

BY-LAWS

Article 1

Name and Organization

Section 1.01 Name: The name of this nonprofit corporation shall be Interfaith Center for Peace and Justice.

Section 1.02 Organization: Members shall elect a Board of Directors to carry out specific functions and duties as outlined hereinafter. The Board shall elect, from among its members, a President, a First and a Second Vice-President, a Secretary, and a Treasurer, who shall together constitute an Executive Committee. The Executive Committee shall carry out routine affairs and make interim decisions during periods when the Board does not meet. It may make recommendations for action to the Board and/or the membership.

Article 2

Purpose and Goals

Section 2.01 Goals: This nonprofit corporation shall work to achieve the following goals: to educate others on issues of peace; to promote dialogue among people, churches, and local groups on ways to preserve and enhance life; and to find avenues for an effective nonviolent peacemaking as families, communities, and as a nation.

Section 2.02 General Purpose: This nonprofit corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Section 2.03 Limits: No part of the net earnings of the nonprofit corporation shall inure to the benefit of, or be distributed to its members, officers, or other private persons except that the nonprofit corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth as above. No substantial part of the activities of the nonprofit corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the nonprofit corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, this nonprofit corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the nonprofit corporation.

Upon dissolution of the corporation, the Executive Committee, after paying or making provision for the payment of all liabilities of the organization, shall dispose of any remaining assets only in ways that will serve those purposes which are set forth in these by-laws (abiding by those limits which were previously stated), or to such organizations which are formed and operated exclusively for charitable, educational, religious or scientific purposes and shall at the time qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Article 3

Members

Section 3.01 Members: A person shall be considered a member of this corporation if he or she contributes to the corporation or does volunteer work for the corporation.

Article 4

Meetings of Members

Section 4.01 Regular Meetings: Members shall conduct regular meetings from time to time, but no less frequently than once per year. Members shall hold an annual meeting during which they shall elect a Board of Directors. A meeting shall be called by the Secretary if at least ten members request a meeting. Members shall be notified by publication or in writing at least two weeks before any meeting.

Section 4.02 Organization, Quorum and Voting: At all meetings, the President, or in his/her absence, the First or the Second Vice-President, shall chair the meeting. Ten members present shall constitute a quorum. Each member who is present shall have only one vote on matters brought before the meeting. There shall be no vote by proxy.

Section 4.03 Nominations: Individuals may be nominated to serve on the Board of Directors by a nominating committee or by members who are present during the annual meeting. A member may nominate any other member to serve on the Board. A member need not be present at the annual meeting in order to be elected to the Board of Directors. If an individual who is elected is not present during the annual meeting, he or she may decline to serve. Election to the Board of Directors shall be by a majority of those present.

Article 5

Board of Directors

Section 5.01 Powers: All major affairs of the nonprofit corporation shall be managed and controlled by a Board of Directors, vested with appropriate powers to exercise these functions.

Section 5.02 Directors' Responsibilities Concerning Employees: The powers of the Board include the power to employ person(s) to serve the nonprofit corporation in such capacities as are deemed necessary. Any employee(s) shall be accountable to the Board of Directors. Under no circumstances shall any person be employed by the nonprofit corporation if he/she is serving as a Member of the Board of Directors.

Section 5.03 Personnel Policy: The Board of Directors shall formulate and publish a personnel policy, which shall govern the employment, compensation, and removal of such employee(s) as the corporation may employ.

Section 5.04 Number of Directors: The number of directors constituting the Board of Directors shall be thirteen to fifteen.

Section 5.05 Youth Director: The Board may appoint a Youth Director, who shall have voting privileges and shall serve for a one year term.

Section 5.06 Term of Office: Directors other than the Youth Director shall be elected by members to serve a three year term of office. However, at the first election one-third of the directors shall be elected for three year terms, one-third of the directors shall be elected for two year terms, and one-third of the directors shall be elected for one year terms.

Section 5.07 Vacancies: Vacancies on the Board that occur between annual meetings may be filled by a majority vote of the Board. The term of any Board member appointed to fill a vacancy will extend to the next annual meeting.

- Section 5.08 Voting: Each director shall have only one vote on matters coming before the Board. Votes shall be taken at regular Board meetings except in extraordinary circumstances, when a vote may be taken by electronic means.
- Section 5.09 Removal: Any director missing three consecutive meetings of the Board of Directors, without reasonable notice or cause, will be considered inactive and may be removed from his/her seat on the Board by a vote of the Board.
- Section 5.10 Regular Meetings: The Board of Directors shall meet regularly, ordinarily monthly, but no less frequently than once every three months. Directors shall be informed in advance by the Executive Committee of all important business which shall come before the Board.
- Section 5.11 Quorum: A quorum shall consist of seven directors. A majority vote of all directors (not just a majority vote of those present) shall be necessary to remove officers, employees, or Board members.
- Section 5.12 Emeritus Directors: The Board may appoint from time to time Emeritus Directors, who have performed extraordinary service to the nonprofit corporation. These Directors shall be invited to Board meetings, but shall not have voting privileges or count toward a quorum. Emeritus Directors are appointed for life.
- Section 5.13 Annual Reports: An annual report shall be presented by the Board of Directors to members of the corporation at the annual meeting. Members shall be informed of any important decisions of the Board, including, but not limited to: finances, projects, policies, peace issues, growth in membership, problems facing the corporation, changes in by-laws or procedures, accomplishment of educational or other goals, money raising ideas and activities, etc. Members shall have the right to be informed on all matters concerning the corporation.

Article 6

Committees

- Section 6.01 Committees: Committees, other than the Executive Committee, shall be appointed as necessary by the Board of Directors. Committee members need not be Directors. All Committees shall report their work to the Board at Board meetings.

Article 7

Officers

- Section 7.01 Titles and Qualifications: The officers of the non-profit corporation shall include a President, a First and a Second Vice-President, a Secretary, a Treasurer, and such other officers as may be needed. The officers shall have the powers and perform the duties set forth herein. The President, Secretary, and Treasurer may not hold two or more offices at the same time. Any other officer(s) may hold two or more offices concurrently.
- Section 7.02 Election and Term of Office: The officers shall be part of the Executive Committee and shall be elected by the Board. Officers shall serve one year terms.
- Section 7.03 Resignations: Any officer may resign his/her position provided that he/she notifies the Board of Directors of his/her intention to resign.
- Section 7.04 Removal: An officer may be removed at any time if a majority of all directors vote for the removal.

- Section 7.05 Vacancies: Vacancies may be filled by a special election of the Board of Directors.
- Section 7.06 The President: The President shall be the chief executive officer of the nonprofit corporation and, subject to the control of the Board of Directors, shall have general supervision, direction and control of the business of the nonprofit corporation. In addition to all of the general powers and duties of management usually vested in the office of President of a nonprofit corporation, not inconsistent with these by-laws, the President shall have the following duties:
 a) The duty to preside at all meetings of the membership of the nonprofit corporation;
 b) The duty to participate as an ex-officio member of all committees;
 c) The duty to sign all records and documents whereunto his/her signature shall be lawfully required.
- Section 7.07 The Vice-Presidents: The First Vice-President, in the absence of the President, shall assume all of the powers assigned to the President in Section 7.06. The Second Vice-President shall serve in the absence of the President and First Vice-President and shall be responsible for identifying and recruiting potential members of the Board. The Vice-Presidents shall have such other powers and duties not inconsistent with these by-laws as may be assigned to them from time to time by the President or Board of Directors.
- Section 7.08 The Secretary: The Secretary shall keep records of the minutes of all meetings of the membership of the corporation, the Board of Directors, and all committees of the corporation. The Secretary shall see that all notices are given in accordance with these by-laws; shall keep an up-to-date list of members of the corporation; and shall perform all other duties not inconsistent with these by-laws.
- Section 7.09 The Treasurer: The Treasurer shall be bonded, at the option of the Board of Directors, in an amount established by the Board of Directors. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the non-profit corporation and shall:
 a) Have care of, receive, and give receipts for, monies dues and payable to the corporation;
 b) Deposit all monies in the name of the nonprofit corporation into designated banks, trust companies, or other financial institutions;
 c) Keep the books and accounts of the corporation;
 d) Make periodic financial reports and be generally accountable to the Board of Directors.
- Section 7.10 Records: The records of the nonprofit corporation shall be kept by the Secretary and shall be open to inspection by members at any time. Members shall be encouraged to avail themselves of this opportunity. Past records shall be deposited by the Secretary from time to time in the Archives of the Gettysburg College Library in accordance with the corporation's Document Retention and Archive Policy.

Article 8

Compensation of Directors and Officers

- Section 8.01 Compensation of Directors and Officers: The directors and officers of the nonprofit corporation shall serve as such without salary, but the Board of Directors may authorize the payment by the nonprofit corporation of reasonable expenses incurred by the directors in the performance of their duties and of reasonable compensation for special services rendered by any director.

Article 9

Amendment of By-Laws

Section 9.01 Amendment of By-Laws: These by-laws shall be amended only by two-thirds vote of all members at a meeting specifically called for this purpose and adequately advertised. All members shall be given at least two weeks' notice of such meeting.

Article 10

Nondiscrimination

Section 10.01 Nondiscrimination: This nonprofit corporation shall not discriminate or account of race, creed, sex, religion, national origin, or for any other purpose or reason. The Interfaith Center for Peace and Justice shall be open to all persons.

Article 11

Director, Officer, and Member Liability

Section 11.01 Director, Officer, and Member Liability. No person who is now, or who later becomes, a director, officer or member shall be personally liable for any covenants, stipulations, promises, agreements and obligations of this nonprofit corporation, and no recourse under or upon any covenants, obligations, stipulations, promises, and agreements shall be had against any past, present or future director, officer, or member; and any and all creditors of the nonprofit corporation shall look only to the assets of the nonprofit corporation for payment.

Adopted 1985; amended November 3, 1998; revised 2017 and approved as revised November 4, 2017.