

**BYLAWS  
of  
Broomfield Sister Cities Organization**

**A NONPROFIT CORPORATION**

**ARTICLE I  
NAME and OFFICES**

**Section 1.1 NAME.** The name of the Corporation is Broomfield Sister Cities Organization.

**Section 1.2 PRINCIPAL OFFICES.** The principal office of the corporation in the State of Colorado shall be located at 1950 W. 154<sup>th</sup> Place, Broomfield, Colorado 80023.

**Section 1.3 REGISTERED OFFICES.** The registered office of the corporation, required by the Colorado Nonprofit Corporation Act to be maintained in the State of Colorado, may be, but need not be, identical with the principal office in the State of Colorado, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
AUTHORITY AND PURPOSE**

The Corporation is organized exclusively for social welfare and educational purposes as those terms are defined and limited by Section 501(c)(3) of the Internal Revenue Code, (1986) as amended, or any corresponding provisions of a subsequent federal law. The purpose of the Corporation is to:

- a. To further understanding between communities on a continuing long-term basis, where, within the Sister City affiliation, cities and their residents exchange people, ideas, and culture in a variety of educational, social, professional, and technical, activities and programs
- b. To foster and support our Sister City partnerships, exchanges, activities and programs
- b. To encourage community engagement and participation to promote peace through education for mutual respect, understanding and cooperation; creating diverse educational, cultural and professional enrichment opportunities for local residents which may include humanitarian and philanthropic efforts.
- c. To provide funding for programs, activities, cultural exchanges and participation
- d. To pursue memberships, sponsorships, donations and grant funding

- e. To administer contributions and grants to the Corporation from public and private sources and funds under contracts with public agencies and private organizations, in accordance with the terms and conditions of such contributions, grants, and contracts, and in keeping with the purposes of the Corporation as stated in the Certificate of Incorporation

### **ARTICLE III MEMBERS**

**Section 3.1 CLASSES of MEMBERS.** The Corporation shall have two (2) classes of membership to be established as follows:

- (a) Regular Members. A class of members who shall be authorized to vote on matters before the Corporation.
- (b) Ex-Officio Members. A class of members who shall not be authorized to vote on matters before the Corporation.

**Section 3.2 QUALIFICATIONS of MEMBERS.**

This Organization is Broomfield based. Membership is open to anyone with a residence, business, employment, school affiliation or Broomfield address.

**Section 3.3 ADMISSION of MEMBERS.** Members shall be admitted to membership by payment of annual dues, as established by the Board of Directors. Members may be admitted as an in-kind value membership in lieu of paying annual dues at the discretion of the Executive Director and with the approval of the Board of Directors.

**Section 3.4 MEMBER REPRESENTATION.** Each Member shall be limited to a single representative on the Board of Directors..

**Section 3.5 NON-LIABILITY of MEMBERS.** A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligation of this Corporation.

### **ARTICLE IV BOARD of DIRECTORS**

**Section 4.1 AUTHORITY of the BOARD of DIRECTORS.** Subject to the limitations provided by law, the Articles of Incorporation, or these bylaws, all corporate powers of the Corporation shall be exercised by or under authority of, and business and affairs of the Corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations thereof not inconsistent with laws, with the Articles of Incorporation or the bylaws, as they deem best.

- (b) To change the principal office for the transaction of business of the Corporation from one location to another, and to designate any directors', or members' meetings.
- (c) To solicit, collect, receive, acquire and hold money received by gift, contribution, and bequest, and to use the funds of this Corporation for any purposes for which this Corporation is formed.
- (d) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, state or other municipal or governmental subdivision.
- (e) To establish an annual budget, dues and membership fee structure. Minimum financial support levels shall be set by the board of directors and may be based upon the size or type of organization.

**Section 4.2 NUMBER.** The Board of Directors shall consist of not less than three (3) or more than twelve (12), the exact number of which may be fixed by the Board of Directors from time to time.

**Section 4.3 QUALIFICATION.** Any person serving as the representative or alternate of a regular Member or in-kind Member, shall be eligible to serve on the Board of Directors.

**Section 4.4 EX-OFFICIO MEMBER DIRECTORS.** Ex-Officio Members may hold an at large position on the Board of Directors but not on the Executive Committee nor will be eligible to vote.

**Section 4.5 ELECTION.** The Board of Directors shall be elected from a slate of nominees provided by the existing Board of Directors.

**Section 4.6 TERM.** Each member of the Board of Directors shall be elected to hold office until the next annual meeting of the Board of Directors. The Board of Directors shall have the power to fill vacancies on the Board of Directors whether such vacancy occurs as the result of the expiration of the term or otherwise.

**Section 4.7 LIMITATION ON TERMS.** Members of the Board of Directors shall be eligible to succeed themselves and there shall be no limitations on the number of consecutive terms a Director can serve.

**Section 4.8 RESIGNATION or REMOVAL** A Director may resign at any time by giving written notice of his or her resignation to the Secretary. The resignation shall be effective when it is received by the secretary unless the notice of resignation specifies a later effective date. Acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed from the Board for failure of the Member to remain current in their financial commitment as established by the Board of Directors. A Member will be designated as delinquent for failure to meet financial obligations within 60 days of the established due date.

**Section 4.9 COMPENSATION.** Directors shall serve without compensation for their services.

## **ARTICLE V BOARD MEETINGS**

**Section 5.1 PLACE of MEETING.** The Board of Directors shall hold meetings, annual, regular, or special, at a location designated by the Chair. When determined by the Chair, virtual meetings giving access to all directors are also acceptable.

**Section 5.2 REGULAR MEETINGS.** An annual meeting of the Board of Directors shall be held each year for the election of officers, for the appointment of committees, for the receipt of reports from committees and officers, and for the transaction of such other business as may properly come before the meeting.

An Annual Membership Meeting shall be held on the date and time and place as shall be stated in the notice of the meeting, which notice shall be posted on the website at least two weeks before the Annual Meeting and all Members of the Corporation shall be invited to attend.

Regular meetings of the Board of Directors shall be held on such dates and at such times and places as shall be specified in a resolution adopted by the Board. Notice will be provided through email to Members.

**Section 5.4 QUORUM, ADJOURNMENT and MANNER of ACTING.** A simple majority of the total number of Board Members shall constitute a quorum for the transaction of business. The vote of a majority of Board Members present constituting a quorum shall be required to approve action items, except as may be otherwise specifically provided by statute or these bylaws.

## **ARTICLE VI OFFICERS of the BOARD of DIRECTORS**

**Section 6.1 NUMBER, QUALIFICATIONS, TERM and ELECTION of OFFICERS.** The Officers of the Corporation shall be the Chair, Vice-Chair of the Board, Treasurer, and Secretary, each of whom shall be elected from among the members of the Board of Directors, and shall occur no later than the next meeting of the Board of Directors. A Director may jointly hold the offices of Treasurer and Secretary. Each officer shall hold office for a term from the time he or she is elected until the next succeeding annual meeting of the Board until his or her successor shall have been duly elected and qualified.

**Section 6.2 RESIGNATION or REMOVAL.** An Officer may resign at any time by giving written notice of resignation to the Board of Directors. The resignation is effective when the notice is received by the board unless the notice specifies a later effective date. Any officer of the Corporation may be removed with or without cause at any time by the act of the Board.

**Section 6.3 CHAIR.** The Chair shall oversee the overall operations of the operations of the Corporation and shall see that the Board carries out its governance responsibilities. The

Chair shall preside at each meeting of the Board and at each meeting of the Executive Committee. The Chair shall be notified of and to attend meetings of all committees. The Chair shall see that all orders and resolutions of the Board and committees of the Board are carried into effect.

**Section 6.4 VICE CHAIR.** The Vice Chair will assist the Chair and perform such duties as may be assigned from time to time by the Board. In the absence, disability or refusal to act by the Chair, the Vice Chair shall have the powers and perform the duties of the Chair and be subject to any and all restrictions placed on the position of the Chair. He or she shall preside in the Chair's absence at meetings of the Board of Directors, Executive Committee, and the regular Members when such are called for under these bylaws.

**Section 6.5 TREASURER.** The Treasurer shall have oversight of the budget for all funds and securities of the Corporation; shall be provided full and accurate accounts of assets, liabilities, receipts and disbursement and other transactions of the Corporation in books belonging to the Corporation; shall cause regular audits of such books to be made under guidance and direction of the Board; and shall cause to be deposited all moneys and other valuable effects in the name of and the credit of the Corporation in such banks or other depositories as may be designated by the board. The Treasurer, with the authority of the Chair, for disbursement of the funds of the Corporation as may be ordered by the Board, and require proper vouchers for such disbursements. He or she shall render a statement of all transactions as treasurer and an account of the financial condition of the Corporation whenever ordered by the Board.

**Section 6.6. SECRETARY.** The Secretary shall be responsible for supervising the recording and keeping minutes of all meetings of the Board and of the Executive Committee. The Secretary shall keep a register of each Member, which shall be furnished to him or her by such members, and shall cause to be given notice of all meetings of the Board and of the Executive Committee. He or she have the charge of the books, records and papers of the Corporation relating to its organization as a Corporation and shall see that the reports, statements and other documents required by law are properly kept or filed. He or she shall perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board or the Chair.

**Section 6.7 NON-LIABILITY of DIRECTORS.** Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

## **ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS**

**Section 7.1 EXECUTIVE COMMITTEE.** There shall be an Executive Committee, which shall consist of the Chair and Vice-Chair of the Board of Directors, the Treasurer, and the Secretary of the Corporation. The Executive Committee shall have, and may exercise, in the interim between meetings of the Board of Directors, all the designated authority of the Board of Directors, except that the Executive Committee shall not have the power to amend the bylaws or to appoint officers of the Corporation. All actions of the Executive Committee must be ratified by

the Board of Directors at its next meeting. The Executive Committee will report its actions in the interim meetings of the Board at the next meeting of the Board. Meetings of the Executive Committee shall be called by the Chair, or in his or her absence, by the Secretary of the Corporation. A majority of the members of the Executive Committee shall constitute a quorum. The vote of a majority of the members present at a meeting at which a quorum is present shall be necessary to an act of the Executive Committee.

**Section 7.2 OTHER COMMITTEES.** The Directors may, by resolution establish committees as it may deem necessary. The resolutions establishing such committees shall state the purpose, timeline and authority of each committee. Minutes shall be kept of each meeting of each committee.

## **ARTICLE IX EXECUTION of INSTRUMENTS**

**Section 9.1 CHECKS and DRAFTS.** All checks, drafts and orders for payment of money shall be signed by the Chair and such other officers or agents as the Board shall from time to time designate for that purpose.

**Section 9.2 CONTRACTS, CONVEYANCES or OTHER INSTRUMENTS.** The Board of Directors shall have the power to designate the officers and agents who shall have authority to execute any instrument on behalf of this Corporation.

## **ARTICLE X BOOKS and RECORDS**

The Corporation shall keep correct and complete books and records of accounts and shall keep summaries of the proceedings of the meetings of its members, board of directors and committees having any of the authority of the board of directors. The Corporation shall keep a record of names and addresses of members entitled to vote. All books and records shall be kept at a location designed by the Board and may be inspected by any regular Member for any proper purpose during usual business hours.

## **ARTICLE XI FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

## **ARTICLE XII AMENDMENTS**

The Bylaws may be amended, altered or repealed, or new bylaws adopted by majority vote of the Board of Directors at any meeting provided that the proposed action was stated in specific

terms in the notice of the meeting, and ratified by two thirds of the regular Members at the annual Membership Meeting.

### **CERTIFICATE**

I hereby certify that the foregoing Bylaws, consisting of \_7 pages, including this page, constitute the Bylaws of the Broomfield Sister Cities Organization, a Nonprofit Corporation, adopted by the Board of Directors of the corporation to be effective as of 9-13-2023

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Secretary

Karen Stuart