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DOMESTIC

STATE OF WASHINGTON | DEPARTMENT OF STATE

I, RALPH MUNRO, Secretary of State of the State of Washington and custodian of its seal, hereby certify that

ARTICLES OF INCORPORATION

of OLYMPIA SISTER CITY COMMITTEE
a domestic corporation of Olympia, Washington,

was filed for record in this office on this date, and I further certify that such Articles remain on file in this office.

NON PROFIT

Filed at request of Judi Tennant
P. O. Box 1427
Olympia, WA 98501

In witness whereof I have signed and have affixed the seal of the State of Washington to this certificate at Olympia, the State Capitol,

Filing and recording fee \$ _____
License to June 30, 19 _____ \$ _____
Excess pages @ 25c \$ _____

March 20, 1981

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RALPH MUNRO
SECRETARY OF STATE

MAR 20 1981

SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION
OF THE
OLYMPIA SISTER CITY COMMITTEE

Pursuant to R.C.W. 24.03

WE, THE UNDERSIGNED, desiring to form a non-profit Corporation, pursuant to the provisions of R.C.W. 24.03, do hereby certify:

1. The name of the Corporation is: Olympia Sister City Committee.
2. The life of the Corporation shall be perpetual.
3. The objects and purposes for which this Corporation is established shall not be changed and shall be exclusively educational and charitable in the furtherance of such purposes and for no other purposes:
 - a. To cause the people of the Olympia area, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country, and as part of the family of nations.
 - b. To foster as a consequence of such knowledge and consciousness, a continuing relationship of mutual concern between the people of Olympia and the people of similar cities of other nations.
 - c. To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.
 - d. To participate as an organization in the promoting, fostering and publicizing state and national programs of international municipal corporation organizations, and thereby to encourage other organizations and residents of American communities to engage and

participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of American communities and peoples of friendly nations outside of the United States of America, and to act as a coordinating body, committee, agency or counsel among those organizations, groups and individuals desiring to and engaging in the activities of such international municipal cooperation organizations.

- e. Provided that the Corporation shall not in any way, directly, or indirectly, engage in the carrying on of propaganda or otherwise attempt to influence legislation.

4. In order to accomplish its objective, the Corporation shall have the following powers, which shall be deemed to be in furtherance and not in limitation of the general powers conferred upon educational and charitable corporations under the laws of the State of Washington.

- a. To receive, acquire, hold, own, manage, administer, invest and reinvest any and all monies, securities, evidences of indebtedness or other property, real or personal, as may from time-to-time be given, sold, transferred, rented, conveyed or assigned to it by any person, firm, committee, association or corporation; to take by devise or bequest or otherwise, within the limitations provided by law, any and all property heretofore or hereafter devised or bequeathed by Will, or otherwise, or in any manner granted or conveyed to it; to exercise, in respect to any and all such property, any and all rights, powers and privileges or individual ownership; from time-to-time to pay, apply or otherwise utilize the principal and income thereof but only for the purposes for which the Corporation is formed.
- b. To purchase, lease or otherwise acquire, hold, sell, lease, convey, mortgage or otherwise dispose of real and personal property or any interest therein.
- c. To cooperate with or engage the services of any person, firm, association, corporation, government, or public agency which may assist in carrying out the corporate purposes, and in furtherance of such purposes to grant financial or other voluntary assistance thereto.
- d. To enter into affiliations, contracts, agreements, undertakings or otherwise within the limitations provided by law.
- e. To do any and all things which may be necessary or proper in connection with its purposes.

5. The Corporation is not organized for pecuniary profit; it shall not have any power to issue certificates of stock or declare dividends; no part of its net earning shall inure to the benefit of any private member or individual; and no officer, member or employee shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the Corporation, except a reasonable compensation for the services in effecting one or more of its purposes.

In the event of any dissolution or liquidation of the affairs of the Corporation, the property and assets of the Corporation shall be distributed to or among one or more similar corporations or foundations within the meaning of the Internal Revenue Code of 1954, as the same is now in effect or as it may be hereafter amended, or such property and assets shall be given to the municipal government of cities in foreign nations with which this Corporation has been concerned to be used for the purposes of this Corporation set forth herein.

6. The members of the Corporation shall be composed of such individuals as may be admitted to membership in the manner prescribed by the By-laws of the Corporation.

7. The Corporation will operate to some extent throughout the world but its principal operations will be conducted in the United States.

8. The registered office of the Corporation is to be located in the city of Olympia at 1000 Plum Street, P. O. Box 1427, Olympia, Washington 98507. The registered agent of the Corporation shall be Judi Tennant whose business address is the same as that for the registered office. It may establish such other offices either in or outside of the United States as it may from time-to-time determine.

9. The incorporators of the Corporation and addresses of these persons are as follows:

Tom Brown, 5527 South Bay Terrace Dr. N.E., Olympia, WA 98506
Lyle T. Watson, P. O. Box 1967, Olympia, WA 98507
Judi Tennant, P. O. Box 1427, Olympia, WA 98507
Lewis Yarbrough, 2007 Cambridge Ln. S.W., Olympia, WA 98502
Mardel Lovely, 3905 Lakehills Drive, Olympia, WA 98501
Richard Alexander, 3921 Hillview Court N.W., Olympia, WA 98502

10. The Board of Directors of the Corporation shall be elected in the manner prescribed by the By-laws of the Corporation, and they shall have power to make By-laws for the government of the Corporation.

11. All the subscribers hereto are of full age and all of them are citizens of the County of Thurston, State of Washington.

12. The initial Board of Directors shall consist of at least ^{SIX} ~~five~~ persons who are named in Section ¹² ~~10~~ of these Articles and shall serve until the first meeting of the members.

IN WITNESS WHEREOF, we have made, subscribed and acknowledged
this certificate as of this 18th day of March, 1981.

Tom Brown

Lyle J. Watson

Judd Smart

Louis Garbrough

Marcell Louely

Paul Oyer

STATE OF WASHINGTON)
CITY OF OLYMPIA) ss.

Marko Conklin
NOTARY PUBLIC in and for the City of Olympia,
State of Washington, residing in Olympia.

BY-LAWS
FOR
OLYMPIA-KATO SISTER CITY ASSOCIATION

ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the organization is “The Olympia-Kato Sister City Association.” Hereafter referred to as “OKSCA.”

Section 2. The purpose of OKSCA is to foster good will, fellowship, and cultural appreciation between the cities of Olympia, Washington, USA and Kato, Hyogo, Japan.

ARTICLE II MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting of the members, which shall be held on such date in October at such time and place as are determined by the Board of Directors. Members shall be given at least five days notice of the annual meeting by mail. The notice shall state the time, place and the business to be transacted at said meeting.

Section 2. Regular Meetings. In addition to the annual meeting, there shall be each year at least three regular meetings at a time and place to be determined by the President.

Section 3. Special Meetings.

- a. Special meetings of the members may be called at any time by the vote of the majority of the Directors or upon petition to the Secretary by one-fifth of the members. At special meetings of the members, only such business as stated in the call for such meeting shall be transacted.
- b. When a special meeting is called either by vote of the Directors or by the written petition of the members, the Secretary shall give the members at least five days notice of such meeting by mail or telephone stating the time, place, and the business to be transacted at the special meeting.

Section 4. Quorum. At any meeting of the members, a quorum shall be by majority of those members present and voting.

ARTICLE III BOARD OF DIRECTORS

Section 1. Powers. The corporate powers, business, and property of the Association shall be exercised, conducted, and controlled by a Board of Directors consisting of not less than five, nor more than eighteen members. Non-officer members of the Board shall be called “Directors at Large” or “Directors” for short, and numbered for election purposes. Ex officio Directors shall be in addition to the eighteen-member limit.

Section 2. Qualifications. Directors shall be elected from the membership of the Association and must continue to be a member in good standing during their term of office.

Section 3. Compensation. The Directors shall receive no compensation from the Association for their services in acting as Directors of the Association.

Section 4. Term of Office. The Directors shall be elected for a two-year terms and each shall hold such office until their successors are elected.

Section 5. Election. The number of Directors shall be determined by the members of the Association biennially on even number years or at the call of a Special Meeting for such a stated purpose. Directors shall be elected by the members at the annual meeting of the members each year on an overlapping rotation. Director at Large positions with even numbers in even number calendar years, Director at Large Positions with odd numbers in odd numbered calendar years.

- a. Election procedures shall be adopted as Policy by the Board of Directors and shared with the membership.

Section 6. Vacancies. Vacancies in the Board shall be filled from the membership by a majority vote of the remaining Directors.

Section 7. Board Meetings. There shall be a monthly meeting of the Directors, at such time and place as the President shall determine. Such meeting shall be open to any member. At least five days notice of the meeting shall be given each director and member by mail, e-mail, or by telephone.

Section 8. Special Board Meetings. The President, when deemed necessary, shall call a special meeting of the Board of Directors and notice of each call for a special meeting shall be given by mail, e-mail, or by telephone to the members of the Board at least five days before the meeting and shall state the purpose of the meeting.

Section 9. Quorum. One-half plus one of the Board of Directors shall constitute a quorum.

Section 10. Records and Reports. The Directors shall maintain a complete record of all their business transactions, their minutes and acts, and proceedings of the members, and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the Association.

Section 11. Ex-officio Directors. The Mayor of Olympia shall be an Ex-officio member of the Board without a vote.

ARTICLE IV OFFICERS

Section 1. Election or Appointment. All officers of the Association shall be elected or appointed by the Directors from their members except as hereinafter provided.

Section 2. Specific Officers. Officers of the Corporation shall be President, Vice-President, Treasurer, and Secretary. The position of Treasurer and Secretary may be combined by a vote of the Board of Trustees.

Section 3. Compensation and Expenses. Officers shall receive no compensation as a salary from the Association but may receive reimbursement for expenses for special activities in behalf of the Association. Such reimbursement for special expenses shall be upon a vote by the Directors.

Section 4. Terms. Officers on the Board of Directors shall serve two-year terms with a limit of six years.

Section 5. Vacancies. Vacancies in the Officers shall be filled by action of the Board upon 5 days written notice to the Board for such term as determined by the Board.

ARTICLE V DUTIES OF OFFICERS

Section 1. President. The President shall preside at all meetings of the Directors and members. He shall sign, as President, all contracts and other instruments. He may create any committees deemed necessary with the concurrence of the Directors.

Section 2. Vice-President. The Vice-President shall assume the duties of President in his or her absence, and assume such duties as assigned to him or her from time-to-time by the Board of Directors.

Section 3. Secretary. The Secretary shall:

- a. Keep records and minutes of each meeting.
- b. Keep the membership records showing the name of each member and pertinent information relative to each member.
- c. Sign, where required, all corporate papers in conjunction with the President.
- d. Assume the duties normally assumed by a corresponding secretary. In the absence of the Secretary, the Directors shall appoint one of the members for the current meeting or function only.

Section 4. Treasurer. The Treasurer shall:

- a. Be custodian of all funds of the Association, depositing such funds in a financial institution designated by the Board of Directors.
- b. Disburse funds only as prescribed by the Directors and by bank draft bearing the signatures of the Treasurer or other officer with signature authority.

Section 5. Deputy-Treasurer. The Deputy-Treasurer shall:

- a. Assist the Treasurer in fiscal custody and reporting.
- b. Fill in for the Treasurer in times of absence and provide finance related technical assistance to the Treasurer and the Board of Directors.

Section 6. Immediate Past-President

- a. The immediate Past-President shall serve a two-year term as an ex-officio member of the Board of Directors.

ARTICLE VI TERMS OF DIRECTORS, OFFICERS, AND MEMBERS

Section 1. The fiscal year of the association shall be the calendar year. The membership year shall also be the calendar year, and to be in good standing during such year dues must have been paid for such calendar year.

Section 2. Directors and officers shall serve for two calendar years succeeding the date of their election.

ARTICLE VII MEMBERSHIP

Section 1. Membership in the Association shall be open to any person with a reasonable desire and willingness to promote and foster the aims and objectives of this Association.

Section 2. Member Organizations

- a. In addition to individual membership, the Association shall be open to membership of any other organization of the community, private or public.
- b. A member organization may designate an official representative thereof to attend meetings and functions of this Association, and such representative shall be registered with the Secretary of the Association.

ARTICLE VIII BY-LAW AMENDMENTS

These By-Laws may be altered or amended by action at any annual meeting of the members or at any other meeting called for that purpose.

ADOPTED: October 2, 2023

WEBSITE AND SOCIAL MEDIA

PURPOSE

To utilize online website and social media for communicating OKSCA events, priorities, and emergent information.

AUTHORITY

- Website and Social Media policy adopted February 21, 2024

POLICY

1. The Board President shall create and maintain an Association website to communicate events, priorities, and emergent information.
2. The Board President may delegate OKSCA members to access, edit, update, and/or modify the OKSCA website and social media sites.
3. Requests from Association members to add content to the website and/or a social media site shall be made to the Board President and/or the Board Secretary. If a request is denied a detailed reason will be provided to the requestor by the Board President.
4. Any method of social media representing the Association must have prior approval by the Board President.
5. OKSCA shall use social media utilizing best practices. OKSCA uses social media for Association business purposes to offer opportunities for education, outreach, information sharing and interaction. OKSCA Board members who engage with social media on behalf of the organization should educate themselves about effective, responsible, and safe use of these tools.
6. Comment Policy OKSCA can moderate social media sites that accept comments from the public to monitor speech that is obscene, threatening, discriminatory, harassing, or off topic, OKSCA should not use the moderation function to restrict speech with which OKSCA merely disagrees (e.g., subject matter restrictions). The following forms of content are prohibited:
 - a. Profane language or content
 - b. Content that promotes, fosters, or perpetuates discrimination on the basis of race, creed, color, age, religion, gender, marital status, national origin, physical or mental disability or sexual orientation
 - c. Sexual content or links to sexual content
 - d. Illegal conduct or encouragement of illegal activity
 - e. Information that may compromise the safety or security of the public or public systems.
7. Confidential Information OKSCA shall not post or release proprietary, confidential, sensitive, or personally identifiable information or intellectual property.
8. Photographs or images depicting a minor requires parent/guardian consent prior to publication.
 - a. In group settings a public notice of photo consent may be utilized for larger groups.
9. The Website and social media sites will not be used for personal purposes or electoral campaigns.

10. The Board President will work with the membership to create and maintain approved social media sites.

FINANCE AND INTERNAL CONTROLS

PURPOSE

To have in place internal controls to eliminate opportunity for misappropriation or improper financial activity, and to provide a method by which the financial data is to be processed.

AUTHORITY

- Finance and Internal Controls policy adopted February 21, 2024

POLICY

1. This policy governs OKSCA's financial operations. If this policy in any way conflicts with the OKSCA Articles of Incorporation, Bylaws, or any applicable state or federal regulation, such Article, Bylaw, or regulation shall prevail.
2. General Provisions
 - a. It is the policy of OKSCA that all financial operations must be conducted in an accurate, accountable, transparent, and efficient manner. This policy is intended to ensure that all financial operations can be tracked and understood.
 - b. This policy is designed to prohibit any single person from having unrestricted control of the Association's finances and to provide a structure to ensure that all financial operations are subject to a timely review by at least one other person.
3. Bank Accounts
 - a. Creation of Accounts
 - i. The Association shall create and maintain bank accounts to support and protect the assets received, or other needs as authorized by the Board of Directors from time to time.
 - b. Access to Accounts and Signature Authority
 - i. The Board President and Treasurer shall have full access, including online, to all OKSCA financial accounts and be named on the accounts. This will be all checking, savings, investment, donor specific and program accounts.
 - ii. In addition to the Board President and Treasurer being named on all accounts the Vice President may be named as additional representatives.
4. Investment
 - a. The Board President – or designee – shall be mindful of interest rates, terms and risks when pertaining to the Association's funds. Therefore, the President or designee may need to move funds within current accounts or may need to open new accounts. When moving funds is necessary it may never be handed in cash. Any new accounts opened by the President and designee shall be reported to the Board of Directors.
5. Account Limits
 - a. To protect cash assets, no account should exceed the FDIC or NCUA minimum insured value.
6. Reports
 - a. To track transactions and inform the Association of the overall financial outlook of the organization the Treasurer shall make a report to the Board of Directors at each meeting, and a report for the general membership to be presented at the annual membership meeting.