

## **BY-LAWS**

### **THE MT. DIABLO PEACE AND JUSTICE CENTER**

#### **ARTICLE 1 - ORGANIZATION NAME**

**1.1. Name.** The name of this organization shall be the Mt. Diablo Peace and Justice Center.

**1.2. Abbreviation.** When abbreviated the organization name shall be abbreviated MDPJC.

**1.3. Website.** The official website of the Mt. Diablo Peace and Justice Center is: [ourpeacecenter.org](http://ourpeacecenter.org) and [www.mtdpc.org](http://www.mtdpc.org) will link to it.

#### **ARTICLE 2 - PURPOSE**

**2.1. Purpose.** The Mt. Diablo Peace and Justice Center is a 501(c)(3) nonprofit membership organization dedicated to the purpose of working for a culture of peace through education, advocacy, and community building; to create an organizing force that takes unfocused dissatisfaction with war and injustice and provides a more peaceful, sustainable, and cooperative way to use that energy to create a better world; and to identify the tasks where people can make a difference and match the people to those tasks.

**2.2. Nonpartisanship.** The Mt. Diablo Peace and Justice Center may provide educational information about legislative and civic concerns relevant to our mission and purpose, but shall not endorse any political party, candidate, or partisan initiative.

#### **ARTICLE 3 - ORGANIZATIONAL PRINCIPLES**

**3.1. Guiding Principles.** The MDPJC is guided by the following organizational principles and values:

**3.1.1.** Life is sacred and our work internally as an organization and externally should reflect that value.

**3.1.2.** We are all connected and our individual experiences are shaped by the decisions of the collective;

**3.1.3.** We are individually and collectively powerful by our thoughts and actions;

**3.1.4.** We treat the Earth with utmost respect and promote environmental stewardship and sustainability;

**3.1.5.** All beings deserve respect, liberty, justice, and education;

**3.1.6.** We must resolve conflicts non-violently;

**3.1.7.** The membership of the Mt Diablo Peace & Justice Center reflects the diversity of those concerned and impacted by issues of peace building in our schools, anti-war efforts, working to stop violence in our communities, and achieving justice for all;

**3.1.8.** The work of the MDPJC is democratic and collaborative.

**3.2. Inclusion.** In all respects, operations, and actions, the membership, directors, officers, staff/ and volunteers are charged with a special commitment and obligation to minimize discrimination, oppression, and abuse which arises from all causes including, but not limited to, racial, religious, ethnic, gender, or sexual differences and preferences, and will act to increase the diversity of the organization at all levels.

## **ARTICLE 4 - MEMBERSHIP**

**4.1. Membership.** Membership in the Mt. Diablo Peace and Justice Center is open to all individuals without regard to race, color, culture, ethnicity, language and linguistic origin, ability, socio-economic class, age (children, youth, seniors), ancestry, nationality, birth, religion or faith or other form of conscientiously held beliefs, sex, gender (including gender identity and expression), sexuality (including sexual orientation), family status (including marital status), property, education, condition of restraint within any institution, or residency/migratory status who wish to join in community with others to further our common purposes as expressed in Article 2.

**4.2. Dues.** Annual membership donations or equivalent volunteer hours shall be set by the Board.

**4.3. Benefits of Membership.** All members are entitled to:

**4.3.1.** Vote for the members of the Board of Directors.

**4.3.2.** A one-year subscription to the Peace Gazette newsletter;

**4.3.3.** Access to the Peace Center resource Library and all other MDPJC educational lending materials;

**4.3.4.** A discount to forums and select other events.

**4.4. Term of Membership.** Membership shall run for one year from the date of the donation.

## **ARTICLE 5 - BOARD, BOARD OFFICERS, AND BOARD COMMITTEES**

**5.1. Board Members and Peace Center Members.** All officers and members of the Board of Directors shall be members of the Peace Center.

**5.2. Numbers of Board Members.** The Board of Directors strives to have no less than fifteen (15) and no more than seventeen (17) members.

**5.3. Officer and Board Member Terms of Office.** The members of the Board of Directors, and the Officers of the Board of Directors shall serve the following terms:

**5.3.1.** Board Officers shall be elected to a term of one (1) year.

**5.3.1.1.** Board Officer terms of office begin on July 1st and end on June 30th of the following year.

**5.3.1.2.** The Nominating Committee shall attempt to identify, recruit, solicit, interview, and recommend candidates for Board Officers.

**5.3.1.3.** Any Board Member may self-nominate.

**5.3.1.4.** To encourage institutional memory, Board Members may move from serving a specific officer position to another officer position in consecutive years.

**5.3.2.** Board Members shall be elected to a term of three (3) years.

**5.3.3.** One third of the Board membership seats shall be up for election annually. Board terms should be staggered as needed at time of election so as to accommodate this schedule.

**5.3.4.** In the event of a Board member's resignation or removal, the Nominating Committee will recommend a replacement Board Member, which will then be considered by the full Board. The newly elected Board member shall serve the remainder of the term of the Board member being replaced.

**5.4. Officers.** Officers of the Board of Directors shall be:

**5.4.1.** Chairperson or Co-Chairperson

**5.4.2.** Vice-Chairperson or Co-Chairperson

**5.4.3.** Secretary

**5.4.4.** Treasurer

**5.5. Standing Board Committees.** There are three standing committees, which are considered necessary for the efficient and reliable operation and development of the Peace Center:

**5.5.1.** Nominating Committee;

**5.5.2.** Executive Committee;

**5.5.3.** Development Committee.

**5.6. The Nominating Committee.** The Nominating Committee shall consist of three Board Members and will work to identify, solicit, recruit, interview, evaluate, and recommend candidates for three year terms on the Board.

**5.6.1.** Nominating Committee membership. The Nominating Committee shall consist of at least three (3) and up to five (5) members of the Board of Directors. Any Board Member may nominate a candidate to membership on the Board of Directors.

**5.6.2.** It shall be the responsibility of the Nominating Committee to investigate and make a recommendation regarding Board Member removal.

**5.7. The Executive Committee.** The Executive Committee is responsible for the efficient and timely completion of all operational needs, development of operational guidelines, financial controls, completion of personnel evaluations, development of job descriptions, consideration of additional committees, etc. The Executive Committee will work side-by-side with the Center's staff in fulfilling its responsibilities.

**5.7.1.** The Executive Committee will be made up of the Board Officers, plus one Board Member, selected by vote of the Board.

**5.7.2.** The Executive Committee of the Board shall have the duty and responsibility to guide the agenda of the Board and to perform whatever functions and activities are necessary to properly guide the Board agenda.

**5.7.2.1.** Any Center Member may propose an agenda item as new business.

**5.7.3.** The Executive Committee is responsible for the evaluation, review and development of all Center programs. It will make recommendations to the Board regarding the creation, modification, and retirement of Center programs. It will also consider and develop policies for consideration and adoption by the full Board of Directors, for promulgation by the Center through its programs, statements, and publications.

**5.7.4.** Center members, volunteers, and invited professionals may participate in the work of the Executive Committee as Committee members deem necessary or appropriate.

**5.8. The Development Committee.** The Development Committee is responsible for identifying and obtaining sources of funds to support the general operation and specific programs of the Peace Center. The Development Committee is expected to seek foundation support, individual financial support, and government support. The Development Committee will also be responsible for creating methods by which individuals or entities can make tax-preference and estate-planned gifts.

**5.8.1.** The Development Committee will be made up of three Board Members and volunteers or invited professionals as Committee members deem necessary or appropriate.

**5.9. Peace Center Staff Positions.** The Board of Directors will establish staff positions as recommended by the Executive Committee.

**5.9.1.** The Director is designated as an ex-officio member of all Board Committees.

## **ARTICLE 6 - MEMBERSHIP ON THE BOARD**

**6.1. Election Meeting.** The June Board meeting each year shall be the election meeting.

**6.1.1.** This meeting shall be a general membership meeting.

**6.1.2.** At the election meeting the Nominating Committee shall put forward their recommendations for new Board Members and new Board Officers.

**6.1.3.** Candidates for Board membership shall be invited to provide a brief biography of themselves and/or to introduce themselves to the membership at the election meeting, prior to the vote of the membership.

**6.2. Vote to Affirm Board Membership.** Election to the Board of Directors shall be determined by the affirmative vote of 66% of all Center Members present at the election meeting.

**6.3 End of Term.** The ending date for the term of any elected member of the Board will be specified at the time of election, but will be no longer than three (3) years, and will always end on June 30th.

**6.4. Removal.** A Board Member may be removed from office for cause by secret ballot by a 66% vote of the entire Board.

**6.4.1.** Cause for removal shall be evidenced by, but not limited to, failure to attend 60% of all regularly scheduled Board meetings in one (1) year.

**6.4.2.** It shall be the responsibility of the Executive Committee to investigate and make a recommendation regarding Board Member removal.

**6.4.3.** A Board Member may be removed for cause only after seven (7) days notice in writing and an opportunity to be heard before the Board.

**6.5. Leave of Absence.** Member may request a leave of absence.

## **ARTICLE 7 - DUTIES AND RESPONSIBILITIES OF OFFICERS AND BOARD MEMBERS**

**7.1. Board as Governing Body.** The Board shall be the governing body of the Center.

**7.2. Chairperson Duties.** The Chairperson shall have the duty and responsibility to chair Board meetings and Executive Committee meetings, execute directives or decisions of the Board, represent the Center at public events and venues as necessary or appropriate, be responsive to concerns of Board members, encourage the active participation of members in the objectives of the Peace Center, work with staff in achieving the objectives of the Board and the Center.

**7.3. Vice-Chair Duties.** The Vice-Chairperson shall fulfill all duties and responsibilities of the Chairperson in the absence of the Chairperson. Additionally, the Vice-Chairperson shall have the responsibility to coordinate performance evaluations of the Executive Director in fulfilling the specific requests and objectives of the Board of Directors or Officers and in accordance with accomplishing the purposes and mission of the Center.

**7.4. Treasurer Duties.** The Treasurer shall have the duty and responsibility to report to the Board the financial position of the Center; to work with staff in achieving the reporting and regulatory responsibilities of the Center as a non-profit Corporation incorporated in the state of California; and to achieve the reporting responsibilities outlined in Article 10.

**7.5. Secretary Duties.** The Secretary shall have the duty and responsibility to record and distribute to the appropriate groups the minutes of all Board meetings, Executive Committee meetings, and membership meetings. The Secretary shall also have the responsibility to store and maintain, in electronic and hard copies, and to report the proceedings of Board and Center meetings to the Board and membership as appropriate and necessary.

**7.6. Board of Directors Duties.** The Board of Directors shall have general supervision over all affairs of the Center and shall be the representative of the Center in all matters. In addition to this general obligation and responsibility the Board of Directors:

**7.6.1.** Shall establish operational guidelines for administrative and support staff, committees and volunteers of the Center, including but not limited to communications with external organizations, financial controls, and interactions within and without the Center,

**7.6.2.** Shall approve all individual expenditures over \$1500 and programs for which the total commitment of Center resources exceeds \$1500.

**7.6.3.** Shall create, or authorize the creation of, job descriptions for all paid personnel of the Center.

**7.6.4.** Shall establish the nature and number of Center paid personnel.

**7.6.5.** Shall establish the public policies of the Center.

**7.6.6.** Shall direct the preparation of, or prepare an annual budget, and approve an annual budget,

## **ARTICLE 8 - MEETINGS**

**8.1. Membership Meetings.** It is suggested that the Center membership meet at least two (2) times each year. The purpose of such meetings may be to engage the membership in actions or decisions which the Board of Directors may be considering or for the general community wellness of the membership. For this purpose, a membership meeting may be included in the context of another event,

**8.1.1.** The annual Election meeting held in June will be a membership meeting.

**8.2. Frequency of Board Meetings.** The Board of Directors shall meet monthly. The Board may, by vote, establish a meeting schedule which is less than monthly.

**8.3. Presiding at Board Meetings.** Board meetings shall be presided over by the Chairperson, the Vice-Chair or Co-Chair. .

**8.3.1.** If neither Chair, Vice-Chair or Co-chair is present another officer of the Board may preside.

**8.4. Quorum.** A simple majority of the Board will establish a quorum.

**8.5. Majority Vote.** Affirmative decisions of the Board will be established by majority vote of the members present except where more rigorous requirements have been established within these Bylaws or by practice or prior decision of the Board.

## **ARTICLE 9 - COMMITTEES, COMMITTEE MEMBERSHIP, COMMITTEE CHAIRPERSONS**

**9.1. Establishing Committees.** Committees and task forces of the Board and Center shall be established as necessary by the Board of Directors to achieve the goals of the Center and Board.

**9.2. Standing Committees.** There are three standing committees, which are considered necessary for the efficient and reliable operation and development of the Peace Center as noted in section **5.5**. All other committees shall be established on the basis of need.



**9.3. Establishing Committees.** Committees shall meet as necessary to conduct the business of the Board and Center.

**9.4. Committee Chairs.** The Committee shall select a Chairperson by vote or consensus, except as otherwise specified in the bylaws.

**9.5. Committee Membership.** Committee memberships shall be determined on a volunteer basis, except as otherwise specified in the bylaws.

**9.5.1.** Center Members may serve, and are encouraged to serve, on committees, except as otherwise specified in the bylaws.

**9.5.2.** The members of any committee, along with the entire Board, and the Center staff, shall work to recruit committee members.

**9.5.3.** The members of any committee will work together to plan and promote their meeting times, locations, and agendas.

**9.5.4.** A Committee chooses how and where the committee work will be conducted -considering any and all Board input, guidance, and directives.

**9.5.5.** A Committee may recruit new members to the committee.

**9.5.6.** If there are personal issues on a committee, they should be brought to the board for resolution.

**9.5.7.** Board members shall be active in the work of no less than two committees including the board committee.

**9.6. Final Approval of All Presentments Lie with the Board.** No committee, individual member, or chairperson shall take action or make statements in the name of the Center or Board without approval of the Board.

**9.7. Approval of Material for Distribution.** Printed material carrying the Center's name or logo, which is meant to represent the official position of the Center shall be approved by the Board or Executive Committee.

## **ARTICLE 10 - FINANCES AND FINANCIAL REPORTING**

**10.1. Fiscal Year.** The fiscal year of the Center shall be from July 1 through June 30 of the following year.

**10.2. Service in Lieu of Membership Fees.** Persons desiring Center membership who cannot afford the minimum dues may provide voluntary service in lieu of money.

**10.3. Monthly Treasurer Report.** The Treasurer shall present a financial report to the Board on a monthly basis which includes a Balance Sheet and a Statement of Revenue and Expenses for the month and fiscal year to date totals. Additionally, the Treasurer will provide supplemental information summarizing cash transactions for the month being reported on, pledges received for which funds are not in hand, the detail of all debts and obligations of the Center and the dollar amount of commitments made for future activity and expenditure,

**10.4. Accounting Record Location.** Accounting records shall be kept in the Center office.

**10.5. Checks Over \$1000.** Checks over \$1000 shall be co-signed by an officer and staff person designated for this purpose. Other checks shall be signed by a staff person designated for this purpose.

**10.6. Examination of Financial Records.** Any Board Member shall have the right to examine the financial records of the Center, including tax filings, at the convenience of the staff or in concert with the Treasurer.

**10.7. Tax Preparation.** The Treasurer shall prepare or cause to have prepared all required tax authority filings necessary to keep the Center in compliance with all applicable laws.

**10.7.1.** The required tax authority filings are to be prepared and filed on a timely basis consistent with the law.

**10.8. Asset Distribution.** In the event that the Board votes to dissolve the Center all remaining assets of the Center shall be distributed to one or more charitable organizations as selected and approved by the Board after the payment of all debts and obligations of the Center.

## **ARTICLE 11 - POLICY APPROVAL PROCESS**

**11.1. Definition of Policy Decision.** Policy decisions of the Center are those which either:

**11.1.1.** Commit a significant part of the Center's staff, volunteer or financial resources; or

**11.1.2.** Publicly signify that the Center considers a particular issue or position of great importance; or

**11.1.3.** Alters an existing policy statement or publicly proclaimed position of the Center; or

**11.1.4.** Involves an expenditure of more than \$1000.

**11.2. Recording of Policy Decisions.** Policy decisions shall be entered into the Board minutes and Policy Binder.

**11.3. Policy Standing.** Policy decisions shall stand until removed or overridden.

**11.4. Policy Voting Requirement.** Policy decisions require a two-thirds affirmative vote of all Board Members (not two-thirds of those present at a meeting when a quorum is established).

## **ARTICLE 12 - STAFF**

**12.1. Staff Positions.** Staff positions may be created or eliminated by the Board, as is necessary to fulfill the Center's purpose and its financial well-being.

**12.1.1.** Staff positions, including title, job description, and authorities shall be specified at the time the position is created.

## **ARTICLE 13 - BYLAW AMENDMENTS & REVIEW**

**13.1. Bylaw Amendments.** Bylaw amendments can be proposed at any meeting of the Board in accordance with the guidelines for creating Board agenda items,

**13.1.1.** Proposed amendments are made effective by a two-thirds affirmative vote of the full membership of the Board (not two-thirds of those present at a meeting when a quorum is established).

**13.2. Bylaws Review.** The Bylaws shall be reviewed bi-annually.