



CONSTITUTION  
of the  
AMIGO CLUB OF ASHLAND, OREGON, INC.

Preamble:

*This document traces its roots to 1968, when a handful of Ashland citizens first undertook to establish people-to-people contact with the City of Guanajuato in the State of Guanajuato, Mexico. The founders demonstrated noble dedication to the belief that an international exchange of cultures would enrich present and future generations of both cities. Their efforts led to formal Sister City relations and the formation of the Amigo Club and the Southern Oregon University Amistad Program.*

*This updated charter closely adheres to the precepts of the first Amigo Club Constitution of 1971, and aspires to continue and enhance, through club activities and leadership, the ties that bind the people, cities, universities, schools and societies of Ashland and Guanajuato.*

Mission:

The objective of this nonprofit corporation shall be to actively promote the Sister City relationship between the City of Ashland, Oregon, U.S.A., and the City of Guanajuato, Guanajuato, Mexico, by supporting, without limitation, personal, educational, cultural, civic, social, medical, dental, and other exchanges between the two cities.

ARTICLE I

Section 1. The name of this organization shall be the Amigo Club of Ashland, Oregon, Inc.

ARTICLE II

Membership

Section 1. Any citizen of Ashland and its environs, or any other so elected shall be eligible for membership.

Section 2. Membership shall be active, associate or honorary.

Section 3. Application.

a. Application for membership shall be made to the Secretary on the official form provided by the Amigo Club, completed and accompanied by the first year's dues.

b. All applications for membership shall be filed permanently in the archives of the club secretary.

Section 4. Active members shall be those who have satisfied the current individual or family dues. Individual members shall have one vote in membership meetings, including each spouse or domestic partner in the case of family membership.

Section 5. Associate members shall be other members of the same family living in the same household, including children through high school enrollment. Associate members shall not be required to pay annual dues, will have no vote but will have the same rights and privileges as active members, as long as there remains an active member in good standing within the same household.

Section 6. Honorary members shall have rendered acknowledged eminent service to the mission and goals of the Amigo Club. In order to attain this highest grade of membership, an individual must be nominated by at least 10 active members and the award must be approved unanimously by the Board of Directors. Candidates may be chosen from within the regular membership and the communities at large of Ashland and Guanajuato. Honorary members shall not be required to pay annual dues, but will have the same rights and privileges as active members, including the right to vote if they are residents of Ashland or its environs.

Section 7. Any active member whose dues have not been remitted on or before April 1 shall be placed on the delinquent list. If the dues of any member shall remain unpaid on June 1, the member's name shall, without further action by the Amigo Club, be suspended from the membership roll, provided that the secretary has notified the member of the delinquency. The notice from the secretary may be served by email or through the postal service.

Section 8. No member whose name has been dropped from the membership roll shall be entitled to any of the rights and privileges of the Amigo Club. Any member who has been suspended for nonpayment of dues shall be considered as falling within the provisions of this section. Admission of members to all meetings shall be contingent upon active membership. Guests of members in good standing may be admitted to any meeting.

Section 9. No person having forfeited membership by reason of nonpayment of dues shall be eligible for membership until the amount due is paid. Members dropped for nonpayment of dues shall be required to apply for membership and reinstatement through the same procedure as an original application for membership.

### ARTICLE III

#### Meetings

Section 1. General membership meetings of the Amigo Club shall be held at least twice a year, on dates to be established by the Board of Directors.

Section 2. Special meetings may be called at any time by the Board of Directors provided it gives advance notice to the members. Notices of the special meetings shall contain information stating the purpose of the meeting and the matters to be considered.

Section 3. The Board of Directors shall keep minutes of its meetings and full account of its transactions.

## ARTICLE IV

Section 1. The officers of the Amigo Club shall consist of a President, Vice President, President-Elect, Secretary, Treasurer, Historian, Guest Housing Coordinator, Guanajuato Liaison, and Immediate Past President.

Section 2. The membership is the governing body of the Club. The management of the Club during the interim between meetings, shall be invested in a Board of Directors consisting of the officers of the Club.

Section 3. The officers shall serve for a term of one year or until their successors are elected and installed.

Section 4. The Board of Directors shall send a report in August, by email or postal service, to the general membership that includes the Nominating Committee's recommendations for the officers to be elected for the ensuing year. The election of officers shall be held in October on a convenient date chosen by the Board of Directors. Nominations for all officers may be made from the floor at the October meeting. Voting at the October meeting shall be by secret ballot.

Section 5. The officers shall assume their duties on Nov. 1.

Section 6. Vacancies.

a. President. If the office of the President becomes vacant, the vice president shall assume the presidency for the unexpired portion of the term.

b. Vice President, Secretary, Treasurer, Historian or Guest Housing Coordinator, and Guanajuato Liaison. Vacancies shall be filled by a majority vote of the membership present at the next general meeting, provided the membership has been notified of the impending election.

c. President-Elect. A vacancy shall not be filled during the year. If the office of President-Elect is vacant, or the President-Elect declines to assume or is disqualified from assuming the office of the President, the President for the ensuing year shall be nominated and elected as soon as possible at a general meeting on a date chosen by the Board of Directors.

Section 7. Any members of the Board of Directors who are absent from three of its meetings without an excuse deemed sufficiently valid to a majority of the remaining members, shall forfeit their membership on the committee.

## ARTICLE V

### Duties of Officers

Section 1. President. Presides at all meetings of the Club and the Board of Directors, acts as an ex officio member of all committees, signs all certificates, citations, letters and testimonials, and shall be governed by parliamentary procedure, Roberts Rules of Order. May vote with the Board of Directors on all matters in the case of a tie. Appoints all standing and special committees, and shall perform such other duties as regularly pertain to the office.

Section 2. Vice President. Performs the duties and exercises the powers of the President or President-Elect in the absence or disability of the President or President-Elect. Performs such other duties as may be prescribed by the Board of Directors or these bylaws.

Section 3. President-Elect. Attends all meetings of the Board of Directors in order to become familiar with the procedures of the Club. Serves as the program committee chairman and makes the necessary arrangements for meetings.

Section 4. Secretary. Keeps the minutes of all meetings of the Club and Board of Directors. Copies approved minutes into books for a permanent record. Serves as custodian of all the records and documents belonging to the Club, countersigns all citations, certificates, letters, testimonials, certifies all official acts of the Club in conjunction with the President.

Section 5. Treasurer. Receives and serves as custodian of all moneys of the Club, signs all checks, renders a monthly financial status report and, at the January meeting, submits a detailed report showing the various disbursements covering expenses and obligations incurred by the authority of the Club or the Board of Directors, and has charge of all books and other property of the Club. May be required to furnish a surety bond in the amount deemed sufficient by the Board of Directors to protect the interests of the Club, the premium of which shall be paid by the Club. At the expiration of the term of office, shall deliver to the successor all funds, papers and books pertaining to the office.

Section 6. Historian. Keeps records and details including press clippings, photographs, printed programs, projects proposed and undertaken by the Amigo Club, and submits these with a summary in written form to the Club in an annual report.

Section 7. Guest Housing Coordinator. Seeks housing for official Guanajuato guests and exchange students in Ashland and for Amigo Club members and exchange students in Guanajuato. Serves as an ex officio member of the Coordination Committee.

Section 8. Guanajuato Liaison. Makes and maintains connections between the club and the Guanajuato community and its educational and civic organizations, including the Guanajuato Amigo and the Ex-Alumnos clubs.

## ARTICLE VI

### Duties of the Board of Directors

Section 1. The Board of Directors of the Club shall function as the agent of the general membership in matters pertaining to the Club and is fully authorized to do business and act for the membership.

Section 2. Four members of the Board of Directors, one of whom shall be the President, shall constitute a quorum for the transaction of business. Any member of the Board of Directors may attend by telephone. Co-officers shall share a single vote in the Board of Directors.

Section 3. The Board of Directors shall, at each general membership meeting, render a report of its activities since the preceding meeting.

Section 4. Any action taken by the Board of Directors may be approved or rejected by the membership at a general membership meeting.

Section 5. The Board of Directors shall appoint a qualified accountant for the purpose of examining all books, papers and vouchers of the Club and present a written report at the end of the fiscal year.

Section 6. The Board of Directors shall set the fiscal year of the corporation.

## ARTICLE VII

### Standing Committees

Section 1. The following standing committees of one or more members shall be appointed by the President: Nomination, Membership, Budget and Finance, Program, Tour, Guanajuato Coordination, medical and dental, and others as deemed necessary.

Section 2. LINCS (Lazos Integrantes de Comunidades y Servicios).

a. Links all sectors of Ashland society involved in the Sister City relationship by maintaining lines of communication open between institutions, especially regarding Guanajuato visitors, trips to Guanajuato, exchange students and special events. Serves as a communications hub through regular contacts and email exchanges, and as a clearing house for special events and contacts between Ashland and Guanajuato.

## ARTICLE VIII

### Provisional

This Constitution, which serves as the Amigo Club bylaws, may be revised, amended, or added to by a majority vote of the membership present at a general membership meeting.

(Approved by membership vote on Oct. 18, 2009, at a meeting held at the residence of Leo and Marianne van Dijk.)