

# BYLAWS OF THE SISTER CITIES ADVISORY BOARD

## CITY OF BEAVERTON, OREGON

April 12, 2010

### I. CHARTER/PURPOSE

The purpose of the Beaverton Sister Cities Advisory Board is to help guide and support the development and activities of the Sister Cities Program, whose mission is to encourage cross-cultural understanding and to promote educational and economic exchange between the citizens of Beaverton and our Sister Cities around the world.

The Board's role is advisory to the Mayor and City Council.

The Board serves in an advocacy, fund raising, supporting and ambassadorial capacity and will assist in organizing events and promoting a positive image and good relations for the Sister Cities Program and the City of Beaverton with the community, the region, the state and internationally.

The Board of Beaverton Sister Cities Program is a standing committee of the City of Beaverton.

Board members work to further advance the planning and implementation of initiatives that support the Sister Cities Program. The Board may recommend general policies and activities and otherwise advise and support the Mayor and City Council. The Board may express its opinion on policy recommendations submitted to it by the Mayor and City Council.

### II. MEMBERSHIP

The Board shall consist of not less than nine and not more than 15 members. Official terms of office of Board members shall begin January 1st of the year following appointment, unless the member is appointed to fill an unexpired term, in which case the Board member shall serve until the end of the term he or she was appointed to fill. Each member of the Board shall serve for a term of one to three calendar years. The terms of members of the Board shall be staggered so that no more than one-third of the Board members end their tenure each year. All appointments to the Board shall be made by the Mayor of the City of Beaverton with confirmation from the Beaverton City Council.

Decisions on renewal of a Board member will be made by the Mayor in consultation with the Sister Cities Program Coordinator/ Liaison for the Office of the Mayor.

Upon completion of a term, a member who does not continue with the Board shall be designated an "emeritus board member." Emeritus board members will be kept informed of Board activities and invited to continue close association with the Program. Emeritus members are regarded as ex-officio

members of the Board and are welcome to attend meetings regularly and be heard, though may not vote or be considered as a member of a quorum.

The Sister Cities Program Coordinator may recommend to the Board from time to time that the Mayor appoint and the Council confirm up to two (2) "alternate members" members. Alternate members are regarded as ex-officio members of the Board, are expected to attend meetings regularly and shall be heard on any matter before the Board. An alternate member may not vote and shall not be part of a quorum.

Members shall be deemed public officials for purposes of Oregon's government ethics laws.

### III. OFFICERS AND COMMITTEES

The Chairperson and Officers of the Board will be elected by the Board. The Chairperson will serve no more than two consecutive one-year terms or until a successor is elected, whichever is later. The Chairperson will chair meetings of the Board and work with the Program Coordinator/ Mayor's liaison in formulating agendas. Standing committees and their chairs will be appointed by the Chairperson of the Board.

### IV. MEETINGS

Regular meetings of the Board shall be held at such times and places as are determined by the Board.

Board members shall receive written notice of said meetings by an agenda remitted to them before meetings. All meetings shall comply with the requirements of Oregon Public Meetings Law.

### V. BOARD FORMULATION

Members shall be deemed public officials for purposes of Oregon's government ethics laws.

Board membership staggering will proceed as follows:

Following Year 1: the terms of one-third of Board memberships (classified one year) will expire. New members or re-appointed members will fill the open seats.

Following Year 2: the terms of one-third of Board memberships (classified two years service) will expire. New members or re-appointed members will fill the open seats.

Following Year 3: the terms of one-third of Board memberships (classified three years service) will expire. New members or re-appointed members will fill the open seats.

Once the original cycle is established, up to 5 expirations and up to 5 appointments or reappointments per year will happen.

VI. DUTIES OF THE BOARD Duties of the Board shall be to fulfill the mandate set forth in the enabling ordinance of the Beaverton Sister Cities Board passed by the City of Beaverton. In addition, the Board of Directors shall support the development of the Sister Cities Program through:

- a. Assisting in the development of strategic plans
- b. Submitting recommendations and requests for the annual program budget
- c. Establishing standing sub-and ad hoc committees
- d. Recommending program policies
- e. Conducting activities through projects and events to support:
  - 1) Fundraising and resource development;
  - 2) Promotion of cross-cultural understanding and exchange between the community of Beaverton and its Sister Cities;
  - 3) Community support and public relations and outreach.

VII. REMOVAL, RESIGNATION AND RECALL OF THE BOARD. The Board may recommend to the Mayor that any individual Board member be removed for sufficient cause. Any member of the Board may submit his or her resignation in writing to be effective at the time designated and, if not designated, at such time as a written resignation is received by the Board. Four (4) absences for any reason within one calendar year by a Board member from regularly scheduled Board meetings will cause that position to be deemed vacant.

VIII. VACANCIES ON THE BOARD. Vacancies in any Board position shall be filled by appointment from the Mayor, with confirmation from the City Council. Those so appointed shall hold office until such position would normally terminate. An alternate Board member shall be entitled to consideration for appointment to fill a vacancy.

IX. OFFICERS. Officers of the Board of Directors shall be a Chair, Vice-Chair, and Secretary together with such other officers as the Board from time to time may require.

- a. DUTIES OF THE CHAIR. The Chair shall preside over all meetings of the Board of Directors, call the Board together whenever he or she deems necessary and generally discharge the duties as are properly required of him or her by the Board. The Chair, in consultation with the Sister Cities Program Coordinator/Liaison, shall prepare the agenda for all Board meetings.

- b. DUTIES OF THE VICE-CHAIR. The Vice-Chair shall preside over all meetings of the Board in the absence of the Chair. The Vice-Chair otherwise shall exercise such powers and perform such duties as properly shall be determined by the Board.
- c. DUTIES OF THE SECRETARY. The Secretary shall keep the minutes of all official Board meetings and submit them to the Office of the Mayor for timely distribution. The Secretary shall act as parliamentarian.
- d. ELECTION AND TERM OF OFFICERS OF THE BOARD. Each officer on the Board shall be elected by the Board for a one year term and shall serve for no more than two terms of one year's duration each in any office. Elections shall be held at the November meeting of the Board each year, and officers shall assume office on the following January 1<sup>st</sup>.

With the exception of the initial year of the Board, all officers of the Board shall serve on the Board at least one year before becoming eligible for office. The Executive Committee shall make recommendations for officers to Board. In October of each year the Executive Committee shall submit a slate of officers to the general Board.

- e. VACANCIES. Vacancies in the position of Chair, Vice-Chair, and Secretary, regardless of cause, shall be filled by majority vote of the remaining members of the Board, and those elected to fill such positions shall hold office until the next regularly scheduled election as described in subsection d above.
- f. EXECUTIVE COMMITTEE. The three officers of the Board and the Coordinator/Liaison for the Office of the Mayor, acting Ex Officio, shall constitute an Executive Committee. The Executive Committee shall perform such functions as properly shall be determined by the Board. The duties of the Executive Committee shall be to act as a steering committee for the Board specifically recommending to the Board appropriate projects and sub-committees.

#### X. THE MEETINGS OF THE BOARD OF DIRECTORS.

- a. SPECIAL MEETINGS. Special meetings of the Board may be called at any time at the discretion of the Chair and shall be promptly called upon written request of any three members of the Board to the Chair. Such meetings shall be held at the location designated by the Chair.
- b. NOTICE OF BOARD MEETINGS. Notice of all regular and special Board meetings shall be as given to the public in compliance with the applicable statutes of the State of Oregon, and notice of special meetings shall be given to each Board member either in writing or by telephone at least 24 hours prior to the meeting time. Failure to give such notice shall not of itself void any action properly taken by the Board.

c. QUORUM AND VOTE. One-half of the appointed Board constitutes a quorum and shall be required in order to transact business or take official action. A majority of the full Board must be present to consider any decision on a budgetary matter.

d. ORDER OF BUSINESS. Business at both regular and special meetings of the Board shall be conducted according to Roberts Rules of Order Revised. Any Board Member may introduce any business not included in the scheduled agenda at the discretion of the presiding officer.

e. THE FISCAL YEAR. The fiscal year of the Beaverton Sister Cities Board shall run from July 1st to June 30th .

f. OPERATING BUDGET. The Liaison to the Office of the Mayor shall be responsible for drafting requests for an operating budget in conjunction with the Board. The Board shall have the power to review the budget and recommend changes.

XI. STAFF LIAISON TO THE BEAVERTON SISTER CITIES BOARD. The Sister Cities Program Coordinator shall serve as the Liaison to the Beaverton Sister Cities Board as hired by the Mayor's Office of the City of Beaverton. The duties of the Program Coordinator and any additional staff shall be as determined by the Mayor.

XII. AMENDMENTS. These Bylaws may be altered, amended or repealed upon thirty days notice at any meeting of the Board by a vote of at least two-thirds of all the incumbent Board members. Amendments shall not be effective until approved by the City Attorney for conformance to City Code and ratified by the Council.

Approved and adopted by the Beaverton Sister Cities Board on February 22, 2010.