



Date: June 1, 2009

To: All Sister Cities International Members

From: Brad Cole, Chair, SCI Governance Committee

Subj: By-Law Amendment Recommendation

At the request of the Conference Committee, the Governance Committee has reviewed the necessity to make changes in the By-Laws to allow for modifications in the annual meeting and annual conference schedules of the corporation.

The Board of Directors approved these proposed amendments in March 2009 and the Governance Committee and Board of Directors recommend approval by the membership for adoption on August 1, 2009.

1. The by-laws currently state that one Board of Directors meeting shall be held in the spring and one meeting shall be held in the fall, preventing the annual conference from being held during either time period meaning two meetings would actually be held during either the spring or fall. This is clearly a technicality. To allow the maximum flexibility, the intent could be accomplished by simply striking the following line:

Article VIII, Section 3, Regular Meetings and Special Meetings. *(strike) "One meeting shall be held in the Spring of each year and one meeting shall be held in the Fall of each year."*

With this deletion, the board can adjust its meeting schedule to accommodate potential conference scheduling changes. This is further noted in Article VIII, Sections 1. and 2. wherein the by-laws read that "The Board of Directors shall determine the date and location..." of the annual conference and the annual meeting. With no seasonal specificity, the board can meet whenever it wants, as long as it meets "not less than four times each calendar year" as stipulated in Article VIII, Section 3, and gives timely notice of the schedule.

2. The by-laws currently dictate the terms of office of each director. If the board chooses to move its annual meeting, it would therefore reduce the length of some directors' terms of office, which would be another technical violation of the by-laws. For instance, a regular director "shall serve a term of three years." If the annual meeting and election of new board members is moved from the summer to the spring, it could reduce a director's term by as much as four months and that director could legitimately claim that their term of office was adversely affected and did not meet the language of the by-laws. To eliminate any possible conflict that could arise from changes in the meeting dates in the future, the following change could be considered:

Article III, Section 3. Term of Office. *(insert) "Terms of office may fluctuate somewhat in precise length due to annual meeting schedules as approved by the Board of Directors and shall be limited or otherwise governed accordingly:"*

By adding this phrase, if a director's term of office was either slightly lengthened or slightly shortened because the annual meeting was moved one way or another, it would not create a conflict with the terms of office as prescribed in the current by-laws.