

## By-Laws Jeannette Rankin Peace Resource Center

Whereas the original by-laws, adopted August 8, 1988 and the rewritten version of October 28, 1993 are found to be inadequate for the needs of the organization, they are being re-written to reflect current organization policy and structure. The 2006 by-laws were amended in 2011 to reflect current practice.

### **I. Name and Location**

This corporation is named Jeannette Rankin Peace Resource Center, Inc. (name change Certificate No. 305664, State of Montana, filed February 18, 1988; original Certificate of Incorporation No. 302836, filed March 20, 1987), commonly referred to as Jeannette Rankin Peace Center (hereafter JRPC), and is located at 519 So. Higgins Ave., Missoula, MTT, 59801, telephone 406-543-3955.

### **II. Purposes**

The purpose of the JRPC is to provide education on peace, justice, environmental and global issues as well as training in non-violence and conflict management; to increase awareness and understanding of global cultures; to help individuals respond to issues related to peace, justice and sustainability in ways which are non-violent and strengthen the local and global community; to promote peace through educational, charitable, scientific and religious means.

This corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. It shall also make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. The JRPC is limited to activities which are permitted under this section of the Internal Revenue Code.

### **III. Organization**

#### **A. Members**

The JRPC is a general membership organization, with membership open to individuals or groups that support the purposes of JRPC and who pay annual dues as required by the Board or who are otherwise admitted to membership by the Board. Each member, whose membership dues are current at the time of any vote, is entitled to one vote on matters submitted to a vote of the members. A member's right to vote is personal and nontransferable.

#### **B. Board**

A Board shall consist of nine to fifteen members. The Board has general authority to decide all issues of policy relating to the JRPC. The Board receives no compensation other than reasonable expenses.

Board elections are held annually or as necessary when a vacancy occurs, with terms of office beginning the month following election. Nominations to the Board shall be solicited from the Board, members and the community. In order to be selected for the JRPC Board, individuals must be members of the JRPC. Interested and active members are encouraged to nominate themselves. Nominations, including any information the Board deems necessary from potential nominees, shall be submitted to the Board. An application with a short history of each candidate shall be completed and voted on by the Board.

The term of office shall be three (3) years and a Board member is eligible for re-election with no limit to the number of terms possible. It is expected that this will provide for a staggered transition schedule that does not leave the Board with more than one-third of its members new at any time. The Board shall meet monthly. This regular schedule will constitute proper notice to all Board members of regularly scheduled meetings. If a particular meeting day or time is changed, notice will be given to all Board members at least one week in advance by the most expedient and reasonable means. Meetings are open to members and the public.

Board members shall be expected to regularly attend monthly meetings, serve on one or more major committees, assist in fundraising, volunteer at JRPC and/or the store quarterly (unless exempt by the Board), and make what is for them a significant financial contribution to the JRPC. Board members are expected to let the Director know when they will miss a meeting. Any Board member missing two meetings in succession without such notice will be asked to consider whether they should remain as a member of the Board. A Board member may be removed for cause if it is the consensus of the Board present at a duly constituted meeting that such removal is in the best interests of the organization. Board resignations must be received in writing and directed to the Board Chair.

Vacancies on the Board shall be filled by the Board after notice of the vacancy. A Board member appointed to fill a vacancy shall serve the unexpired term or remaining term plus one year, whichever is longer.

Half the Board shall constitute a quorum and a quorum is necessary for any major decisions regarding the JRPC. Consensus decision-making is the expected norm. All Board and the Executive Director are included on consensus of all decisions with the exception of personnel decisions, which shall include discussion by all with a final decision being made solely by the Board. Consensus is defined as a yes vote to all four of the following questions by each Board member:

1. Did I share my opinion?
2. Did I listen to others?
3. Might I be wrong?
4. Will I support the decision of the group?

### **C. Officers and Duties**

The Board shall elect a Chair, Co-Chair, Secretary and Treasurer to serve terms of one (1) year each. Election of officers shall take place annually. The Chair shall convene and preside over all meetings unless otherwise delegated. The Co-Chair will assist as needed in facilitating meetings. The Treasurer shall make regular reports to the Board regarding the organization's finances. The Secretary will make sure that adequate minutes of all Board meetings are recorded.

### **D. Committees**

The JRPC shall have such working committees as the Board shall from time to time determine. The only required standing committee shall be the Administrative Committee. This committee is responsible for setting the agenda for Board meetings and providing leadership. The composition of this committee, the manner of selection of its members, as well as their powers and duties and terms of office, shall be determined by the whole Board, but will generally include elected officers of the Board and any other members who have been Board members

for at least one year. This committee will execute matters of finance, personnel and other executive duties. Other committees may consist of JRPC members who are not on the Board and might include:

1. Fundraising Committee (including membership)
2. Program Committee (including potlucks and speakers bureau)
3. Resource Committee (including library, volunteers and newsletters)
4. Others, both ongoing and time-limited, as deemed necessary

**E. Executive Director**

The Board of the JRPC shall have the power to hire an Executive Director to facilitate the work of the Center. The terms of that relationship shall be set forth in a contract approved by the Board. The decision to hire any other personnel rests with the Executive Director with Board approval.

**IV. Indemnification**

Council agrees to indemnify, defend, and hold harmless the JRPC and its officers, directors, agents, and employees from and against any and all demands, claims, and damages to persons or property, losses and liabilities, including reasonable attorney's fees, arising out of or caused by Council's negligence or willful misconduct.”

**V. Adoption and Amendment of By-Laws**

- A. These By-Laws shall be adopted by consensus vote of the whole Board.
- B. These By-Laws may be amended by consensus vote of the whole Board, provided that at least fourteen (14) days notice is provided to the Board members.
- C. These By-Laws shall be in full force and effect immediately upon their adoption as set forth above.

ADOPTED by a majority vote of the Board this 23<sup>rd</sup> day of January, 2011

I, Carel Schneider, Chair of the Board of the Jeannette Rankin Peace Resource Center, of 519 S. Higgins, Missoula, MT 59801(address) hereby certify the foregoing as a true and correct copy of the By-Laws of the Jeannette Rankin Peace Center.

DATE: \_\_\_\_\_ Signature: \_\_\_\_\_

Sworn to and subscribed before me this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

\_\_\_\_\_  
Notary Public for the State of Montana

My Commission expires: \_\_\_\_\_