

Bylaws of the Rockville Sister City Corporation

Article I ORGANIZATION

Section 1. Organization and Purpose. The Rockville Sister City Corporation (hereafter referred to as the RSCC) is a non-profit Corporation within the meaning of Section 501(c) (3) of the United States Internal Revenue Code, incorporated under the laws of the State of Maryland on October 14, 1987. The RSCC was incorporated for educational and charitable purposes, to foster and promote intercultural understanding and cooperation among the residents of the City of Rockville, through relationships with cities in other countries and through other related means.

Section 2. The Principal Office. The principal office of the RSCC shall be in the City of Rockville, County of Montgomery, State of Maryland, United States of America.

Section 3. Other Offices. The RSCC may also have offices and places of business at other places as determined by the Board of Directors or as the business of the RSCC may require.

Article II MEMBERS AND MEMBERSHIP

Section 1. Membership Purpose. The purpose of RSCC Membership is two-fold:

- a. To promote interest in the RSCC and its mission, and
- b. To generate a source of income for covering the RSCC's operating expenses.

Section 2. Period of Membership. The Period of Membership is January 1 through December 31 of each calendar year.

Section 3. Member Categories and Voting Rights. The RSCC shall have two Member categories: Voting and Non-voting (Honorary) Members.

- a. **Voting Members** are those persons or groups who apply for membership and make payment of the required Membership Fee for the Period of Membership. There shall be three types of Voting Members:
 - 1) **Individual:** Any person 18 years or older. Individual Voting Members are entitled to one vote on matters calling for ratification by the RSCC Members.
 - 2) **Family:** Any two-adult family unit. Family Voting Members are entitled to two votes (one per family unit adult) on matters calling for ratification by the RSCC Membership.
 - 3) **Corporate:** Any Corporation, business or association. Corporate Members shall be entitled to one vote through their authorized voting representative, on matters calling for ratification by the RSCC Membership.

- 1 b. **Non-voting (Honorary) Members** are those persons or groups who have rendered conspicuous service
2 for the benefit of the RSCC and are granted Honorary Membership by the Board of Directors. Non-
3 voting (Honorary) Members shall not be allowed to vote on issues affecting the RSCC, but, without
4 prejudice, may attend meetings, socials, and other RSCC activities as may occur, under the provisions
5 appropriate to those activities.
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7 c. **Other Non-voting Members** may be authorized from time to time by the Board of Directors for
8 temporary short term memberships permitting participation in special events.
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10 **Section 4. Membership Application.** Any person, family, group or Corporation desiring to be admitted as a
11 Voting Member in the RSCC shall file a written Membership Application on a form, as determined by the
12 Board of Directors.
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14 **Section 5. Membership Fees.** The cost of and accounting for Membership Fees shall be as determined by the
15 Board of Directors. Membership Fees are payable annually on or before January 1 and are delinquent on March
16 1, which results in Membership Termination (see Section 7). After a new membership system is activated by
17 the Board, the membership year shall commence on the day the member pays the membership fee and ends 12
18 months after the payment. After that date, the membership fee is due and owing to the RSCC. The dues are
19 delinquent if not paid within 30 calendar days.
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21 **Section 6. Membership Value.** Membership in the RSCC is voluntary, intangible and shall have no monetary
22 worth. Primary benefits to be derived from Membership in the RSCC shall be construed to be as stated in
23 Article I of these Bylaws.
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25 **Section 7. Membership Termination or Withdrawal.**
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- 27 a. Any cause which would render any person, family, group or Corporation ineligible for membership in
28 the RSCC under the provisions of these Bylaws may result in Membership Termination, as determined
29 by the Board of Directors. Likewise, any member may, by giving written notice of such intention to the
30 RSCC, withdraw from membership without cause, thereby constituting Membership Withdrawal.
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32 b. Terminations or Withdrawals shall be effective when recorded upon the books and records of the RSCC.
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34 c. All rights, privileges, and interests, of a member to the RSCC shall cease on Membership Termination
35 or Membership Withdrawal or upon the termination of the RSCC as a Corporation, whichever occurs
36 first. Any forms submitted or any fees incurred by individuals, families or Corporations as a result of
37 seeking or obtaining membership shall remain the property of the RSCC, regardless of the date or reason
38 for Membership Termination or Membership Withdrawal. There shall be no *pro rata* or other refunds of
39 Membership Fees.
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41 **Section 8. Membership Rolls.** Membership Rolls and Records of the RSCC shall be maintained as
42 determined by the Board of Directors. Administrative matters such as, but not limited to, the provision or non-
43 provision of membership certificates, cards, mementos, incentives, terms of honorary membership(s) and the
44 like shall be as determined by the Board of Directors.
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Article III
DIRECTORS AND BOARD OF DIRECTORS

Section 1. Purpose. The business and affairs of the RSCC shall be vested in, controlled by and conducted by a Board of Directors (Board).

Section 2. Duties. It shall be the duty of the Board:

- a. To carry on and conduct the business of the RSCC for its Members.
- b. To perform all acts which are necessary and proper to carry out the goals and objectives of the RSCC.

Section 3. Structure. The Board shall be comprised of not less than seven (7), nor more than fifteen (15), Directors. Fewer than seven Voting Members willing to serve as Directors becomes grounds for Corporation dissolution.

Section 4. Classes of Directors. There shall be two classes of Directors:

- a. **Elected Directors** (no more than twelve (12) and no fewer than four (4), total) shall be elected from among the Voting Members of the RSCC, by the Voting Members present at the Annual Membership Meeting (See Article V).
- b. **Appointed Directors** (no more than three (3), total) may be appointed by the incumbent Rockville Mayor and Council. To vote on Board matters, an Appointed Director must be a Voting Member.
- c. In addition, no Directors at the same time shall be spouses, parent and child, or siblings of other Directors.

Section 5. Term. All Directors shall serve a three (3) year term.

- a. Terms shall be staggered, the intent being to elect or appoint one-third of all Directors each calendar year.
- b.
 1. The Board has the authority to remove from office an elected Director for cause by a two-thirds vote of the Board at a Board meeting or remove a Director by a majority vote of voting members at an Annual Membership Meeting. The offending Director is ineligible to vote at any meeting held under this Section.
 2. At a Board meeting under this Section, where there is a quorum, a Director or Officer who has cause to be absent, may participate as if the Officer or Director was present at the meeting by an audio communication system, upon the advance approval of a majority of the Board. The Board must approve a Policy and Procedure establishing requirements for use of an audio communication system at the Board meeting.
 3. The Mayor and Council has the authority to remove any Director appointed by the Mayor and Council upon receipt of a written recommendation for removal for cause of the Director by a majority vote of the Board at a Board meeting or the Director may be recommended for removal by a majority vote of the voting members at an Annual Membership Meeting.

4. The continuation in office of any Director shall be reviewed by the Board following three consecutive unexcused absences from regularly scheduled Board meetings.
5. The Board has the authority to appoint a qualified Voting Member, through a majority vote, to fill a vacant Elected Director position, but only until the next Annual Membership Meeting. The Voting Members at the next Annual Meeting may reconfirm the appointee of the Board or elect another to complete the term of the Elected Director.
6. The Mayor and Council have the authority to fill a vacant Appointed Director position at any time, to serve only until the end of the original vacated term.
7. The Mayor and Council may designate a person to act as liaison between the City Staff and the RSCC and may further designate one of its members to act as a direct liaison between the Mayor and Council and the RSCC.
8. In the event any Elected Directors resign or their positions otherwise become vacant, their successors shall be elected at a Special Membership Meeting or at the Annual Membership Meeting. A Special Meeting for this purpose may be called by any Voting Member of the RSCC.

Section 6. Compensation. The Directors shall not receive any compensation for their services but, by majority vote of the Board, Directors may be reimbursed for actual and necessary expenses incurred in the performance of their duties or done for the general benefit of the RSCC.

Section 7. Policies and Procedures. The Board of Directors shall operate under their written and approved Policies and Procedures to manage the affairs of the RSCC or to conduct its business.

- a. The RSCC shall maintain a file of Policies and Procedures, which shall be available for inspection by all Members.
- b. Policies and Procedures may be changed or rescinded by a majority vote of those Directors present at any Regular Board Meeting.

Article IV OFFICERS

Section 1. Purpose. The business and affairs of the Board of Directors shall be focused and administered by the RSCC Officers.

Section 2. Duties. It shall be the duty of the Officers:

- a. To perform the necessary administrative functions for the RSCC to conduct its normal business requirements and corporate obligations.
- b. To provide guidance and continuity in order to further the goals and objectives of the RSCC.

Section 3. Structure. The Officers of the RSCC shall be a President, a Vice President, a Secretary, and a Treasurer.

a. **President.** The President shall be the chief executive officer of the RSCC and as such shall:

- 1) Preside at all meetings of the RSCC Board of Directors and RSCC Members.
- 2) Subject to the advice and consent of the Directors, have general supervision of the affairs of the RSCC, and shall cause the approved resolutions of the Board of Directors to be carried into effect.
- 3) The President has the sole authority to appoint or rescind committees, committee chairmen, and specially designated support staff, such as a Parliamentarian and/or an Historian, as provided in the Policies and Procedures.
- 4) Retain during his/her tenure and pass on to his/her successor:
 - i. The RSCC Articles of Incorporation
 - ii. The Mission Statement and Vision
 - iii. The latest copy of the RSCC Bylaws
 - iv. The Policies and Procedures of the RSCC
 - v. The Duties of the Officers and Standing Committees (if any)
 - vi. The Corporate Seal of the RSCC
- 5) See that the Board operates in accordance with its own rules and procedures.
- 6) Has signature authority to countersign any checks written, which exceed \$500.00.

b. **Vice President.** The Vice President shall, in the absence of the President, perform the duties and exercise the powers of the President and perform additional duties as the Board of Directors shall prescribe.

c. **Secretary.** The Secretary shall:

- 1) Attend all meetings of the Members and of the Board of Directors and keep full and complete Minutes of the proceedings, including any corrections or amendments thereto as approved by the Board. In case of absence, the President shall designate a Secretary for that meeting from among the Board of Directors.
- 2) Maintain an historical record of all written RSCC Minutes (monthly or otherwise) and pass these on to his/her successor when new Officers are elected. It is intended that such records be kept for the life of the Corporation and that all records more than one year old may be stored in an archive file at a suitable location.
- 3) Perform such other duties as may be assigned by the President or Board of Directors.

d. **Treasurer.** The Treasurer shall:

- 1) Receive all monies of the RSCC and deposit the same in the corporate account(s). The Treasurer shall have authority to sign checks in amounts up to \$500.00. Any checks in excess of \$500.00 shall require two authorized signatures as provided in the Policies and Procedures.
- 2) Keep timely and accurate current records of all fiduciary accounts, receipts, disbursements, appropriations and obligations, and provide an accounting of them at each Regular Board Meeting.
- 3) Prepare an Annual Budget in conjunction with guidance determined by the Board of Directors.
- 4) Maintain a complete historical record of RSCC budgets, monthly Treasurer Reports and other financial documents.
- 5) Perform and discharge other duties as may be assigned by the President or the Board of Directors.
- 6) The financial records of the RSCC shall be subject to periodic audit as determined by the Board; but not more than once per year, or less than one time in three years. Such audit may be conducted

by a Voting Member of the RSCC, who also may be a Director, but who is not authorized to sign checks, as designated by the President.

- 7) An audit may be ordered by the President or requested by any Voting Member at any time, subject to the limits in 6) above.

Section 4. Qualifications. Officers will be elected annually by the Board of Directors from among its members.

Section 5. Term. Officers shall serve a one (1) year term and be elected at the first Board meeting following the Annual Meeting.

- a. 1. The Board has the authority to remove from office an Officer for cause by a two-thirds vote of the Board at a Board meeting or remove an Officer by a majority vote of the voting members at an Annual Membership Meeting. The offending Officer is ineligible to vote at any meeting held under this Section.
2. At a Board meeting under this Section where there is a quorum, a Director or Officer who has cause to be absent, may participate as if the Officer or Director was present at the meeting, by an audio communication system, upon the advance approval of a majority of the Board. The Board must approve a Policy and Procedure establishing requirements for use of the audio communication system at the Board meeting.
- b. Vacancies, however occurring, will be filled for only the remaining term of the vacant position, by a majority vote of the remaining members of the Board. In the event the President's position is vacated, the Vice President shall assume the duties of the President and the unexpired portion of the Vice President's term shall become the position filled.

Article V MEETINGS

Section 1. Types of Meetings. There shall be two types of meetings: Membership Meetings and meetings of the Board of Directors. Either type meeting may be regularly scheduled or a Special Meeting called to conduct urgent business. Timely notice shall be given for each meeting, including an agenda and any proposal for amendment of the governing documents.

a. Annual Membership Meeting.

- 1) The Annual Membership Meeting shall be held in September within the City of Rockville, on a date and at a time in September as determined by the Board of Directors. Written notice of this meeting shall be sent to the General Membership at least thirty (30) days prior to the meeting.
- 2) The purposes of the Annual Membership Meeting are to:
 - a) Elect RSCC Directors to vacant or expiring positions;
 - b) Receive annual reports from RSCC Officers; and
 - c) Transact other RSCC business as required.
- 3) Any program beyond the purposes set forth above shall be arranged by the Board of Directors, and shall be devoted to subjects of general interest to RSCC Members.
- 4) Specific Procedures for Annual Membership Meetings.
 - a) Nominations for Elected Directors.

- (1) The President shall appoint a Nominating Committee at least thirty (30) days prior to the Annual Meeting, consisting of at least three (3) Voting Members who may, but need not be, Directors, but who may not be candidates for election or re-election that year, to nominate candidates for any Elected Director vacancies.
 - (2) In addition, at the Annual Membership Meeting, nominations of any Voting Member may be made from the floor by another Voting Member. A Voting Member nominated from the floor must accept the nomination before his or her name shall be placed on the ballot. Any person or committee nominating a Voting Member for Director must have the written consent of the nominee at the time of nomination, if the nominee is not present to accept in person.
- b) Voting at the Annual Membership Meeting.
- (1) Each Voting Member who has paid his or her annual Membership Fee by September 1 of that year shall be entitled to vote at the Annual Membership Meeting. Likewise any person properly authorized in writing may cast the vote for a Corporate Voting Member.
 - (2) Voting for the election of RSCC Elected Directors at the Annual Membership Meeting shall be by secret ballot, unless done by acclamation. In all other matters, the Chair of the meeting (RSCC President) shall have the authority to conduct voting by voice, show of hands, or paper ballot.
 - (3) Any candidate for the position of Director shall have the right to an observer during the vote count.
 - (4) The ballots cast shall be retained for a period of thirty (30) calendar days by the RSCC Secretary, during which time any Voting Member may review them and note a challenge to any election.

b. Special Membership Meeting.

- 1) The purpose of a Special Membership Meeting is to conduct business that is of such urgency that it cannot wait until the next Annual Membership Meeting.
- 2) Special Membership Meetings may be called by:
 - a) The President,
 - b) A majority of the Board of Directors, or
 - c) A petition of at least ten percent (10%) of the Voting Members, which must be submitted to the President at least thirty (30) days prior to the date of the requested meeting.
- 3) Any call for a Special Membership Meeting shall state the day, date, time and place of the meeting, which must occur within the city limits of Rockville, Maryland.

Section 2. Board Meetings.

a. Regular Board Meetings.

- 1) There shall be a regularly scheduled monthly Board Meeting at a time and place as determined by the Board of Directors. Notice of these meetings, including an Agenda and a copy of the prior month's Meeting Minutes, shall be sent to the Members of the Board at least seven (7) days prior to the meeting.
- 2) The purpose of the Regular Board Meeting is to transact RSCC business, as required.
- 3) Regular Board Meetings will be open to the public.

b. Special Board Meetings.

- 1) Special Board Meetings may be called by the President or by a majority of the Board of Directors at a day, date, time and place appointed by those calling the meeting. Such meetings may be conducted by e-mail or telephone.
- 2) The purpose of a Special Board Meeting is to conduct business that is of such urgency that it cannot wait until the next Regular Board Meeting.
- 3) When a Special Board Meeting is called, the Secretary shall give the Directors five (5) days notice of such meeting by e-mail, US mail, or forty-eight (48) hours notice by telephone, stating day, date, time, place, and the principal items of business to be transacted.

Section 3. Quorums.

a. Board Meetings

- 1) Attendance by fifty percent (50%) of the Directors shall constitute a quorum for the transaction of any and all business.

b. Membership Meetings

- 1) Attendance by ten percent (10%) of the Voting Members, who are present when the meeting is called to order, shall constitute a quorum for the transaction of any and all business.

Article VI CONDUCT OF OFFICERS AND DIRECTORS

Section 1. Conduct of Officers and Directors.

a. Officers and Directors upon taking office thereby agree to comply with the Articles of Incorporation, the Bylaws, the Policies and Procedures, the decisions of the Board of Directors, the rulings of the President, and Robert's Rules of Order as applicable.

b. A Director should participate actively in the affairs of the Corporation.

1. Serve as Chair or a member of a committee,
2. Staff or lead activities and events,
3. Participate in RSCC events, and
4. When tasked to represent the RSCC, by fully and faithfully performing to the best of the Director's ability.

c. Officers and Directors shall not engage in any conduct that injures or harms the RSCC, a member, Officer or Director in any way, including but not limited to RSCC projects, programs, exchanges, socials, events, any existing relationships and pending relationships as defined by Sister Cities International.

d. Officers and Directors shall fully and faithfully perform their duties and shall not perform duties outside the scope of their authority as determined pursuant to the Bylaws, Policies and Procedures.

e. Officers and Directors shall keep confidential all documents, discussions, communications and preliminary decisions that are designated as confidential.

f. Officers and Directors shall file a complaint relating to a member, Officer or Director with the President and Secretary with a copy to the offending member, Officer or Director.

g. Officers and Directors shall not engage in special activities related to RSCC, unless they have approval in advance by the Board.

h. Officers and Directors use of social media and all forms of promotion on behalf of the RSCC requires that the Board must approve, administer, and monitor the content of any promotional information. Any Officer or Director seeking to establish a social media presence for the RSCC shall first obtain authorization by the Board in advance. The Officer or Director shall ensure that an appropriate number of members are assigned to monitor or manage the media, website, etc. The Officer or Director must provide all appropriate credentials to the Secretary and must update the credentials as appropriate.

i. Officers and Directors making use of the RSCC logo, banner, or other graphics designed to identify the RSCC must first receive approval from the Board in advance before the RSCC logo, banner, or other graphic is used on any social media website or in any document indicating an affiliation with the RSCC. An Officer or Director must receive Board approval in advance as well as written permission in advance by the copyright holder for the use of any copyrighted material(s), logos, banners, or other graphics appearing on any social media website or in any document indicating an affiliation with the RSCC.

j. Officers and Directors shall not obligate in any manner the RSCC, without approval from the Board in advance. Officers and Directors shall not propose or enter into any formal or informal contract or agreement with any person, firm, corporation or legal entity without approval from the Board in advance.

k. Officers and Directors shall not use any social media, website or document referencing the RSCC, in order to promote or infer RSCC approval of any incumbent public official or candidate for public office.

l. Officers and Directors shall conduct themselves in a civil and professional manner in a Board meeting and other RSCC matters, in compliance with the Bylaws and the Policies and Procedures.

m. If an Officer or Director violates the provisions of the Bylaws and/or the Policies and Procedures, the offense is grounds for disciplinary action by the Board. The offense may be brought to an Officer's or Director's attention in a written complaint which is filed with the President and Secretary with a copy to the offending Officer or Director.

n. After a first offense, the offending Officer or Director is on notice that further offenses by the Officer or Director shall be recorded in the official minutes of the Board. If there are any additional offenses by the Officer or Director, the Board may a.) Suspend the Officer or Director for a period of time as determined by a majority vote of the Board, with the offending Officer or Director being ineligible to vote at the Board meeting, or b.) The President may request that an Officer or Director tender their resignation from the Board, or c.) The Board may remove the Officer or Director from the Board for cause as prescribed in Article III, Sec.5b and Article IV, Sec.5a.

o. Officers and Directors that are the subject of discipline may appeal to the Board for reconsideration. An appeal hearing, chaired by a member of the Board, agreed to by both parties, shall be conducted at a Special meeting called by the President.

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**Article VII
DEPOSITORY**

Section 1. The official depository for the funds of the RSCC shall be determined by the Treasurer with the approval of the Board of Directors.

**Article VIII
FISCAL YEAR**

Section 1. The fiscal year of the RSCC is from July 1st to June 30th.

**Article IX
RULES OF ORDER**

Section 1. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the RSCC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the RSCC may adopt and any statutes applicable to this organization.

**Article X
AMENDMENT AND MODIFICATION**

Section 1. These Bylaws may be amended and modified, only at the next regularly scheduled Annual Membership Meeting. Amendments and Modifications will be accomplished in the following manner and order:

- a. Written notice, including the proposed change(s) and a petition for the changes signed by at least five (5) Voting Members, shall be sent via e-mail with return receipt acknowledgement, first class US Mail addressed to the Board of Directors or delivered in person to the Board of Directors at a Regular Board meeting, no later than June 30th prior to the Annual Membership Meeting at which the proposed change(s) will be voted upon. There shall be no prescribed format for submitting the change(s) or the petition, but any change(s) or petition(s) shall be legible, subject to verification, and shall include both the text to be amended, appropriately marked, and the proposed new text.
- b. The Board of Directors shall review any proposed change(s) and petition(s) submitted and, after review and verification, prepare and send the draft document to all Voting Members along with the meeting notice.
- c. An affirmative vote of at least two-thirds (2/3) of Voting Members present shall be required for the Amendment to be accepted.
- d. The Amendment shall go into effect immediately upon approval, unless otherwise stipulated in the Amendment or a related motion approved by the Voting Members under the above cited criteria.
- e. Notwithstanding any other provision of the Bylaws, within ninety (90) days after the most recent Annual Meeting, the Board at a regular Board meeting at which a quorum is present may amend and modify the

1 Bylaws by a majority vote only and solely for the purpose of correcting a grammatical, clerical or
2 misspelling error. The Board shall not amend and modify a substantive provision of the Bylaws. The
3 Board shall provide all of the Members with thirty (30) days written notice of the proposed amendment
4 and modification of the Bylaws, including the text of the amendment and modification and the date and
5 time of the regular Board Meeting where the Board will consider and act on the amendment and
6 modification.
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9 -- END --
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NOTE: On July 18, 2018, the Board of Directors reviewed, verified, and approved the proposed amendments and modifications to the Bylaws to be prepared and sent in draft to all Voting Members, a.) amending and modifying Article II, Sec. 5. Membership Fees, allowing for new members to join RSCC anytime year round (rather than January only), b.) strengthening of code of conduct for RSCC Board Members and Officers, and c.) bringing removal of RSCC Board Member and Officer procedures into accordance with Robert's Rules of Order, Newly Revised.

CERTIFIED that these Bylaws were revised in accordance with Article IX of the Bylaws existing on September 29, 2016; that the proposed changes were submitted to the Board of Directors prior to August 13, 2018; were reviewed, verified, and approved by the Board of Directors on July 18, 2018; and approved by the General Membership at the Annual Meeting held September 13, 2018.


Drew Powell, President


Stephen Fisher, Secretary

OCTOBER 16, 2018
(Date)

10/16/2018
(Date)

Original Bylaws	Adopted	October 14, 1987	Original only
	Amended	July 11, 1991	Original and Electronic File: BYLAWS91.wpd (WordPerfect 6.0)
	Amended	August 11, 1997	Original and Electronic Files: BYLAWS97.wpd (WordPerfect 6.0) BYLAWS97.txt (ASCII text)
	Amended	August 13, 2008	RSCC BYLAWS (Word Doc)
	Amended	September 27, 2011	RSCC BYLAWS (PDF Doc)
	Amended	September 23, 2014	RSCC Bylaws (Word Doc)
	Amended	September 29, 2016	RSCC-Bylaws(2016-09-29).doc
	Amended	September 13, 2018	RSCC-Bylaws(2018-09-13).doc