



Oranjestad-Aruba  
Sister Cities Association

# BYLAWS

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## Article I - General

**Section 1** – Name: The name of this organization shall be Oranjestad-Aruba Sister Cities Association, Inc., hereafter called OASCA

**Section 2** – Office: OASCA is incorporated under the laws of Florida under FEI/EIN number: 82-3326536 and its primary office shall be located in the State of Florida

**Section 3** – Limitation: OASCA shall observe all local, state, and federal laws which may apply to a non-profit organization as defined in section 501-c-3 of the Internal Revenue Service code

## Article II - Mission

OASCA's mission and responsibility is to create and fulfill five (5) US sister cities agreements on behalf of Oranjestad-Aruba by implementing the *Aruba Sister Cities Program* which it created and adhering to the *Memorandum Of Understanding* with the public entity of Aruba

## Article III - Membership

**Section 1** – Classes of Membership: OASCA shall have two classes of members: Voting Members and Non-Voting Members

**Section 2** – Voting Members: Voting members of OASCA shall be any eligible member within this category that has paid its annual dues to OASCA and has been approved for voting membership by the Board of Directors

**Section 3 – Non-Voting members:** Non-Voting Members of OASCA shall be any eligible member within this category that has paid its annual dues to OASCA and has been approved for non-voting membership by the Board of Directors, including:

- A. Any individual interested in furthering the mission of OASCA
- B. Any local, state or other unit outside of the United States that is not party to a recognized Sister Cities International program or partnership with a community in the United States; or,
- C. Any partnership, corporation, business entity, non-governmental organization or association of corporations or businesses.

**Section 4 - Special Categories:** The Board of Directors may designate subcategories of Membership as may be deemed helpful in forwarding the Mission of the Corporation, such as a Life Member or Global Envoy, within the existing and defined Classes if Membership as the Board of Directors deems appropriate or useful.

**Section 5 - Eligibility:** Any reputable person, sole-proprietor, association, corporation, partnership or estate shall be eligible for membership in the Doral Chamber of Commerce.

**Section 6 - Investment:** Annual membership investment shall be at the rates or formula as may be from time to time prescribed by the Board of Directors payable in advance or in such other installments or for such other periods as the Board may from time to time determine.

**Section 7 - Individual:** Any person not engaged in a business within the City of Doral or who is interested in the City of Doral's community affairs shall be eligible for individual membership in the Chamber.

**Section 8 - Term of Office:** Chairperson of the Chamber shall automatically become life members of the Chamber at the conclusion of their term of office and shall be entitled to all the rights and responsibilities of active members but shall be exempt from payment of annual membership investment.

**Section 9 – Ex Officio and Honorary Membership:** Honorary members are those persons that OASCA wants to recognize for exceptional contributions to its purposes and goals. Honorary members have no voting rights.

**Section 10 – Termination of Membership:** Any member may resign from OASCA upon written request to the Board of Directors; however, such resignation shall not relieve a member from any arrearage of membership investments, subscriptions or their indebtedness to OASCA.

## **Article IV – Meetings**

Regular meetings of the Board shall be held no less than quarterly at a location to be established by the Board. Each year an annual meeting shall be held for the purpose of; reviewing actions of OASCA during the preceding year, establishing goals and any other business that properly comes before the Board may be considered. Both board members and general members shall receive notice of the annual meeting.

## **Article V – Executive Board of Directors**

**Section 1 – Board Members:** OASCA shall be governed by a Board with a maximum of 9 members, including four officers whose roles are defined below. Membership as a Board member shall be open to any member of OASCA in good standing. A maximum of

**Section 2 – Powers and Duties of Officers:**

- a) The Chairman shall preside at all meetings of the Board and the general membership. The president shall sign all certificates of membership, all contracts, and all other instruments.
- b) The Vice-Chair shall assume the duties of President in the President's absence and shall assume such duties assigned to the Vice President from time to time by the Board.
- c) The Secretary shall keep records and minutes of all Board and general membership meetings; keep an accurate list of all members and their contact information; sign, where required, all papers in conjunction with the President
- d) The Treasurer shall be the custodian of all funds of OASCA; keep accurate records of all transactions and disburse funds only as dictated by the Board

**Section 3 – Compensation of Board Members:** Board members shall be deemed volunteers and shall perform their services on the Board without pay or other compensation from OASCA but may receive reimbursement of expenses with prior written approval from the Board.

# Article VI – Committees

## Section 1 – Creation of Committees:

The following committees shall be chaired by a Director who is appointed by the Chairman:

- Budget & Finance Committee
- Strategic Planning Committee
- Membership, Marketing & Publicity Committee
- Culture & Music Committee
- Trade and Economic Development Committee
- Youth Leadership Committee
- Education & Innovation Committee
- Sister City #1 Doral Coordinating Committee
- Sister City #2 TBA Coordinating Committee
- Sister City #3 TBA Coordinating Committee
- Sister City #4 TBA Coordinating Committee
- Sister City #5 TBA Coordinating Committee
- Ad-hoc Committees: The Board may appoint ad-hoc committee or task forces by majority vote as needed

## Section 2 - Terms of Committee Chairmen

Each Committee chairman shall serve a one-year term and may be reappointed by the Board of Directors

## Section 3 - Advisory Committee

The Board may designate such advisory committees as it desires to study, consider and make recommendations on matters that are presented to the Board. Board members and their designees will be allowed to serve on advisory committee

## **Article VII – Administration**

**Section 1 – Fiscal Year:** the fiscal year shall commence on the 1<sup>st</sup> day of the year

**Section 2 – Financial Records:** Financial records shall be open for inspection upon request of any board member or any general member. A complete statement of receipts and expenditures shall be presented at each annual meeting for review

## **Article VIII – Amendments**

These Bylaws may be altered, amended or repealed at any annual meeting of OASCA or at any other meeting called for that purpose.

## **Certification**

These bylaws were approved at a meeting of the Board by a majority on 00/00/0000

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