

BYLAWS
BAINBRIDGE OMETEPE SISTER ISLANDS ASSOCIATION

ARTICLE I: PURPOSE

The purpose of the Bainbridge-Ometepe Sister Islands Association is to encourage mutual understanding, education, friendship, 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

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

ARTICLE III: BOARD OF DIRECTORS

A. Board of Directors:

The business of this organization shall be managed by the Board of Directors, consisting of eleven (11) Directors, two (2) of whom shall be students. The nine (9) Regular Directors shall be elected by the Members at the Annual Meeting of the Members, and shall take office at the next Meeting of the Board of Directors. The two 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 Past 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:

The officers of this organization shall be the Past-president, President, Vice-president, Secretary and Treasurer. The Vice-president shall be elected by the Members at the Annual Meeting of the Members. The person elected to the vice-presidency shall follow into the presidency and past-presidency, completing a three-year term in all.

B. Duties:

Past-president:

The Past-President shall direct board development and coordinate an annual board retreat, among other duties as required by the Board of Directors.

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. The Treasurer shall receive all funds of the organization and deposit 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 Purposes for/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 with no fixed term of 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 a two-thirds (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 December, 2006.

President

Secretary

History:

Adopted 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 December.

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 December 2006 to create the position of Past President and to provide for a three-term transition from the vice-presidency through past-presidency, and to provide that the Past President shall be a member of the nominating committee.