

# BYLAWS OF PROMOTING ENDURING PEACE, Inc.

*Approved December 10, 2007 • Amended by the Board of Directors February 9, 2021*

DRAFT 27 JUNE 2021

## **Section A: Purposes**

The purposes of Promoting an Enduring Peace, Inc. (hereafter Promoting Enduring Peace or PEP) are to:

1. promote an enduring world peace through the convergence of the movements for planetary harmony and international peace and social justice founded on worldwide disarmament, sustainable social institutions, and universal environmental practices.
2. conduct and support peace education, citizen diplomacy, and the development of peace strategies and visions in collaboration with other organizations whose activities are consistent with those purposes.
3. disseminate facts and informed commentary promoting those purposes and the principles of the Gandhi Peace Award, the Charter of the United Nations, the International Declaration of Human Rights, the Declaration of Peace as a Human Right, and the Green New Deal.

## **ARTICLE II. OFFICES**

### **Section A: Headquarters**

The headquarters shall be in a location chosen by agreement of the Board of Directors of PEP, who shall be reachable by–electronic mail at office@pepeace.org–

## **ARTICLE III. MEMBERSHIP**

### **Section A: Classes of Membership**

The Board of Directors of PEP (herinafter the Board) shall establish and maintain the criteria for voting and non-voting classes of membership and the procedures for their selection. Only members of the Board shall be voting members of PEP except as otherwise provided herein.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section A: Powers of the Board of Directors**

The Board of Directors shall be authorized to:

1. elect the members of the Board of Directors and create other kinds of membership..
2. call regular and special meetings of Promoting Enduring Peace for any purpose as herein provided.
3. generally have and exercise full power in the management and control of the business and affairs of Promoting Enduring Peace.

### **Section B: Voting Requirements of the Board of Directors**

The Board shall make its decisions by majority vote, except that a unanimous vote minus one of all members of the Board, present in person or by electronic means or represented by proxy, shall be required to ratify any resolution or motion intended to:

1. amend the certificate of incorporation or these Bylaws.
2. dissolve PEP as a corporation or other legal entity or merge it into a separate entity.
3. create additional classes of voting membership.
4. transfer ownership of ten percent (10%) or more of its assets to another entity in any given fiscal year.
5. create a new legal entity for which PEP is to be responsible and liable.

#### **Section C: Members of the Board of Directors**

The Board of Directors shall have no less than four members and no more than fifteen members, each of whom shall be a voting member of Promoting Enduring Peace by right of serving as a member of the Board.

#### **Section D: Adding Members to the Board of Directors**

1. Any member of the Board may nominate another person to become a member of the Board and thereby a voting member of Promoting Enduring Peace. Said nomination shall describe the nominee's past, present, and projected participation in programs and operations compatible with PEP's purposes and programs as stated herein.
2. The Board, by unanimous vote minus one, shall accept or reject any such application and shall inform the nominee of the outcome and the reasons for acceptance or rejection.
3. The total number of the members of the Board of Directors shall be increased by no more than two members during any calendar year, not counting replacements for departing members.
4. Any Board member may resign at any time by written declaration, including one sent by electronic means, which shall take effect upon receipt by the Secretary, who shall notify the sender and the Board of Directors of its having been received and accepted.

#### **Section E: Meetings of the Board of Directors**

1. The Board of Directors shall meet at least six times per year, at such times and places as the President may determine in concurrence with the Board, to be considered regular Board meetings. All members are expected to attend each entire meeting in person or via electronic means. Failure to attend regular meetings shall constitute grounds for consideration of revocation of Board membership status.
2. Special Board meetings shall be called at any time by the Secretary upon the direction of the President and shall be considered special Board meetings and not regular meetings.
3. Notice of all regular and special meetings of the Board of Directors shall be delivered to each Board member, including via telephone or electronic means, specifying the date, time, and location at least two days before the date of the meeting.
4. The number of Board members present to constitute a quorum shall be one-half of the total membership of the Board, with a minimum of three, whether present in person or by electronic means or by signed proxy vote. Fewer than a quorum shall adjourn from time to time until a quorum be present.

#### **Section F: Term Length and Vacancies**

1. Board members shall have no specific term limits except by mutual agreement, and a Board member may continue to serve until unable or unwilling to do so except as provided below.
2. Vacancies in the Board's membership may be filled by a unanimous vote minus one of the remaining Board members whether present in person or via electronic means.

3. Membership in the Board of Directors shall be reviewed annually as determined by the members of the Board.
4. A member may be removed from the Board by an eighty percent vote of the Board (rounded up) for sufficient cause as defined by the Board or as specified in PEP's Code of Ethics.

#### **Section G: Term Length, Suspension, and Expulsion**

1. A member may remain such if in compliance with the requirements of membership as set forth herein including the code of ethics and responsibilities of the Board of Directors.
2. A member of the Board may be removed from the Board temporarily or permanently for good and sufficient cause, after adequate notice and an opportunity to appear before the Board, and upon a three-quarters vote of the full membership of the Board. "Good and sufficient cause" shall include failure to attend Board meetings, violation of the Code of Ethics and Responsibility, or other failure to fulfill the duties of a Board member as provided herein.

#### **Section H: Ex-Officio Member of the Board of Directors**

The highest-ranking staff person appointed by the President shall be called the Administrator and shall be a non-voting (ex officio) member of the Board of Directors, and who shall not count in calculations for determining the quorum for any meeting or the percentage of affirmative voting.

### **ARTICLE IV. MEETINGS**

#### **Section A: Voting**

Each Board member shall have one vote at any meeting of the Board of Directors. In the event of a tie, the President may invite the Administrator, if present in person or by electronic means, to cast the tie-breaking vote.

#### **Section B: Annual Membership Meeting**

During the first quarter of each year, or as soon as possible thereafter, the President shall invite the Secretary to call for the Annual Meeting of Promoting Enduring Peace and shall request the Administrator to provide notice thereof to all PEP members (voting and non-voting). Only members of the Board may vote during said meeting, but all classes of membership are cordially invited to attend and participate.

During said meeting, the Administrator and the officers of PEP shall present:

1. a report of the accomplishments for the preceding year
2. a report on operations and programming anticipated for the coming year
3. a statement of PEP's financial condition and annual change of financial position
4. a report of changes in membership during the past year and plans for membership development
5. any other organizational matters as requested by the President.

#### **Section C: Special Membership Meetings**

Upon the direction of the President or by vote of one-third of the Board of Directors, a special meeting of the voting and/or non-voting members shall be called by the Secretary at which all members may participate and only members of the Board of Directors may vote except as otherwise provided herein.

## **Section D: Notice of Meetings**

The Secretary shall provide notice of all meetings, regular or special, to each Board member specifying the date, time, location, and relevant hyperlink (if any) and delivered not less than two nor more than thirty days before the meeting. Non-voting members shall be invited to observe said meetings at the President's discretion.

## **ARTICLE VI. OFFICERS AND STAFF**

### **Section A: Officers**

1. The officers shall be the President, Vice-President, Secretary, Treasurer, and Development Officer, each of whom shall be a voting member of the Board while holding said office. The Board of Directors may elect additional officers or combine positions as they deem beneficial.
2. The members of the Board may at their discretion designate the immediate past president as the President Emeritus, who shall continue to be a member of the Board of Directors for purposes of determining quorum counts and in general to participate as a voting member to the extent he or she prefers to do so, until and unless he or she becomes unwilling or unable to do so.

### **Section B: Powers of the Officers**

The President shall be the chief executive officer of Promoting Enduring Peace and shall be responsible for the direction of its affairs, to be carried out by staff and volunteers as approved by the Board. The Development Officer shall be concerned with organizational development, membership, and fundraising. The other officers shall have the powers and perform the duties that customarily pertain to their respective offices, and as may from time to time be prescribed by the Board of Directors.

### **Section C: Election of Officers**

Officers shall be elected by the Board members immediately following the annual meeting. A vacancy of any officer's position may be filled by the Board of Directors at any duly called meeting by a majority vote.

As soon as is convenient in the President's judgment after the annual meeting of members, the Board of Directors shall elect the officers of Promoting Enduring Peace and shall conduct such other business as may seem necessary or as may be directed by a majority of the members of the Board. In each case, the President shall set the terms, conditions, and title of office in consultation with those who will serve as officers.

## **ARTICLE VII. STAFF AND COMMITTEES**

### **Section A: Administration and Staff**

1. Upon approval of the Board of Directors, the President may hire or retain one or more persons qualified to serve as staff members and who shall not be voting Board members. The most senior staff member shall be addressed as the Administrator or another title proposed by the President and agreeable to that staff member.
2. The Administrator shall undertake to accomplish the duties assigned by the President and the Board and shall carry out or supervise day-to-day operations and shall represent the interests of the staff and volunteers.

### **Section B: Committees**

With the concurrence of the Board, the President may appoint from time to time such standing or temporary committees as deemed advisable, and each such committee shall exercise powers and perform duties as may be conferred upon it.

### **Section C:     Advisory Council**

There shall be a standing committee called the Advisory Council whose members shall be invited and appointed by the President.

1. Its membership shall be invited from among the distinguished members of the movements for sustainable peace, social justice, and environmental harmony.
2. Also, past Gandhi Peace Award laureates and other individuals who in significant ways are deemed to be qualified to advise Promoting Enduring Peace concerning its activities and programs and are willing to do so shall be considered for membership.
3. Also, past members of the Board of Directors and past staff persons shall be invited to become members of said Advisory Council by reason of their service.
4. Advisory Council members shall be entitled to participate in any meeting of Promoting Enduring Peace in a non-voting advisory capacity.
5. The powers of the Advisory Council shall be to advise the Board of Directors as requested by the President, who shall chair its meetings.

## **ARTICLE VIII. SPECIFICATIONS, LIMITATIONS, AND ETHICS**

### **Section A:     Fiscal Year**

The fiscal year of Promoting Enduring Peace shall begin on January 1 and end on December 31.

### **Section B:     Uses of Funds and Spending Limits**

1. The funds of Promoting Enduring Peace are to be used only for expenditures and investments specifically approved in advance by the Board of Directors, and all such expenditures and investments shall be intended to directly or indirectly advance the purposes stated in Section 1 of Article I of these Bylaws.
2. No officer or staff person may initiate a program requiring the expenditure of funds of Promoting Enduring Peace without the prior authorization of the Board.
3. No more than ten percent (10%) of the principal amount of the investment funds of Promoting Enduring Peace shall be withdrawn from said funds during any fiscal year unless otherwise authorized by a unanimous vote minus one of all Board members present in person or by electronic means or by proxy. Donations and other non-investment income received during the fiscal year that such withdrawal is made shall be exempt from said limitation.
4. No funds shall be paid at any time to any Board member for services as such, but direct expenses may be reimbursed, and fees may be paid for services not related to being a member of the Board.
5. Between Board meetings, three officers or two officers plus the Administrator may endorse declarations, co-sponsorships, and petitions in the name of Promoting Enduring Peace as long as doing so does not compromise PEP's perceived or actual independent status or standing.
6. Any such endorsement shall be reported immediately to the full Board during a Board meeting or prior to that via electronic means. If two or more members object, by electronic means or otherwise, the matter shall be tabled until the following Board meeting.

### **Section C:     Code of Ethics**

The Board of Directors shall adopt and maintain PEP's Code of Ethics and Responsibility, to which all members of the Board, staff persons, and other duly authorized agents of Promoting Enduring Peace shall subscribe in writing, signed copies of which shall be made available upon request.

#### **Section D: Liability Insurance**

Promoting Enduring Peace shall insure each Board member, officer, and paid staff person against personal liability related to participation in its activities and programs, except for liability incurred due to illegal acts or violations of the aforesaid Code of Ethics.

#### **Section E: Reports**

Promoting Enduring Peace shall prepare, present, and make available to anyone by request the annual financial report as described herein, in addition to such reports as may be required to maintain its status as a tax-exempt organization and grantee and to comply with the relevant provisions in these Bylaws and with any agreements made between Promoting Enduring Peace and any funding source or governmental authority.

#### **Section F: Transparency**

All documents of a financial nature available to the Board of Directors shall be available to any person upon written request to the President naming specific documents, unless granting such request is deemed by the President likely to violate policies or laws protecting an individual's rights of privacy.

### **ARTICLE IX. AMENDMENTS**

#### **Section A: Amendments**

Any member of the Board may propose during any regular meeting of the Board any amendment to these Bylaws, which shall be considered at the meeting of the Board held subsequent to the presentation of said proposed amendment.

#### **Section B: Enactment of Amendments**

An amendment shall be considered enacted and in force upon a unanimous affirmative vote minus one of all Board members present in person or by electronic means minus one.

### **ARTICLE X. DISSOLUTION**

1. Promoting Enduring Peace may be dissolved only as provided herein and in accordance with and as provided in the Certificate of Incorporation and consistent with the provisions of the Nonstock Corporations Act of the State of Connecticut.

[END]