

**BY LAWS OF
Davenport Sister City, Inc.**

ARTICLE I

Section 1 Name.

The name of the Corporation is Davenport Sister City, Inc.

Section 2 Purpose.

The purposes of Davenport Sister City, Inc. shall be:

1. To encourage the people of the City of Davenport and people of foreign nations to be conscious of each other; and to understand one another as individuals, as members of their communities, as citizens of their countries, and as citizens of the world.
2. To foster and continue a relationship of mutual concern between the people of the City of Davenport and the people of foreign nations.
3. To undertake and promote activities and programs which will provide to one another a mutual understanding of cultures and economics.
4. To act as a coordinating body for the City of Davenport and those groups and individuals desiring to engage in the activities of international cooperation.
5. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
6. No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Section 3 Limitations.

The corporation is a Nonprofit Corporation and no part of the net earnings of the Corporation shall go to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article I; notwithstanding any purposes set forth in this Article I, and notwithstanding any other provisions of these Bylaws, the Corporation shall not carry

on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue Law.

ARTICLE II - MEMBERSHIP

Section 1 Membership.

Membership in the organization shall be open to anyone interested in fostering the goals of the sister city relationship and shall be guided by the Board.

Section 2 Dues.

The amount of dues, if any, shall be determined by the Board.

ARTICLE III - OFFICES

The principal office of the Corporation shall be located at Davenport City Hall, 226 W. 4th Street, Davenport, IA 52801. The Board of Directors may establish additional offices, and the location of the principal office and the number and location of any additional offices may, from time to time, be otherwise designated and changed by the Board of Directors.

ARTICLE IV - DIRECTORS

Section 1 General Powers.

The property and affairs of the Corporation shall be managed and controlled by the Board of Directors.

Section 2 Directors.

The Directors shall be elected at the annual meeting of the Board of Directors. Each member of the Board of Directors shall be entitled to one vote.

Section 3 Quorum.

A quorum shall consist of a majority of the Board or Committee members.

Section 4 General Meetings.

Meetings of the membership may be called by the Board at any time to transact any business which the Board may require. These meetings may be called by the President or upon a vote of a majority of the Board members.

Section 5 Board Meetings.

Board meetings may be called by the President or upon a vote of a majority of the Board members and shall be open to all members.

Section 6 Committee Meetings.

Committee meetings may be called at any time by the Chair of that Committee to transact business as needed.

Section 7 Special Meetings: Call and Notice.

Special meetings of the Board of Directors shall be held whenever called by direction of the President or of five (5) Directors, upon at least five (5) days prior notice in writing, given personally, or by mail or telegraph, which notice shall state the time, place and purpose of the meeting.

Section 8 Annual Meeting.

1. Annual meeting. A meeting of the total membership shall be held at least once a year at a time and place designated by the Board. At such annual meeting, the announcement of the officers elected by the Board from among its members shall be announced with the first meeting to occur no later than six months from the date of the first meeting of the Board.
2. Notice of annual meeting. Notice of the meeting shall be given by the Board's Secretary no less than ten (10) days before the meeting. The notice shall be printed in a generally distributed local newspaper.

Section 9 Meetings Held by Consent.

A meeting of the Board of Directors may be held at any time and place and without notice by unanimous written consent of the Directors, or with the presence and participation of all of the Directors.

ARTICLE V - BOARD

1. The Board shall be appointed by the Mayor and approved by the City Council and shall

consist of up to eleven (11) members.

2. The Board's membership shall consist of a representative from the City Council, the Chamber of Commerce, the Quad City economic development group, the Davenport Community School District, the German-American Heritage Center, a local service club, a financial institution, a hospital, a local institution of higher education, and an ethnic heritage and/or racial minority group.
3. The City shall provide one staff person who will assist in the operations of the organization.
4. The Mayor will serve as honorary chair and the City Council as non-voting members.
5. Each member of the Board will serve a three-year term which is renewable.
6. The Board will be voluntary and receive no compensation.

ARTICLE VI - OFFICERS

Section I Officers

1. Officers shall consist of a President, Vice-President, Secretary, Treasurer, and Coordinator who are elected by the Board from among the members of the Board.
2. Each officer shall have a term of two years and may be re-elected no more than three consecutive terms for any office.

Section II Duties of the Officers

1. The President shall preside at all meetings and present any impending action or correspondence to the City Council when necessary. The President shall be the official spokesperson for the Corporation.
2. The Vice-President shall assume the duties of the President when the President is not available and other duties as assigned by the Board.
3. The Secretary shall give notice and keep an accurate record each meeting; distribute copies of these minutes to all Board members prior to the next scheduled meeting; have custody of and maintain official documents and record book(s) in which the Articles of Incorporation, Bylaws, special rules or order, standing rules, and minutes are entered with any amendments to these documents duly recorded; have the record books available; and keep a current list of the membership. The Secretary shall attest by signature to all instruments duly authorized and required of the Corporation or of the Secretary by law.

4. The Treasurer shall keep an accurate accounting of any funds received and/or disbursed by the Corporation. The Treasurer shall provide a financial report to the Board at each Board meeting and shall provide an annual audited financial report to the City Council within one month following the fiscal year's end.
5. The Coordinator shall be responsible for the scheduling of all visits to and from any sister city which may have a relationship with the City of Davenport.

Section 2 Vacancies or Removal.

1. Any vacancy in any office shall be filled by the Board of Directors at the next regular meeting following notice of said vacancy.
2. All officers shall be subject to removal at the pleasure of the Board of Directors by affirmative vote of a majority of the Directors in office.

Section 4 Other Officers.

The Board of Directors may establish and elect other officers as it may deem necessary and appropriate and shall prescribe the powers and duties of any other officer of the Corporation.

ARTICLE VII - COMMITTEES

Section 1 Appointments.

The Board may appoint Committees to assist with, and become involved in, projects, programs, and potential sister city relationships. Committees shall present recommendations for consideration by the Board and shall have other authority as may be assigned by the Board.

Section 2 Components.

The Committees may be comprised of one or more Board members, other members of the organization, and other interested persons.

Section 3 Offices

Each Committee may have a Chair elected by a simple majority of the Committee.

ARTICLE VIII - ADMINISTRATION

Section 1 Membership.

The membership fee to Sister Cities International shall be paid for by the Office of the City Administrator.

Section 2 Staffing.

The staffing of the Corporation from the City of Davenport shall come from the Office of the City Administrator, or its designee.

Section 3 Financial Records.

Financial records of the expenditure of funds in support of the activities of the Corporation shall be kept by the Office of the City Administrator, or its designee.

Section 4 Fiscal Year.

The fiscal year of the Corporation will be from July 1 through June 30.

Section 5 Board.

The Board shall report to the Mayor and City Council annually. This report shall coincide with the Corporation's annual meeting.

ARTICLE IX - FINANCE

Section 1 Banking.

All funds and money of the Corporation shall be deposited, handled and disbursed, and all bills, notes, checks and like obligations and endorsements, for deposit or collection, shall be signed by the Treasurer or such officers as the Board of Directors shall from time to time designate. Any officer or person performing said functions shall account therefor to the Treasurer as and when the Treasurer may require. All money, funds, bills, notes, checks and other negotiable instrument coming to the Corporation shall be collected and promptly deposited in the name of the Corporation in such depositories as the Board shall select.

ARTICLE X – AMENDMENTS

The Board of Directors may amend the Bylaws of the Corporation from time to time at any meeting properly convened in accordance with these Bylaws with written amendment notice submitted to the Board of Directors no less and five (5) days prior to the meeting.

ARTICLE XI - LIABILITIES

The aforementioned eleven articles constitutes the entire Bylaws of the Davenport Sister City, Inc. Wherefore the original incorporators have set forth our signatures on this _ date of year 2000.
