

MUNICIPAL ORDER 12-2026

A MUNICIPAL ORDER WHEREBY THE OWENSBORO BOARD OF COMMISSIONERS APPROVES THE UPDATED BYLAWS OF OWENSBORO SISTER CITIES AND REGIONS, INC.

WHEREAS, the City of Owensboro joined Sister Cities International in 1994, and has since recognized as its sister cities the City of Olomouc, Moravia, Czech Republic and the City of Nisshin, Aichi-ken, Japan; and

WHEREAS, Owensboro Sister Cities and Regions, Inc., is a Kentucky non-profit corporation and plays an important and indispensable part in administering the sister cities program; and

WHEREAS, the bylaws of the Owensboro Sister Cities and Regions, Inc., has recently been reviewed by their Board of Directors and updates have been recommended to the Owensboro Board of Commissioners; and

WHEREAS, the bylaws of Owensboro Sister Cities and Regions, Inc. must be approved by the Owensboro Board of Commissioners.

NOW, THEREFORE, BE IT ORDERED BY THE CITY OF OWENSBORO, KENTUCKY, AS FOLLOWS:

Section 1. That the Owensboro Board of Commissioners hereby recognizes the Owensboro Sister Cities and Regions, Inc., as the administrator of the City of Owensboro's sister city program and approves the recommended updates to its bylaws, which are attached hereto and incorporated by reference.

Section 2. The Mayor, City Manager, and city staff as appropriate are hereby authorized to execute documents, including filings with Sister Cities International or any derivative or affiliate agency and, in furtherance of the program as established herein.

**INTRODUCED, PUBLICLY READ AND FINALLY APPROVED ON ONE
READING**, this the 21st day of April, 2026.

Thomas H. Watson, Mayor

ATTEST:

Beth Davis, City Clerk

BYLAWS

OWENSBORO SISTER CITIES AND REGIONS, Inc.

STATEMENT OF PURPOSE

Owensboro Sister Cities and Regions, Inc. (“OSCAR”) encourages global understanding between our community and other world communities. OSCAR will assist with protocol, education, exchange programs, cultural heritage, international trade relations, and global organizational relationships.

ARTICLE I: OFFICES

Section 1. OSCAR’s principal office shall be located at City of Owensboro, City Hall, 101 E. Fourth Street, P.O. Box 10003, Owensboro, Kentucky 42302-9003.

Section 2. OSCAR may establish such other offices either in or outside of the United States as the OSCAR Board of Directors (Board) may determine.

ARTICLE II: CORPORATION STATUS

Section 1. OSCAR shall be a non-profit organization as provided for in KRS 273.161, et seq., of the Commonwealth of Kentucky.

Section 2. OSCAR shall have no capital stock or stockholders and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit, or property inure to the incorporators thereof, nor to any officer thereof; but its entire gain, profit, net earnings and property shall be devoted exclusively to the objects and purposes set out in its Articles of Incorporation.

ARTICLE III: MEMBERSHIP

Section 1. Ambassadors. Ambassador’s participation in OSCAR shall be open to any person willing to promote its objectives and purposes by abiding with OSCAR regulations as established by the Board.

Section 2. Dues. Director and Ambassador dues shall be paid to the Treasurer no later than June 30 of each calendar year.

ARTICLE IV: MEETINGS

Section 1. Meetings. Meetings will occur on a regular basis with a minimum of six meetings annually. The first meeting of the year will provide for the election of officers. Robert’s Rules of Order shall govern parliamentary procedure at the meetings.

Section 2. Notice of Meetings. Upon direction of OSCAR’s President, the Executive Director, or designee of the President, shall provide the Board a minimum of seven (7) calendar days’ notice of a regular meeting by mail, personally delivered written notice, or electronic

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media. The notice will state the date, time, place, and agenda.

Section 3. Special Meetings. Special meetings of the Board may be called at any time by the President or by a majority vote of the Board and be conducted in accordance with KRS 61.823. At special meetings of the Board, only such business as stated in the call for such a meeting shall be transacted. The Executive Director shall give the Board reasonable notice.

Section 4. Quorum. A majority of the Board shall constitute a quorum for all purposes, including the election of officers, except when otherwise provided by law.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Powers. The corporate powers, business, and property of OSCAR shall be exercised, conducted, and controlled by the Board. The Board shall hear all grievances, approve an annual budget, and authorize and audit all expenditures. A majority of the Board, in person or by proxy, shall constitute a quorum and actions taken will represent the actions of the OSCAR Board of Directors. The Board shall maintain a complete record of all business conducted, minutes of all meetings and actions, and any other matter which comes before the Board. The Board shall annually present a full report to the Owensboro Board of Commissioners reflecting the status of the organization, its activities, and fiscal standing.

Section 2. Membership. The Board shall be comprised of at least ten (10), but no more than sixteen (16) directors. Directors shall be appointed by the Mayor of the City of Owensboro and approved by the Board of Commissioners. The number of directors may be increased or decreased by Board resolution; provided, however, that no decrease shall shorten effectively the term of any incumbent active director. The Board shall, by vote, elect the following officers: President, Vice-President, Executive Secretary, and Treasurer. The Board may create internal committees as the Board deems necessary.

Section 3. Qualification. Subject to the terms of office in Article V, Section 5, the officers of OSCAR shall be elected by the Board at the first meeting of the year.

Section 4. Compensation. Directors shall receive no compensation for their service on the Board. Directors may receive reimbursement for pre-approved actual expenses or by a motion of the Board for expenses beyond those expenditures already allocated in the approved budget.

Section 5. Term of Office. Directors shall be appointed for a term of three (3) years. Directors may be elected for additional terms. The appointed directors shall elect Officers at the first meeting of the year, every other year. Officers shall hold offices for a two-year term and shall hold such offices until their successors are elected. All Officers nominated and selected for office must be current members of the Board approved by the Owensboro Board of Commissioners and must have at least twelve (12) months remaining in their term. The Executive Director shall not be a voting member of the Board.

Section 6. Vacancies. Vacancies on the Board shall be filled in accordance with the terms for their initial appointment. Such appointees shall hold office until the expiration of the term being filled.

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Section 7. Removal. Any Director may be removed for cause upon a two-thirds vote of the full Board of Directors.

ARTICLE VI: OFFICERS AND DUTIES

Section 1. President. The President, subject to the direction of the Board, shall supervise and direct OSCAR's affairs. The President shall:

1. Function as the Chair of the Board and shall preside at all Board meetings.
2. Have the power to call for establishment of committees and assign functions to those committees.
3. Sign all instruments on behalf of OSCAR as directed by the Board.
4. Represent the organization as its chief elected officer.
5. Do all other things not expressly provided for and not prohibited by the bylaws necessary or proper to accomplish OSCAR objectives.
6. Perform such other duties and exercise such other powers as may be imposed upon the President or authorized by the Board.

Section 2. Vice President. The Vice President shall:

1. Assume the President's duties in the temporary absence of the President and shall succeed as President upon the death, resignation, or long-term incapacity of the President upon majority vote by the Board.
2. Work closely with the President in the affairs of OSCAR.
3. Maintain communication with and aid in various tasks of standing committees.
4. Assume such duties as assigned by the Board or President.

Section 3. Executive Secretary. The Executive Secretary shall:

1. Maintain an accurate record of all OSCAR meetings, receiving minutes from various committees and keeping minutes of all Board meetings.
2. Deliver such reports and perform such duties as incident to the office or required by the bylaws or which may be required of the Executive Secretary by the Board.

Section 4. Treasurer. The Treasurer shall:

1. Be custodian of all OSCAR funds, depositing such funds in financial accounts designated by the Board.
2. Disburse the Board's funds only as prescribed by the Board of Directors, and, except for petty cash, in no instance except by bank draft bearing the signature of the person or persons designated to spend corporate funds.
3. Prepare monthly financial statements and present to Board for approval.
4. Maintain an accurate list of all fees, donations, gifts, grants, or other monies received.
5. Perform such other duties as requested by the Board.

Section 5. Executive Director. The Mayor of Owensboro shall appoint the Executive

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Director who shall:

1. Be responsible to the Board and shall report to the Board on actions on behalf of OSCAR.
2. Act as OSCAR's liaison with government agencies, businesses, and community groups.
3. Maintain correspondence with other Sister Cities Organizations and with the Sister Cities International Office in Washington, D.C.
4. Participate actively in helping to plan and facilitate new OSCAR community projects.
5. Work with all facets of OSCAR and perform such other duties as the Board directs.
6. Attend each meeting of the Board, however, the Executive Director shall not be a voting member at meetings.
7. Maintain a list of board members and ambassadors.
8. Sign, where required, all corporate papers in conjunction with other required officers' signatures.
9. Upon instruction from the President, prepare and forward all corporation correspondence including notice of all meetings.

ARTICLE VII: COMMITTEES

Section 1. Committees may be established as needed by the Board, upon recommendation of the President.

Section 2. Unless otherwise provided in the resolution establishing a committee, members shall be appointed by the President and shall serve for the term provided in the resolution or until a successor is appointed. The President shall designate one member to serve as chair.

A majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. A committee may adopt its own governance rules, provided they are not inconsistent with these bylaws or the rules adopted by the Board.

ARTICLE VIII: FINANCES

Section 1. Care of funds. All funds and monies of OSCAR shall be banked, handled, and disbursed, and all bills, notes, checks and like obligations, and endorsements, for deposit or collection shall be signed by such officers and other people as the Board shall designate, and who shall account therefor to the Treasurer when the Treasurer may require. All money funds, bills, notes, checks and other negotiable instruments coming to OSCAR shall be collected and promptly deposited in the name of OSCAR in such depositories as the Board may select.

Section 2. The fiscal year of OSCAR begins on the first day of July and ends on the last day of June.

Section 3. The Board is responsible for raising funds to facilitate the furtherance of

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OSCAR including funding from private, corporate, and governmental agencies.

ARTICLE IX: AMENDMENTS

Section 1. These bylaws may be amended, added to, or repealed by a vote of two-thirds of the full Board in office at any meeting of the Board and upon approval by the Owensboro Board of Commissioners.

ARTICLE X: ESTABLISHMENT OF A FORMAL SISTER CITY RELATIONSHIP

Section 1. A sister or friendship city relationship is formally created when the mayors or highest elected or appointed officials from two communities sign an Agreement or Memorandum of Understanding (MOU) establishing the partnership in accordance with Sister Cities International.

ARTICLE XI: CONFLICT OF INTEREST POLICY

Section 1. Directors are subject to and shall comply with OSCAR's Conflict of Interest Policy, which is incorporated herein by reference