



# **Returned Peace Corps Volunteers of Washington D.C. Bylaws**

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## **Returned Peace Corps Volunteers of Washington D.C. Bylaws**

### **ARTICLE I – NAME, DURATION, OFFICE AND PURPOSE**

#### **Section 1: Name**

The name of the Corporation shall be “Returned Peace Corps Volunteers of Washington D.C.”

#### **Section 2: Duration**

The duration for which the Corporation is formed shall be perpetual.

#### **Section 3: Office**

The corporation shall have its permanent offices and headquarters in Washington D.C.

## **Mission and Purpose**

The Returned Peace Corps Volunteers of Washington D.C. (RPCV/W) will foster a collaborative, inclusive, and anti-racist community of RPCVs, family, friends, and supporters in the Washington D.C. area by providing a space for all RPCVs (including Black, Indigenous, People of Color) to engage, develop, and support and connect with one another while they adapt to the different phases of life. In addition, RPCV/W strives to provide opportunities for professional and personal development and provide service opportunities for its members with opportunities to give back to the D.C. community.

The purposes for which the Corporation is formed are to the extent consistent with Article Seven of the Articles of Incorporation:

- i. to undertake and sponsor activities designed to help assure realization of community service and building friendship globally in keeping with the values for which the United States Peace Corps (the “Peace Corps”) volunteers exemplify;
- ii. to inform and educate its members and the public on matters relating to international development and affairs, including in (but not limited to) those countries where the Peace Corps serves;
- iii. to provide support for policies and programming (e.g. professional development and mentoring) to maintain a strong and healthy environment for currently serving Peace Corps volunteers, Returned Peace Corps Volunteers, and the extended community;
- iv. to encourage continuing volunteer involvement of its members in serving the needs of their local communities;
- v. to affiliate (at the sole discretion of the Board of Directors and whether by integration of membership dues structures or otherwise) or otherwise cooperate with other organizations with organizational purposes in general agreement with those of the Corporation (e.g. the National Peace Corps Association);
- vi. To develop a membership base to assist in accomplishing the foregoing purposes; and
- vii. To foster a membership base and broader community that empowers, celebrates our diverse heritages, overcome isms, and enriches the Peace Corps community through our multicultural experiences.

vii. To undertake any other lawful purpose. In pursuing this purpose, the Corporation shall operate exclusively for educational, scientific and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, supplemented or superseded from time to time.

## **ARTICLE II – MEMBERSHIP, VOTING RIGHTS AND DUES**

### **Section 1: Membership**

The membership of the Corporation shall be composed of former Peace Corps volunteers, present and former Peace Corps staff, spouses and families of returned volunteers and staff, and other persons and entities interested in the Peace Corps, in each case paying membership dues in accordance with the membership dues structure established from time to time by the Board of Directors. Membership shall be open to all individuals regardless of race, ethnicity, religion, sex, national origin, political affiliation, sexual orientation, gender identity, marital status, disability, genetic information, age, personal appearance, gender identity or expression, family responsibilities, matriculation, source of income, place of residence or business, or social class.

### **Section 2: Voting Rights**

Each member shall be entitled to vote, but solely with respect to;

- (i) the election of Directors (other than an honorary Director) and
- (ii) any other matters specifically designated for membership vote by the Board or Directors in its sole discretion, it being expressly understood that any such vote may be conducted by mail and as otherwise provided for in the Bylaws of the Corporation.

### **Section 3: Dues**

Membership dues will be recommended by the Membership Chair and fixed by the Board of Directors. It is expressly understood that the dues may, at the discretion of the Board of Directors, include dues to an organization with which the Corporation affiliates as permitted by clause (v) of Section 4, Article I hereof.

### **Section 4: Delinquent Payment**

Any member in default of dues for 30 days after said dues are payable may be suspended from all privileges of membership.

## **Section 5: Membership Termination**

Any member may be expelled from membership by a vote of two-thirds of the voting Directors then in office, upon a determination by such Directors that the member has engaged in inappropriate action which it can reasonably be foreseen will injure the Corporation, provided such member shall have first been given written notice and shall have the opportunity to be heard at the meeting.

## **Section 6: Membership Withdrawal**

Any member wishing to withdraw from this Corporation may do so by submitting a resignation to the Membership Chair.

## **Section 7: Member Interest in Corporation**

Title to the funds and properties of the Corporation shall at all times remain vested in the Corporation and no member shall have or acquire any interest therein. Dues are not refundable.

# **ARTICLE III – MEETINGS OF THE MEMBERS**

## **Section 1: Annual Meeting**

The Corporation shall hold not less than one meeting (the “Annual Meeting”) per year. Failure to hold the Annual Meeting at the designated time shall not work a forfeiture or dissolution of the Corporation.

## **Section 2: Annual Meeting Purpose, Date, Notice**

The Annual Meeting shall be held in December (or at such other time as may be designated by the Board of Directors) for the purpose of announcing and confirming the elected Directors (other than honorary Directors) and for the discussion of such other business as may be brought before the meeting. Online voting by active members for the elected positions will occur prior to the Annual Meeting. The date and place shall be determined by the Board of Directors, and notice thereof may appear in a newsletter, letter, or other mailing sent to all members not less than 10 nor more than 90 days before the date of the meeting. Such notice shall invite members to make any suggestions they may have regarding the agenda but only the Board of Directors may set the agenda.

## **Section 3: Special Meetings**

Special Meetings of the members may be called only by the Board of Directors or by a petition signed by one-tenth of the members and delivered to the secretary of the Corporation. Such meeting shall be held at such place and at such hour as may be set forth in the notice of such meeting.

#### **Section 4: Special Meeting Notice**

Notice of any Special Meeting of the members shall be given to each member and may appear in a newsletter, letter, or similar mailing sent to all members not less than 10 nor more than 90 days before the date of such meeting. Notice of a Special Meeting shall state the object of the meeting and shall invite members to make any suggestions they may have regarding the agenda but only the Board of Directors may set the agenda.

#### **Section 5: Member Quorum, Voting**

At any meeting of the members the presence, in person or by proxy, of one twentieth of the members of the Corporation shall constitute a quorum for all purposes. For all purposes herein, in any case where a vote is conducted by mail a member who has cast their vote by mail shall be deemed to be present by proxy. In the absence of a quorum at any meeting, the meeting may be adjourned from time to time, by the vote of the majority of the members present in person at such meeting, without notice (except such notice as required by law), until a sufficient number of members requisite to constitute a quorum shall be present in person or by proxy. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. The affirmative vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Corporation and shall be sufficient for the adoption of any resolution, except as may be otherwise provided by law, the Articles of Incorporation or these Bylaws.

#### **Section 6: Meeting Chair**

The President, or in their absence the Vice President, or in the absence of the Vice President such person as may be chosen by the Board of Directors shall preside at and chair the meeting. The Secretary or, in their absence, a designate, as indicated by the person chairing the meeting, shall act as the secretary of each meeting.

#### **Section 7: Conferred Voting Rights**

Nothing contained in these Bylaws shall be deemed to confer upon the members any right to vote upon any matter other than the election of voting Directors and any other matter specifically designated by the Board of Directors in its sole discretion. Any meeting, whether Annual or Special, may serve as a forum through which the Board of Directors can consult with, and seek advice of, the members on issues of interest to the Corporation.

## **ARTICLE IV – BOARD OF DIRECTORS**

### **Section 1: Board of Directors**

The Business and affairs of the Corporation shall be governed by the Board of Directors. All Directors (other than honorary Directors) shall be members of the Corporation.

### **Section 2: Honorary Directors**

Not more than three honorary Directors may be elected by the Board of Directors to serve a one year term. Such honorary Directors may be members and shall have the full right to attend, and to participate in the discussions held at, any meeting of the Board of Directors. No honorary Director shall have the right to vote at any such meeting.

### **Section 3: Number of Directors, Time in Office**

The number of Directors of the Corporation (other than honorary Directors) shall be set by resolution of the Board of Directors but shall not be less than three nor more than twenty. Each Director (other than honorary Directors) shall serve for a term of one year and shall hold office until the next Annual Meeting or until their successor is elected or appointed and duly qualified.

### **Section 4: Board Vacancies, Filling by Vote**

Any vacancy occurring in the Board of Directors, and any directorship to be filled by reason of an increase in the number of Directors or resignation of a Director, may be filled by a vote of the majority of the Voting Directors then in office, even if they constitute less than a quorum, or by a sole remaining Director. Any Director so elected shall have full voting rights and shall be elected to serve until the next Annual Meeting or until their successor is elected or appointed and duly qualified. During the year, the organization allows for interim or special appointment positions as determined by the board to fill specific initiatives or immediate needs. Any interim position can be reviewed again by the board at the end of the calendar year.

## **Section 5: Regular Board of Director Meetings, Notice Requirement**

Regular Meetings of the Board of Directors shall be held not less frequently than every two months. Five days' notice of Regular Meetings of the Board of Directors shall be required. Such notice may be given in a written (including by resolution of the Board of Directors) or oral form. Regular Meetings shall be held at such place and time as designated in the notice of the Regular Meeting. The attendance of a Director at any Regular Meeting of the Board of Directors shall constitute a waiver of notice of such meeting. Meetings of the Board of Directors and of the members may be held jointly.

## **Section 6: Special Board of Director Meetings, Notice Requirement**

Special Meetings of the Board of Directors shall be held whenever called by direction of the President or by a majority of the voting Directors then in office. The Secretary shall give at least one days' written or oral notice of such Special Meeting. Unless otherwise required by law or by the Articles of Incorporation or by these Bylaws, the notice of any Special Meeting of the Board of Directors need not specify any purpose of such meeting, and, unless otherwise indicated in the notice thereof, any and all business may be transacted at a Special Meeting. The attendance of a Director at a Special Meeting of the Board of Directors shall constitute a waiver of notice of such meeting.

## **Section 7: Board Meetings, Quorum, Voting**

At all meetings of the Board of Directors a majority of the total number of voting Directors then in office shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. The affirmative vote of a majority of the voting Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors and shall be sufficient for the adoption of any resolution, except as may be otherwise provided by law, the Articles of Incorporation or these Bylaws. The Chairperson of the meeting shall vote with all other Voting Directors and shall not be limited to voting in cases of an equal division of the other Directors. Unless otherwise restricted by the Articles of Incorporation or these By-laws, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if written consent thereto is signed by all voting members of the Board or of such committee, as the case may be, and such consent is filed with the minutes of the proceedings of the Board or such committee. From time to time, an Executive Session may be called whereby the taking of minutes is suspended and unelected participants may be asked to excuse themselves subject to the discretion of the Chairperson.



Referring an item of business to an Executive Session may be proposed by any voting Director at any meeting of the Board of Directors and requires unanimous consent to be in order. The executive session may be held at the end of the meeting following regular business, and a general description of what was discussed shall be entered into the official minutes.

### **Section 8: Board of Directors Compensation**

The Board of Directors shall not be paid by the Corporation for expenses incurred in conjunction with attendance at any meeting of the Board.

### **Section 9: Cause and Removal of Board Members**

Any Director may be removed from office, with cause, by the affirmative vote of a majority of the voting Directors then in office. The failure of a voting Director to attend two consecutive Board meetings without reasonable justification may be considered cause for removal, at the discretion of the Board of Directors.

## **ARTICLE V – STEERING COMMITTEE; OTHER COMMITTEES**

### **Section 1: Steering Committee, Director Capacities**

The Board of Directors shall also constitute the Steering Committee (the term “Steering Committee” being synonymous with the term “Board of Directors”) and each Director (other than an honorary Director) shall serve in one of the following specified capacities (“Steering Committee Capacity”):

- (ii) the Vice-President
- (iii) the Treasurer
- (iv) the Secretary
- (v) Communications Director
- (vi) Community Service Director
- (vii) Culture Director
- (viii) Data Analytics and Knowledge Management Director
- (ix) Development Director
- (x) Mentoring Director
- (xi) Professional Development Director
- (xii) Social Director, and
- (xiii) Special Events Director

The foregoing list of Steering Committee Capacities may be modified by the Board of Directors from time to time and the Board of Directors may, at its discretion, provide for “co-chairs” when and if it deems appropriate.

Each Director, individually, shall have the responsibility for implementing the policies of the Corporation, as adopted by the Board of Directors, relating to their Steering Committee Capacity and may appoint, from among the members of the Corporation, such subcommittees as they shall deem appropriate for assisting in their area of responsibility.

## **Section 2: Elections, Nominations, Co-Chairs, Ballots, Voting**

Persons seeking to be elected by the members as a Director shall indicate (and ballots sent to the members shall likewise indicate) the Steering Committee Capacity in which such person desires to serve. Each member shall be entitled to vote for one Director (or, in instances where the Board of Directors has determined to provide for “co-chairs,” more than one Director) for each Steering Committee Capacity established by the Board of Directors. Any person duly elected by the members as a Director (including "co-chairs") shall be deemed elected as a voting Director having one vote. Members of the Executive Committee shall have a minimum of one term on the RPCV/W Board of Directors. In the case that no candidates meet this requirement, this requirement may be waived.

## **Section 3: Committee Creation, Requirements**

The Board of Directors may, from time to time, create and appoint such other committees, each to consist of two or more members, as it may determine. Each committee shall bear such name, have such powers, perform such duties and serve for such term as shall be determined by the Board of Directors to the extent not inconsistent with any applicable rule of law, the Articles of Incorporation or these Bylaws.

## **ARTICLE VI – OFFICERS**

### **Section 1: President**

The President shall serve for a term of one year. They shall be the chief executive officer of the Corporation. They shall have general and active responsibility for the business of the Corporation. They shall be an ex-official member of all committees and shall have the general duties relevant to the business of the Corporation. The President shall preside at all meetings of the members, the Board of Directors, and the Steering Committee.

## **Section 2: Vice-President**

The Vice President shall serve for a term of one year. They shall perform the duties and exercise the powers of the President during the absence or disability of the President. The Vice President shall perform such other duties as may be delegated to them by the President of the Board of Directors.

## **Section 3: Secretary**

The Secretary shall serve for a term of one year. The Secretary shall give notices required by law or resolution. The Secretary shall keep minutes of the proceedings of the members, the Board of Directors and the Steering Committee. The Secretary shall perform such other duties as may be delegated to them by the President or the Board of Directors.

## **Section 4: Treasurer**

The Treasurer shall serve for a term of one year. The Treasurer shall have the responsibility for the custody and safekeeping of all funds of the Corporation, shall have charge of their collection, receipt and disbursement, shall receive and have authority to sign receipts for all money paid to the Corporation and shall deposit the same in the name of and to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation for its account on proper vouchers or in such other manner as the Board of Directors may authorize or require, and such person or persons as the Board may authorize shall have authority to draw drafts and checks against deposits of the Corporation in any bank, savings, and loan institution or trust company as required. The Treasurer shall endorse for collection on behalf of the Corporation all checks, drafts, bills of exchange, orders, certificates of deposit, and other obligations payable to the Corporation, and shall accept drafts, bills of exchange, or other instruments which may be drawn on the Corporation. The Treasurer shall keep full and accurate accounts of the transactions of the office in books belonging to the Corporation, and shall render to the Board of Directors whenever they may desire it, an account of all such transactions and of the financial condition of the Corporation. The Treasurer shall have, in general, such other powers and perform such other duties as are incident to the office of the Treasurer of as may be prescribed by the Board of Directors or the President.

## **Section 5: Appointment of other Officers**

The Board of Directors may appoint such other officers as it deems appropriate.

## **Section 6: Authorization of Agents of the Corporation**

Notwithstanding any provision of this article, the Board of Directors may, by resolution, authorize any officer or officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any bond, note or instrument in the name of or on behalf of the Corporation. Such authority may be general or confined to specific instances.

## **ARTICLE VII – LOGO**

### **Section 1: Logo**

The Board of Directors shall provide a suitable logo containing the name of the Corporation. The logo may be periodically updated by resolution of the Board. The proposed replacement symbol shall be presented to the membership for review and comment no less than fifteen (15) calendar days before Board adoption of a new symbol. No member or member entity shall use the Corporation name or logo in a manner that violates the purpose and objectives of the Corporation.

## **ARTICLE VIII – NOTICE**

### **Section 1: Methods of Notice**

To the extent permitted by Law and except as these Bylaws expressly provide otherwise, any notice required to be given to any Director or full member (whether pursuant to the provisions of any law, the Articles of Incorporation, these Bylaws or otherwise) may be given in writing (including, without limitation, in any newsletter) by mail, by depositing the same in an official mail receptacle of the United States Postal Service, postage-prepaid, addressed to such Director or full member at such address as appears in the records of the Corporation, and such notice shall be deemed to be given at the time when the same shall be mailed. Notice to Directors may also be given by telephone, email, or by personal notice.

### **Section 2: Waiver of Notice**

Whenever any notice is required to be given pursuant to the provisions of any law, or the Articles of Incorporation, or by these Bylaws, or otherwise, a waiver thereof in writing signed at any time (whether before or after the time stated therein) by the person or persons entitled to said notice shall be equivalent to said notice.

## **ARTICLE IX – AMENDMENT**

## **Section 1: Amending the Bylaws, Voting Requirement**

The Bylaws may be amended by the vote of the Board of Directors with a review occurring every five (5) years at minimum. The Articles of Incorporation may be amended by the vote of two-thirds of the voting Directors then in office.