

BY-LAWS

Article 1

Name and Organization

Current text

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, Vice-President, Secretary, Treasurer, and three other persons 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.

Summary of proposed changes: (1) Addition of a Second Vice President; (2) Executive Committee is limited to officers; (3) Executive Committee may make recommendations to Board or membership. Note: Executive Committee has not functioned as described in more than 25 years.

Proposed revised text

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

Current text to be left unchanged

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.

Reason for not making changes to this article: Substantive changes would probably have to be approved by the state and might require filing new incorporation papers, a difficult and costly process. While the statement of goals in Section 2.01 has been described as too narrow, it can be plausibly stretched to include the organization's current goals.

Article 3

Members

Current text

Section 3.01 Members: A person shall be considered a member of this corporation if he or she either:

- a) Pays a set amount as dues to the corporation as determined by the corporation; or
- b) Does volunteer work for the corporation on a regular basis. A person shall be considered a member for as long as he/she volunteers his/her services to the corporation.

Proposed revised text

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.

Summary of changes: (1) No set dues; (2) The rest is simplified.

Article 4

Meetings of Members

Current text

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 and a five-member Nominating Committee. A meeting shall be called by the Secretary if at least ten members request a meeting. Members shall be notified 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 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. Individuals may be nominated to serve on the Board of Directors by the Nominating Committee or by members who are present during the annual meeting. A member may nominate any other member to serve on the Board. Any member who is nominated will have the right to decline the nomination. A member need not be present at the annual meeting in order to be elected to the Board of Directors. However, membership on the Board of Directors shall be voluntary and if an individual is elected, and is not present during the annual meeting, he or she may decline to serve. Election to the Board of Directors shall be by a relative majority.

Summary of changes: (1) Nominating Committee is not mentioned. It has not been elected in more than 25 years. We proposed not to have it be a standing committee but to be formed as needed by the Second Vice President, who will be in charge of identifying and soliciting potential Board members. See Section 7.07 below. (2) Second Vice President may chair meetings of membership. (3) Separate section on nominations created. Language simplified.

Proposed revised text

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

Current text

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 fifteen. Any church or organization which has contributed three hundred dollars or more to the nonprofit corporation may nominate a candidate to be included among those nominated for election to the Board of Directors at the next annual meeting.

Section 5.05 Term of Office: Directors 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

Proposed revised text

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. The Youth Director shall serve in addition to the thirteen to fifteen directors specified in Section 5.04.

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.

Article 5 current text continued

Section 5.06 Voting: Each director shall have only one vote on matters coming before the Board.

Section 5.07 Removal: Any director missing three consecutive meetings of the Board of Directors, without reasonable notice or cause, shall be removed from his/her seat on the Board.

Section 5.08 Regular Meetings: There shall be quarterly meetings of the Board of Directors. Directors shall be informed in advance by the Executive Committee of all important business which shall come before the Board.

Section 5.09 Quorum: A quorum shall consist of a majority of all directors. A majority vote of all directors (not just a majority vote of those present) shall be necessary to remove officers or employees.

Section 5.10 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 5 proposed revised text continued

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.

Summary of changes to Article 5

(1) The number of directors is made more flexible, 13 to 15 instead of always 15. We have at times had trouble finding 15 people to serve on the Board. (2) We propose to delete the seldom-used provision for churches to nominate candidates for the Board. Any member of ICPJ may nominate candidates and may do so on behalf of a church. (3) There is a provision for a Youth Director. We have had them for many years, but there has been no provision for them in the By-laws. (4) The Board may vote electronically in extraordinary circumstances (currently, that would be by email). (5) Directors who miss three consecutive meetings may be removed but don't have to be removed. It has not been the practice to remove them automatically. (6) A quorum is specified as 7 rather than half the Board; this is a way of addressing the difficulties we have faced in gathering a quorum. (7) The normal frequency of Board meetings is specified as monthly, as has been the practice for at least 25 years. (8) In response to a suggestion, we are proposing a new category of Emeritus Director for those who have given extraordinary service on the Board; these individuals would ordinarily receive agendas and minutes of meetings and would be invited to attend as non-voting participants.

Article 6

Committees

Current text

Section 6.01 Executive Committee: The Board of Directors shall elect, from among directors, an Executive Committee of seven members (as enumerated in Section 1.02 above). Executive Committee members shall serve one year terms. The Executive Committee shall meet regularly, and shall meet more frequently than the Board of Directors. The Executive Committee shall be responsible for carrying out routine affairs and making interim decisions when the board does not meet. The Executive Committee shall report to the Board of Directors at regularly scheduled meetings of the Board.

Section 6.02 Removal: Any member of the Executive Committee missing three consecutive meetings of the Committee, without reasonable notice or cause, shall be removed from the Committee. An officer losing his/her position on the Executive Committee for failure to attend meetings of the Committee shall be removed as an officer of the corporation.

Section 6.03 Vacancies: Any vacancy on the Executive Committee shall be filled by a special election among Board Members.

Proposed revised text

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 6 current text continued

Section 6.04 Nominating Committee: A Nominating Committee of five members shall be elected by the members at the annual meeting. The Nominating Committee shall meet as needed to make nominations to fill vacancies that may occur between annual elections.

Section 6.05 Quorum: In the Executive Committee and in the Nominating Committee, a quorum shall consist of an absolute majority.

Section 6.06 Personnel Committee: A Personnel Committee shall be established by resolution of the Board. The Committee shall be responsible for recommendations regarding potential employees and personnel policies. The committee shall also be responsible for an annual evaluation of all employees of the nonprofit corporation. The Board, in its resolution creating the Committee, shall determine number of members of the committee, terms of service, quorum, etc.

Section 6.07 Other Committees: The Board of Directors may create other committees as needed. Committee members need not be Directors. All Committees shall report their work to the Board at Board meetings.

Summary of changes to Article 6: All standing committees except the Executive Committee are eliminated. Committees may be formed as needed. Text on the Executive Committee is in Section 1.02 and not repeated here.

Article 7

Officers

Current text

Section 7.01 Titles and Qualifications: The officers of the non-profit corporation shall include a President, Vice-President, Secretary, 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.

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.

Proposed revised text

Article 7 current text continued

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 has presented his/her resignation in writing to the Board and that such resignation has been accepted by the Board of Directors.

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 and officer 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-President: The Vice-President, in the absence of the President, shall assume all of the powers assigned to the President in Section 7.06. The Vice-President shall have such other powers and duties not inconsistent with these by-laws as may be assigned to him/her from time to time by the President or Board of Directors.

Article 7 proposed revised text continued

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.

Article 7 current text continued

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, the Executive Committee, the Nominating Committee, the Personnel Committee, and all other 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 dues-paying 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 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) Notify members when dues, if any, are payable and/or delinquent;
- e) Arrange for an annual audit;
- f) Make periodic financial reports and be generally accountable to the Executive Committee and Board of Directors.

Section 7.10 Records: The records of the nonprofit corporation shall be kept at the office of the corporation and shall be open to inspection by members at any time. Members shall be encouraged to avail themselves of this opportunity.

Summary of changes to Article 7: (1) First and Second Vice Presidents listed among officers (7.01). (2) Officers do not need to submit resignation in writing (7.03). (3) Text had said President had control of “the business and officer of the nonprofit corporation.” “Officer” was probably a typo for “office,” but, as we no longer have an office, we decided to delete the words. Should we ever acquire an office, it would be covered under “business” anyway (7.06). (4) The powers of the First and Second Vice-Presidents are specified, with the Second Vice-President given responsibility for identifying and recruiting potential Board members (7.07). (5) Specific committee names are omitted from the list of the Secretary’s

Article 7 proposed revised text continued

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.

responsibilities for record-keeping. “Dues-paying” is omitted from “list of members” (7.08). (6) The requirement for the Treasurer to be bonded is deleted; ICPJ Treasurers have not been bonded in recent years, and bonding is quite expensive. Treasurer may be bonded at the discretion of the Board (7.09). (7) Treasurer does not have to send overdue dues notices or arrange for annual audit, and is accountable to the Board only (7.09). (8) Since there is no office in which to retain records, the Secretary retains recent records, and past records are archived as specified in our Document Retention and Archive Policy (7.10).

Articles 8, 9, and 10 are unchanged:

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.

The wording of Article 11 is unchanged, but this text was previously labeled “Amendment 1,” having been approved by the membership in 1998.

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.