

BYLAWS of the BAINBRIDGE OMETEPE SISTER ISLANDS ASSOCIATION
-Updated November 2018

ARTICLE I; PURPOSE

The mission of the Bainbridge Ometepe Sister Islands Association is to encourage mutual understanding, education, friendship, and cultural and peaceful exchanges between the people of Bainbridge Island and Ometepe Island, and between the peoples of the United States and Nicaragua.

ARTICLE II; MEMBERSHIP

A. Membership:

The membership of the Bainbridge Ometepe Sister Islands Association shall be open to anyone who is committed to the purpose of the organization.

B. Dues:

Dues shall be set by the membership at the annual meeting.

C. Membership Meetings:

1. Annual Membership Meeting: Except for the first Annual Membership Meeting, which shall be called by the Board of Directors at a convenient time, the Annual Membership Meeting shall be held in November of each year. The Board of Directors shall set a date and provide written notice to all members at least two weeks prior to the meeting date. At this meeting, in addition to other business, the Audit Committee will present its report, new Board of Directors members and Officers will be elected to fill vacant positions, and the Goals for the upcoming year will be established.
2. Membership Meetings: Membership meetings will be held at a regularly scheduled time and place, to be designated by the Board of Directors. Notification of the meeting will be provided to members prior to the meeting.
3. Special Meetings: A Special Membership Meeting may be called by the Board of Directors, or at the request of five or more members. The Board of Directors will provide notice of such a meeting to all Members prior to the meeting date, stating the purpose of the meeting.
4. Quorum: A quorum at all Membership Meetings shall consist of the Members present.

5.

ARTICLE III: BOARD OF DIRECTORS

A. Board of Directors:

The business of this organization shall be managed by the Board of Directors, consisting of 13-17 Directors and up to four (4) student Board members. The regular Directors shall be elected by the Members at the Annual Membership Meeting and shall take office at the next meeting of the Board of Directors. The Student Directors shall be appointed by the Board of Directors.

B. Term of Office:

Regular Directors shall be elected for a term of two (2) years. Student Directors shall be appointed to a one (1) year term, running from September 1 through August 31.

C. Vacancies:

Any vacancy on the Board of Directors shall be filled by the Board of Directors for the unexpired portion of the term.

D. Nominating Committee:

In June the Board of Directors shall select a nominating committee consisting of two Directors, the President, and one Association member at large to select nominees for the November elections.

E. Board Meetings:

The Board of Directors will meet monthly at a regularly scheduled time and place, to be determined by the Board of Directors. Such meetings will be open to all members. Special meetings may be called as deemed necessary by the President, provided that all Board Members are notified in advance of such a meeting.

F. Quorum:

A quorum at all Board of Directors' Meetings shall consist of five (5) members.

G. Authority:

The Board of Directors shall have all the powers and duties necessary or appropriate to carry out the Purposes of the Organization, consistent with the Goals set out by the Members at the Annual Meeting.

ARTICLE IV: OFFICERS AND THEIR DUTIES

A. Officers:

Beginning in January, 2019, the officers of this organization shall be the President, Vice-president, Secretary, and Treasurer. The person elected to the vice-presidency **shall serve for two years, and then** follow into the presidency **for another two years, thus serving a 4-year term in office. The previous officer position of Past-president will no longer exist. Any temporary deviation from this structure must be approved by the board.**

B: Duties

President:

The President shall preside at all Membership Meetings and Board of Directors Meetings and shall perform other duties as required by law or which are incident to the office or which may be required by the Board of Directors.

Vice-president:

The Vice-president shall perform the duties of the President in his/her absence, as well as other duties required by law, or which are incident to the office or which may be required by the Board of Directors.

Secretary:

The Secretary shall keep all minutes of Membership Meetings and Board of Directors Meetings, and shall perform other duties required by law, or which are incident to the office or which may be required by the Board of Directors.

Treasurer:

The Treasurer shall keep regular books of account which shall be available to the Board of Directors. **Working with the bookkeeper**, the Treasurer shall **be responsible for** receiving all funds of the organization and depositing them in the account of the organization. The Treasurer shall have the authority to write checks on any bank account of the organization for expenditures authorized by the Board of Directors. The Treasurer shall perform other duties required by law, or which are incident to the office or which may be required by the Board of Directors.

C. Check writing:

In case of an extended absence of the Treasurer, the Board of Directors may designate by resolution another member of the Board of Directors to sign checks.

ARTICLE V: COMMITTEES

A. Audit Committee:

The Board of Directors shall appoint, no later than July of each year, an Audit Committee consisting of at least two members. The Audit Committee shall review and audit the account books of the organization and present the audit report for the previous year at the Annual Membership Meeting.

B Other Committees;

The Board of Directors shall establish Standing Committees and Ad Hoc Committees at such a time as is deemed appropriate to carry out the Purpose or Goals of the organization.

ARTICLE VI: TRUSTEES

A. Trustees:

For the purpose of advancing the causes of the organization, and to provide advice and counsel to the Board of Directors and the Officers, there shall be established a Board of Trustees. Trustees shall be appointed by the Board of Directors and Officers, and shall serve no fixed term in office.

ARTICLE VII: COMPENSATION TO MEMBERS

A. Payment of Funds:

No payment shall be made by this organization from its funds to any member, except as a reimbursement for actual expenditures authorized by the Board of Directors pursuant to the Purpose and/or Goals of the organization.

ARTICLE VIII: AMENDMENTS

A. Amendments:

These bylaws may be amended by two-thirds ($\frac{2}{3}$) vote of the Members present at a Regular or Special Membership Meeting called for such a purpose.

The undersigned do hereby certify that they are the President and Secretary of the Bainbridge-Ometepe Sister Islands Association, and that the above Bylaws as amended are those adopted by the Bainbridge-Ometepe Sister Islands Association at a meeting held on the 4th day of November, 2018.

Betsy Carroll
President

Stella Carosso
Secretary

History of amendments after initial adoption of bylaws in April, 1987:

Amended October 1990 to increase board from five to nine, and to provide for election of officers rather than appointment by Board of Directors.

Amended September 1992 to provide for Board of Trustees.

Amended November 1993 to increase board from nine to eleven, and to have officers' and directors' terms run from December to November.

Amended November 1995 to specify two student directors and the terms of their office, revise Nominating Committee membership, change check writing clause, change date of Audit Committee appointment, change "Chair" and "Vice-Chair" to "President" and Vice-President" respectively, to move the Annual Meeting to November, and for the Vice-President to be designated as the president-elect.

Amended November 1996 to remove requirement that the Membership Meetings be regularly scheduled, and to remove term limits on Directors.

Amended November 1997 to allow the Board to appoint Student Directors, and to change the term of Student Directors to run from 1 September to 31 August.

Amended November 2006 to create the Board position of Past President and to provide for a three-year transition from the vice-presidency through past-presidency.

Amended November 2017 to increase the Board from 11 to 13-17 Directors and up to four (4) Student members.

Amended November 2018 to change (Article IV. A. Officers) the succession and terms in office of the vice-president and president, and to no longer designate the past-president as an officer. Also, the role of the treasurer (Article IV. B. Duties...Treasurer) was updated to include the hired bookkeeper.