

**Sister Cities International**  
**Notes on Proposed Amendments**  
**for Consideration by the Membership**

Several changes have been proposed for the Articles of Incorporation and Bylaws. In cases where a change applied to one document, it was also changed in the other document for continuity purposes.

The Board of Directors has reviewed and is recommending the changes put forth in these proposed amendments. After the Board's review, the documents were reviewed by legal counsel and minor, additional changes or edits were made to correct confusing language and other items needing clarification. This was done with the express permission of the Board of Directors.

The following Notes represent some issues that may be of interest to the membership or are helpful to point-out in advance, so the membership is fully aware of various proposals. These Notes are not intended to be comprehensive of all changes made, such as those considered purely editorial or grammatical and are not listed herein.

**Bylaws**

Article I: No change has been recommended within this section.

Article II: Slight changes are suggested to allow for more flexibility in encouraging membership growth among voting members, non-voting members and special categories of members. A provision is included that will allow any international community to join as a non-voting member, even if they do not yet have a partnership agreement with an American community.

Article III: Clarification is made to the composition and internal functions of the board of directors.

A section has been added to clarify the eligibility requirements for election to the board of directors; it also indicates the role a new Elections Committee would play in that process. A modification is made to elect the highest vote-getters, instead of requiring a majority of votes by the highest vote-getters; this should reduce the likelihood of run-off balloting.

Article IV: The titles of President and Vice President have been changed to Chair and Vice Chair, with the elimination of the Second Vice President's position. Clarification to the duties of all officers is provided.

The title of Executive Director has been changed to President and Chief Executive Officer.

Article V: Committees have been reviewed and consolidated to increase operating efficiency and eliminate confusion caused by duplication of duties.

An Elections Committee is being established to assist with the details of electing the board of directors and receiving and reviewing candidate applications.

Article VI: Clarification is made to time-honored traditions within the affiliated organizations, which will allow for on-going positive relationships.

Article VII: Clarification is made to various provisions of this section, which affords certain autonomy to Coordinators and the work they perform on behalf of the local and greater organizations.

Article VIII: This section contains several minor changes that will allow for easier understanding of notice provisions, meeting requirements and voting procedures for elections.

It is recommended that voting in elections include both in-person balloting at the annual meeting and mail-in balloting. The addition of mail-in balloting will allow more of the membership to take part in decision making, as they may not have the financial resources necessary to attend the annual meetings but still maintain voting membership status. Policies will need to be established to coordinate mail-in balloting, which is common for many national and international organizations. The intent of this recommendation is to include more of the membership in the election processes, especially those unable to attend costly annual conferences.

Article IX: There are no significant changes recommended in this section.

Article X: There are no significant changes recommended in this section.

Article XI: There are no significant changes recommended in this section, other than reducing the time requirement to submit proposed amendments, making it easier for the membership to submit proposed amendments.

Article XII: There are no significant changes recommended in this section, other than reducing the time requirement to submit proposed amendments, making it easier for the membership to submit proposed amendments.

It is recognized that the Board of Directors may need to establish policies and procedures to address certain provisions of the proposed changes once they are enacted.

There is no conflict between the proposed by-laws and proposed articles of incorporation, and both are suggested to be approved at the same time for continuity.

Respectfully Submitted,

Mayor Brad Cole, Chair  
Bylaws and Governance Committees