

Returned Peace Corps Volunteers of Washington D.C. Bylaws

(Last Amended by Unanimous Consent, January 12, 2012)

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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.

Section 4: Purpose

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 educational and charitable activities designed to help assure realization of the educational and charitable goals for which the United States Peace Corps (the “Peace Corps”) was created;
- ii. to inform and educate its members and the public on matters relating to economic development and to developing countries, including but not limited to those countries which have been served by the Peace Corps;
- iii. to provide support for policies to maintain a strong and healthy Peace Corps;
- 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 (including, by way of example, the National Council of Returned Peace Corps Volunteers);
- vi. To develop a membership base to assist in accomplishing the foregoing purposes; and
- 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the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended, supplemented or superseded from time to time.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 (unless the Board of Directors shall otherwise determine) 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.

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, in 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 September (or at such other time as may be designated by the Board of Directors) for the purpose of electing Directors (other than honorary Directors) and for the discussion of such other business as may be brought before the 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 his or her 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 his or her 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 his or her 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 his or her 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 his successor is elected or appointed and duly qualified.

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 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”):

- (i) the President
- (ii) the Vice-President
- (iii) the Treasurer
- (iv) the Secretary
- (v) the Social Events Chair
- (vi) the Membership Chair
- (vii) the Issues Forum Chair
- (viii) the Newly-Returned PCV Liaison
- (ix) the Speakers Bureau Chair
- (x) the Newsletter Editor, and
- (xi) the Congressional Liaison

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 his or her Steering Committee Capacity and may appoint, from among the members of the Corporation, such subcommittees as he or she shall deem appropriate for assisting in his or her 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.

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. He or she shall be the chief executive officer of the Corporation. He or she shall have general and active responsibility for the business of the Corporation. He or she shall be an exofficio 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. He or she 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 him or her 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 him or her 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 – CORPORATE SEAL

Section 1: Corporate Seal

The Board of Directors shall provide a suitable seal containing the name of the Corporation, which seal

shall be in the charge of the Secretary. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, and it may be used with the approval of the Secretary for any purpose.

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, telegram 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. The Articles of Incorporation may be amended by the vote of two-thirds of the voting Directors then in office.