their past activity. The letter should state that Tyler wants to remain sister cities but understands that the relationship will remain inactive until such time as both cities are able to sustain an active relationship.

e. Ending a Relationship

If there is no community interest in saving the relationship, or there is no interest from the foreign community in continuing with the relationship, then dissolving the relationship is the only solution.

To end a relationship, the mayor needs to send a tactful and diplomatic letter to the mayor of the sister city.

f. Communication with Sister Cities International

When a relationship status is changed, Sister Cities International should be informed of this action in writing by emailing info@sistercities.org. Sister Cities International will then reflect the change in its directories and all lists of sister city programs.

AMENDED: April 30, 2018

AMENDED: June 1, 2021

AMENDED: January 14, 2025