

WESTERN NEW YORK PEACE CENTER Inc.

By-Laws

Article I NAME AND PURPOSE

Section 1.01. Legal Name. Western New York Peace Center, Inc.

Section 1.02. Purpose. The WNY Peace Center, Inc. is a 501(c)(3) non-profit membership organization dedicated to the promotion of peace through justice at home and abroad. The organization works to achieve its purpose through taskforces created to address particular issues and areas. These efforts are determined by the interests of the organization's members and are approved by the Coordinating Board.

Article II MEMBERS

Section 2.01. Membership. Membership in the Western New York Peace Center shall be open to all without regard to gender, gender identity or expression, sexual orientation, age, color, race, religious or political belief or affiliation, formal educational level, or condition of restraint within any institution.

Section 2.02. Dues. Membership categories and dues shall be set by the Coordinating Board of the organization.

Section 2.03. Annual Meeting. There shall be an Annual Membership Meeting which shall be held at a time and place designated by the Coordinating Board. The agenda for the annual meeting shall include (1) election of new members to the Coordinating Board, (2) presentation of the budget for the coming year, (3) review of the work of the past year, and (4) examination of new areas of concern.

Section 2.04. Special Meetings. Special membership meetings may be called from time to time by the Coordinating Board at such times and places designated by it, or by written request from a minimum of ten members of the organization. Meetings so requested shall be called within six weeks after receipt of the request.

Article III AUTHORITY AND DUTIES OF COORDINATING BOARD

Section 3.01. Authority of the Coordinating Board. The regular business and affairs of the WNY Peace Center shall be conducted by a Coordinating Board. The Coordinating Board shall be established as hereinafter provided, and shall act subject to the action of the membership. The power to conduct the regular business and affairs of the organization includes expending all sums of money reasonably necessary to carry out the programs and policies of the organization, and the determination of program and policies which will tend to promote the purposes of the organization. The Coordinating Board shall

be responsible for (1) selecting new staff, (2) hearing and resolving personnel problems, (3) determining policy matters, (4) providing leadership on committees, and (5) overseeing the organization's financial responsibilities.

Section 3.02. Number and Selection. The Coordinating Board shall consist of the Executive Director (non-voting), twelve (12) Coordinating Board members elected by the membership as a whole, and one representative chosen by Riverside-Salem United Church of Christ. All prospective board members must be approved by the standing board and the membership at the annual meeting.

Section 3.03. Service Term. Except as hereinafter provided, elected Coordinating Board members shall serve for a three (3) year term, and thereafter until their successors are chosen and qualified. An elected Coordinating Board member who has served a full three-year term shall not be eligible for re-election until one year after the expiration of such term.

Section 3.04. Removal. A Coordinating Board member may be removed from office for cause by a majority vote of the board. Cause for removal shall be evidenced by, but not limited to, failure to attend two-thirds (2/3) of all regularly scheduled Coordinating Board meetings in one year. A Coordinating Board member may be removed for cause only after seven (7) days notice in writing and an opportunity to be heard before the board.

Section 3.05. Vacancies. The Coordinating Board may appoint members to fill vacancies on the Coordinating Board caused by resignation, death, failure to elect, removal from membership or office, disability or other cause. Any person so appointed shall, unless sooner removed, hold such office until the next regular election.

Section 3.06. Regular Meetings. The Coordinating Board shall meet at least once a month except during the months of July and August when at least one (1) meeting during those two months shall be called.

Section 3.07. Quorum. At any meeting of the Coordinating Board, a majority of the Coordinating Board members then in office shall constitute a quorum. A meeting may be adjourned if less than a quorum is in attendance. Decision making shall be by consensus with the opportunity of offering a minority opinion. If a decision must be made and cannot be reached by consensus, a vote will be taken. For passage, a simple majority is needed.

Section 3.08. Service Requirements at Annual/Quarterly Membership Meetings. Board members will be required to attend the Annual Membership Meeting, in addition to at least one Quarterly Membership Meeting each year as part of his/her service term.

Section 3.09. Member-Board Communication. It is the role of the Coordinating Board to clearly articulate the organization's mission, accomplishments, and goals to the public and garner support from the community. A report from the board via the Chair will go out to the membership on a quarterly or bimonthly basis via the *Peace Center Report*. The content of this report may vary per the discretion of the Chair. The Chair will be

provided a minimum of two weeks notice to submit this report. In return, members can communicate with the board via a separate email account to be checked on a regular basis by the Board Chair.

Section 3.10 Board Member Recusal. Board members are expected to recuse themselves from discussions and/or decisions which may represent a conflict of interest.

Section 3.11. Committees. The Peace Center Coordinating Board is a working board, responsible for staff and fiscal oversight, adherence to mission and vision, and successful implementation of strategic plans. Standing board committees are the vehicles for doing this work, which in addition to the Nominating Committee covered under separate provision in Article IV, include (1) Finance, (2) Fundraising, (3) Membership, and (4) Personnel. The Personnel Committee shall remain closed to non-Board member participation.

The **FINANCE COMMITTEE** shall (1) prepare an annual budget and (2) monitor income and expenses during the year.

The **FUNDRAISING COMMITTEE** shall be responsible for the fundraising needs of the Peace Center for both its general operations and project-related activities.

The **MEMBERSHIP COMMITTEE** shall (1) prepare an annual membership appeal, (2) monitor returns and follow up where necessary, and (3) develop outreach strategies for new members.

The **PERSONNEL COMMITTEE** shall (1) develop and review job descriptions of staff members, (2) handle grievances brought to the Board from staff, (3) coordinate the evaluation of the Executive Director, and (4) recommend compensation levels and benefits for staff members to the Coordinating Board.

Each board member is obliged to serve on at least one committee. Each committee requires at least one board member. A board member may serve on more than one committee. If the only board member on a committee leaves the board, another board member must take his/her place in a timely fashion. Each committee shall report to the full Board on a monthly basis. Additional committees may be established at the discretion of the Coordinating Board.

Article IV NOMINATION AND ELECTION OF COORDINATING BOARD MEMBERS

Section 4.01. Formation of Nominations Committee. Four (4) months in advance of the Annual Membership Meeting, the Coordinating Board shall appoint up to five (5) members of the organization in good standing for at least two (2) years to constitute a Nominations Committee. The Nominations Committee shall designate one (1) of their number to be Chair of the Nominations Committee. The Chair of the Nominations Committee shall organize a mailing to the full membership at least three (3) months prior to the Annual Meeting announcing the formation of the committee and asking for suggestions for nominations.

Section 4.02. Candidacy. The Nominations Committee shall prepare a ranked list of candidates for the seats to be filled and shall present this list to the Coordinating Board prior to the board meeting that takes place two (2) months before the Annual Membership Meeting. The Coordinating Board shall choose a slate of candidates from this list, equal in number to the number of available seats, and announce it to the membership within one (1) week.

Section 4.03. Candidacy by petition. Any member in good standing not included in the announced slate may become a candidate by collecting on a nominating petition the signatures of at least twenty-five (25) members in good standing and submitting the completed petition to the office of the organization prior to the final board meeting before the Annual Meeting. Blank petition forms shall be made available on request.

Section 4.04. Election of New Members. The final list of candidates, including both those included in the board slate and those nominated by petition, shall be announced in the written notice of the Annual Meeting, along with a brief statement from each candidate. The election shall take place at the Annual Meeting; all attendees who are members in good standing, or were as of the most recent December 31, are eligible to vote. If there are more candidates than available seats, the election shall be by written ballot, with each voter entitled to vote for any number of candidates up to the number of available seats. If the number of candidates is equal to or fewer than the number of available seats, the election may be conducted by voice vote.

Article V OFFICERS

Section 5.01. Officers. The officers of the Coordinating Board shall be the Chair, Vice Chair, Treasurer and Secretary.

Section 5.02. Election and Terms of Officers. Officers shall be elected by the Coordinating Board at the first meeting following the Annual Membership Meeting. Their terms of office shall be one year, or until their successors are duly elected. A person may serve a maximum of two (2) years in one (1) office during a three-year term.

Section 5.03. Duties.

The **CHAIRPERSON** shall (1) preside at all Coordinating Board meetings and membership meetings, and (2) present a report of Coordinating Board activities at the annual membership meeting.

The **VICE CHAIRPERSON** shall perform the duties of the chair when the chairperson is absent.

The **TREASURER** shall (1) review disbursements to ensure that they are in accordance with the budget, (2) serve on the finance committee, and (3) see that the budget is prepared and presented at the Annual Membership Meeting.

The **SECRETARY** shall (1) see that the minutes of Coordinating Board and membership meetings are prepared and distributed to all members of the Coordinating Board, (2) see that the minutes of Coordinating Board and membership meetings are available to the membership, and (3) see that notice of all board meetings and membership meetings is provided in a timely manner.

Article VI STAFF

Section 6.01. Hiring. The Coordinating Board may appoint staff as they deem proper and necessary for the operations of the organization.

Section 6.02. Staff Responsibilities, Composition and Salaries. The Coordinating Board shall appoint an Executive Director who shall serve as the chief administrative officer of the organization and who shall serve in a non-voting, ex-officio capacity to the Coordinating Board and its committees. He/she shall be responsible for effectuating the purposes of the organization and ensuring proper and compliant implementation of board policies and directives. The Executive Director is responsible for general charge of the day-to-day affairs of the organization and is the principal staff support person for the Coordinating Board.

The Personnel Committee will be responsible for the creation and amendment of staff responsibilities. Staff size, composition and salaries will depend on the program and financial status of the Peace Center. The Coordinating Board is responsible for setting compensation and benefits for all employees of the organization, in consultation with its Finance and Personnel Committees.

Section 6.03. Additional Provisions. Additional provisions for staff evaluations, workplans, frequency of pay, holidays, vacation time, sick/emergency leave, personal days, leaves of absence, evaluation, health insurance, pension, grievance procedures and termination of employment are described, in detail, in the organization's Personnel Policies under separate cover.

Article VII TASKFORCES

Section 7.01. Function. Taskforces are the vehicle the organization uses in its issue work. The formation of taskforces is initiated by members and approved by the Board.

Section 7.02. Yearly Strategic Plan. Taskforces shall be required to submit a twelve-month plan with goals and objectives for the calendar year. A minimum of one (1) staff and one (1) Board member will be assigned to walk taskforces through the strategic planning process during the fourth (4th) quarter of the year for submission to the board by November 30th for approval. Approved plans will take effect January 1st.

Section 7.03. Monthly Meetings. A Board member will check in with his/her

designated taskforce each month for an update on current activities. The designated Board member will then report back to the board during its monthly meeting, with an accompanying board report.

Section 7.04. Board Reports. Each month, taskforces will be required to submit a written report to the board. These reports can be either (1) a brief, one-page update on goals and objectives for the month, or (2) copies of the minutes from that month's meeting(s).

Section 7.05. Visits to Elected Officials. To minimize overlap and better manage advocacy efforts, all visits to elected officials will be coordinated by a designated staff member or intern.

Section 7.06. Mid-Year Meeting. A minimum of two (2) representatives from each taskforce will be required to meet with the Executive Director and designated Board and staff members once a year during an annual mid-year taskforce meeting. The mid-year taskforce meeting will be used to touch base as an organization about (1) each taskforce's efforts to achieve the Peace Center's mission; and (2) build and strengthen collaboration among taskforces.

Section 7.07. "Umbrella" Campaign. Taskforces are asked to help identify and participate in organization-wide campaigns to unite the complete battery of the Peace Center's work at the Board's discretion.

Article VIII INDEMNIFICATION

Every member of the Coordinating Board, its officers and paid employees of the organization may be indemnified by the organization against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the organization, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the organization. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

Article IX RECORD KEEPING AND FISCAL YEAR

Section 9.01. Recordkeeping. Records of the activities and transactions of the organization shall be kept at the office of the organization. These shall include membership and financial databases, a copy of the Certificate of Incorporation, a copy of these bylaws, and all minutes of meetings of the Coordinating Board.

Section 9.02. Fiscal Year. The fiscal year of the organization shall be January 1-December 31, but may be changed by resolution of the Coordinating Board.

Article X AMENDMENTS

These By-Laws may be amended by a majority vote of the membership present at the Annual Membership Meeting or at a special meeting of the membership, provided that written notice of the proposed amendment shall have been mailed to all members at least seven (7) days prior to such meeting.