

BYLAWS OF THE KITAKATA SISTER CITY ADVISORY BOARD

I. CHARTER/PURPOSE.

The purpose of the Wilsonville Kitakata Sister City Advisory Board (“Board”) is to help guide and support the development and activities of the Sister City Program (“Program”). The Board’s mission is to encourage cross-cultural understanding and to promote educational and economic exchange between the City of Wilsonville and our Sister City Kitakata, Japan. This is an advisory board to the Wilsonville Mayor (“Mayor”) and the Wilsonville City Council (“Council”).

The Board serves in an advocacy, supporting, and ambassadorial capacity by promoting a positive image and good relations for the Program and the City of Wilsonville (“City”) within the community and internationally. The Board is a standing committee of the City.

Board members work to promote initiatives that support the Program. The Board will recommend general policies and activities and will otherwise advise and support the Mayor and Council with respect to advancement of the Program goals and aspirations.

II. BOARD MEMBERSHIP AND FORMATION.

The Board will consist of no less than five (5) and no more than nine (9) members. Official terms of office of Board member terms begin January 1st of the year immediately 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 the Board member was appointed to fill. Board member terms shall be staggered. All recommendations for appointments to the Board shall be made by the Mayor and ratified by the Council.

Diversity in membership is encouraged. The Mayor will therefore attempt to achieve diversity by including, among others, local school district employees, Wilsonville high school students, past host family members and exchange students, and local business owners.

Board membership staggering will proceed as follows: Of the members first appointed, three members shall be appointed for a one-year term, three members shall be appointed for a two-year term, and three members shall be appointed for a three-year term. Subsequent appointments shall be for terms of three years. Decisions concerning reappointment of a Board member will be recommended by the Mayor and ratified by the Council.

Upon completion of a term, a Board member who does not continue with the Board may, upon request, be designated an “emeritus board member.” Emeritus board members will be invited to continue close association with the Program. Emeritus board members are regarded as ex-officio members of the Board and are welcome to attend meetings and be heard, but they will not have voting rights and will not be considered as members for the purpose of establishing a quorum.

Board members shall be deemed public officials for the purposes of Oregon's Public Meetings Law and State ethics laws.

No Board member shall be appointed for more than two full consecutive terms (not counting a partial term served), but any person may be appointed again to the Board after an interval of one year.

III. DUTIES OF THE BOARD.

The Board of Directors will report to and take direction from the Council. The Board of Directors shall support the development of the Program by:

- a. Assisting in the development of Sister City strategic plans.
- b. Submitting recommendations for the annual Program budget.
- c. Recommending Program policies to the Council.
- d. Conducting activities through projects and events to support Wilsonville and its Sister City, including:
 - 1) Resource development;
 - 2) Promotion of cross-cultural understanding and exchange between the community of Wilsonville and Kitakata;
 - 3) Community support and public relations and outreach.

IV. VACANCIES ON THE BOARD.

Vacancies on the Board shall be filled by appointment, upon recommendation from the Mayor and ratification by the Council. Those appointed Board members will hold office until such position would normally terminate.

V. BOARD OFFICERS AND STAFF LIAISON.

Officers of the Board will consist of a Chair and Vice-Chair, together with such other officers as the Board members from time to time may require.

- a. **DUTIES OF THE CHAIR.** The Chair shall preside over all meetings of the Board and generally discharge the duties as are properly required by the Board. The Chair, in consultation with the Staff Liaison, will set the meeting agenda for Board meetings.
- b. **DUTIES OF THE VICE-CHAIR.** The Vice-Chair shall preside over meetings of the Board in the absence of the Chair. The Vice-Chair will otherwise exercise those powers and perform such duties as assigned by the Chair.
- c. **DUTIES OF LIAISON.** The Sister City Staff Liaison will be a City staff person appointed by the City Manager to assist the Board with those duties, as assigned by the Chair or Vice-Chair.

Each Officer shall be elected by the Board for a one-year term. No member shall serve as an Officer for more than two consecutive one year terms, but may be appointed again after an interval of one year has passed.

Elections shall be held at the first meeting of the Board each year, and Officers shall assume office immediately following the election. With the exception of the initial year of the Board, Board members shall serve on the Board for at least one year before becoming eligible to serve as an Officer.

Vacancies in the position of Chair and Vice-Chair, regardless of cause, shall be filled by majority vote of the remaining Board members, and those elected to fill vacated positions shall hold office until the next regularly scheduled election.

VI. MEETINGS OF THE BOARD.

- a. **REGULAR MEETINGS.** Regular Board meetings will be held quarterly, at a designated time and at a location within Wilsonville.
- b. **SPECIAL MEETINGS.** Special meetings of the Board may be called at any time, at the discretion of the Board 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 within the City of Wilsonville, as designated by the Chair.
- c. **NOTICE OF BOARD MEETINGS.** Notice of all regular and special Board meetings shall be given to the public in compliance with Oregon’s public meetings laws.
- d. **QUORUM AND VOTE.** A simple majority of the appointed Board members constitutes a quorum and is required in order to transact business or take official action. A majority of the Board members must be present to consider any item on the agenda.
- e. **ORDER OF BUSINESS.** Business at both regular and special meetings of the Board shall be conducted according to *Roberts Rules of Order Newly Revised*.
- f. **RECORD KEEPING.** The Staff Liaison shall draft the minutes of all official Board meetings and retain the minutes in accordance with Oregon’s public record laws.
- g. **OPERATING BUDGET.** The Staff Liaison shall be responsible for drafting requests for an operating budget in conjunction with the Board, to be submitted to Council through the annual budget process.

VII. AMENDMENTS.

Recommendations to alter, amend, or repeal these Bylaws may be made upon thirty days’ notice at any meeting of the Board, and approved by a vote of at least two-thirds of all the Board members. Such recommendations must be reviewed by the City Attorney for legal compliance and conformance to City Code, and thereafter be presented to Council for approval or denial before any changes to the Bylaws can be made.

Approved and adopted by the Wilsonville City Council on this 7 day of December, 2020 by Resolution No. 2863.