

BYLAWS OF PROMOTING ENDURING PEACE, Inc.

Approved December 10, 2007 • Proposed to be amended by the Board of Directors September 2011

ARTICLE I. PURPOSES OF PROMOTING ENDURING PEACE

Section A: Purposes

The purposes of Promoting Enduring Peace are to:

1. promote an enduring world peace based on disarmament and sustainable social institutions and environmental practices through the convergence of international movements for peace, social justice, and planetary harmony.
2. conduct and support peace education, citizen diplomacy, peace awards, the development of peace strategies and visions, and 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 Charter of the United Nations, the International Declaration of Human Rights, and the Declaration of Peace as a Human Right.

ARTICLE II. OFFICES OF PROMOTING ENDURING PEACE

Section A: Headquarters

The headquarters shall be in a location chosen by agreement of the Board of Directors.

ARTICLE III. MEMBERSHIP

Section A: Classes of Membership

The Board of Directors shall establish and maintain the criteria for voting and non-voting classes of membership and the procedures for their selection.

Section B: Powers of Voting Members

The voting members of Promoting Enduring Peace shall be authorized to:

1. elect the members of the Board of Directors at the annual meeting of Promoting Enduring Peace;
2. call a special meeting of Promoting Enduring Peace for any purpose as herein provided in Article IV, Section 2 herein; and
3. ratify or decline to ratify any resolution of the Board of Directors proposing amendment of the certificate of incorporation or of these bylaws or merging with another entity or dissolving Promoting Enduring Peace.

Section C: Becoming a Voting Member

1. Any person may apply to become a voting member of Promoting Enduring Peace by sending to the Membership Committee, including via electronic mail, an application describing that person's past, present, and projected participation in the programs and operations of Promoting Enduring Peace. The Membership Committee shall either recommend to the Board of Directors that the application be accepted, or decline to do so.

2. The Board of Directors by majority vote shall accept or reject said recommendation and shall inform the applicant of the outcome and the reasons for acceptance or rejection.

Section D: Resignation of Voting Membership

Any voting member may resign from voting membership by written declaration, including via electronic mail, which shall take effect upon receipt by the Secretary, who shall notify the sender of its having been received.

Section E: Suspension and Expulsion

1. Any voting member may be suspended or expelled from Promoting Enduring Peace for good and sufficient cause, upon a majority vote of the Board of Directors.
2. Said suspension or expulsion shall stand unless reversed by a vote of a majority of the voting members present at any meeting of members, following due notice and the opportunity to appear at that meeting of members and to participate in the discussion prior to the vote of the members.

ARTICLE IV. MEETINGS OF THE VOTING MEMBERS

Section A: Annual Membership Meeting

The President shall call an annual meeting of the voting members and shall direct the Secretary to provide notice thereof to all members. There the President shall present a report of the accomplishments for the preceding year, the Vice-President shall report on operations and programming, the Treasurer shall present a statement of the financial condition of Promoting Enduring Peace, and the Secretary shall present a report of changes in membership and other organizational matters.

Section B: Special Membership Meetings

Special meetings of the voting members shall be called by the Secretary upon the direction of the President or of a majority of the Board of Directors, or upon the written request of one-third of the voting members.

Section C: Notice of Membership Meetings

The Secretary shall provide notice of all meetings of the voting members to each voting member, including via electronic mail, specifying the date, time, and location and delivered not less than ten nor more than thirty days before the meeting.

Section D: Membership Meeting Quorum and Voting

1. Each voting member shall have one vote.
2. The number of voting members necessary to constitute a quorum shall be ten voting members or one third of all of the voting members, whichever is the greater number, whether present in person or by signed proxy, but fewer than a quorum shall have the power to adjourn from time to time until a quorum be present.

ARTICLE V. BOARD OF DIRECTORS

Section A: Powers of the Board of Directors

The Board of Directors shall have and may exercise full power in the management and control of the business and affairs of Promoting Enduring Peace.

Section B: Members of the Board of Directors

The Board of Directors shall have no less than five members and no more than fifteen members, each of whom shall be a voting member of Promoting Enduring Peace.

Section C: Meetings of the Board of Directors

The Board of Directors shall meet at least four times per year, at such times and places as the President may determine. Additional meetings of the Board of Directors shall be called at any time by the Secretary upon the direction of the President.

Section D: Notice of Meetings of the Board of Directors

Notice of all regular and special meetings of the Board of Directors shall be delivered to each Board member, including via electronic mail, specifying the date, time, and location, at least two days before the date of the meeting.

Section E: Election of the Board of Directors

Board members shall be elected annually as specified in Article III, Section 2.

Section F: Vacancies in the Board of Directors

Vacancies in the Board of Directors occurring between annual meetings may be filled for the unexpired term by a majority vote of the Board members present at any meeting of the Board of Directors at which a quorum is present.

Section G: Quorum for the Board of Directors

The number of Board members necessary to constitute a quorum shall be one-half of the entire number of Board members regardless of vacancies, but fewer than a quorum shall have power to adjourn from time to time until a quorum be present.

Section H: Removal of Members of the Board of Directors

A Board member may be removed from the Board only for good and sufficient cause, after adequate notice and an opportunity to appear before the Board, and by a two-thirds vote of all Board members. "Good and sufficient cause" shall include, but not be limited to, failure to attend Board meetings, violation of the code of ethics and responsibility of Promoting Enduring Peace, and failure to fulfill the duties of a Board member as provided herein.

Section I: Ex-Officio Member of the Board of Directors

The highest-ranking staff member shall be a non-voting member of the Board, ex officio, who shall not count in calculations for determining either the membership of the Board or the presence of a quorum.

Section J: Election of Officers

As soon after the annual meeting of members as is convenient for a majority of the Board 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 voting members.

ARTICLE VI. OFFICERS AND STAFF

Section A: Officers

The officers shall be the President, Vice-President, Secretary, and Treasurer, each of whom shall be a member of the Board of Directors. The Executive Committee shall have power to create and fill additional offices and staff positions at any time with the approval of the Board of Directors.

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. 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 or the Executive Committee.

Section C: Election of Officers

Officers shall be elected annually at the annual meeting or immediately following, as provided herein in Article V. A vacancy may be filled by the Board of Directors at any meeting, or, in the interim between Board meetings, may be filled temporarily by a majority vote of the Executive Committee.

ARTICLE VII. COMMITTEES

Section A: Executive Committee

There shall be an Executive Committee comprising the officers. The highest-ranking staff member shall be a non-voting member, ex officio. The Executive Committee may designate other non-voting members of the Committee from time to time. The President shall act as its chairperson.

Section B: Powers of the Executive Committee

Subject to the will of the Board of Directors, the Executive Committee shall have the immediate charge, management, and control of the activities and affairs of Promoting Enduring Peace, with full power in the intervals between the meetings of the Board to do any and all things in relation to the affairs of Promoting Enduring Peace and to exercise any powers of the Board except such as may be required by law, by these Bylaws, or by Board policies or resolutions, to be exercised by the entire board.

Section C: Rules of the Executive Committee

The Executive Committee shall fix its own rules of procedure. It shall be deemed to be in continuous session and may act without formal notice of meeting. A quorum for the transaction of the business of the committee shall consist of a majority of its voting and non-voting members then in office.

Section D: Staff Member on Executive Committee

The highest-ranking staff member shall carry out or supervise day-to-day operations under the direction of the Executive Committee.

Section E: Other Standing Committees

There shall be additional standing committees for membership development, organizational and financial development, and leadership development. The membership of each shall be appointed and maintained by the Executive Committee. Each shall be chaired by a Board member and shall have a minimum of three members, at least two of whom shall be voting members of Promoting Enduring Peace, and each shall be governed by majority vote.

Section F: Advisory Council

There shall be an additional standing committee called the Advisory Council appointed and maintained by the Executive Committee comprising individuals considered to be distinguished members of the movements for a sustainable peace, social justice, and environmental harmony, or who in other significant ways are deemed to be qualified to advise Promoting Enduring Peace concerning its activities and programs. All past Board members shall be deemed members of this committee by reason of their service unless they decline. Advisory Council members are entitled to participate in any meeting of Promoting Enduring Peace in a non-voting advisory capacity, except they may vote at membership meetings if they are voting members of Promoting Enduring Peace.

Section G: Other Committees

The Board of Directors or the Executive Committee may appoint from time to time such other committees as they may deem advisable, and each such committee shall exercise such powers and perform such duties as may be conferred upon it.

ARTICLE VIII. SPECIFICATIONS AND LIMITATIONS.

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

The funds of Promoting Enduring Peace are to be used only for expenditures and investments specifically approved in advance by the Board of Directors or the Executive Committee, and all such expenditures and investments shall be consistent with the purposes stated in Section 1 of Article I of these Bylaws.

Section C: Code of Ethics

The Board of Directors shall adopt and maintain a code of ethics to which all voting members, staff members, and other duly authorized agents of Promoting Enduring Peace shall subscribe in writing, copies of which shall be made available to anyone upon request.

Section D: Liability Insurance

Promoting Enduring Peace shall insure each Board member, officer, and paid staff member 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 required by Article V, Section 8 herein, in addition to such reports as may be required to maintain its status as a tax-exempt organization and to comply with the relevant provisions in these Bylaws and with any agreements made between Promoting Enduring Peace and any funding source.

Section F: Transparency

The Treasurer and the Secretary shall provide to the Public Charities Unit of the Office of the Attorney General whatever information or reports it shall request in writing. All information, relationships, and activities of a financial nature available to the Board of Directors, without restriction, shall be available to any person upon written request for specific documents to the Secretary, unless granting such request is deemed likely to violate laws or policies protecting the individual right of privacy.

Section G: Limitations on Spending

1. No more than ten percent (10%) of the principal of the funds of Promoting Enduring Peace shall be withdrawn from said funds during any fiscal year unless otherwise authorized by a seventy-five percent (75%) majority vote of all of the Board members. Donations and other income received during the fiscal year such withdrawal is to be made shall be exempt from said limitation.
2. No funds shall be paid at any time to any member of the Board of Directors for his/her services as such, but direct expenses may be reimbursed, and fees for services not related to his/her position and membership in Promoting Enduring Peace may be paid.

ARTICLE IX. AMENDMENTS

Section A: Amendments

These Bylaws may be added to, amended, or repealed, in whole or in part, provided that no such modification shall be inconsistent with the stipulated judgment in the action entitled Promoting Enduring Peace vs. Blumenthal, Superior Court, Judicial District of New Haven, CV-06-4023630-S (October 22, 2007).

Section B: Proposing Amendments

Any voting member may propose any amendment to the Board of Directors, which shall be considered at the Board meeting subsequent to said proposal.

Section C: Enactment of Amendments

An amendment shall be considered provisionally enacted and in force upon a majority vote of three-quarters (75%) of all of the members of the Board of Directors, and shall be permanently enacted upon a majority vote of the voting members present at the ensuing annual meeting of the voting members. Should the majority of the voting members at said meeting not vote in favor of any amendment, it shall cease to be considered enacted and in force until and unless it shall be approved by a majority vote of the voting members at a subsequent annual membership meeting.

ARTICLE X. DISSOLUTION

Section A: Dissolution and Disposition of Assets

1. Promoting Enduring Peace may be dissolved in accordance with and as provided in the Certificate of Incorporation.
2. Upon the dissolution of Promoting Enduring Peace, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of Promoting Enduring Peace, shall dispose of all of the remaining assets of Promoting Enduring Peace by distributing them to any national organization whose purposes and activities are substantially similar to those of Promoting Enduring Peace and whose tax-exempt status has been recognized under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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