

Restated By-Laws

Interfaith Council for Peace and Justice

Suggested Amendments (**in bold**) by Bill Thomson, Member of the Structure & Process Committee

Article I. Name

The name of this Corporation organization shall be Interfaith Council for Peace and Justice.

Article II. Purpose

The purpose of this Corporation organization is to be a resource center and program-initiating body on the nature of peace, amelioration of the evils of war and hunger, and the development of responses to other moral and humanitarian problems, serving the religious and wider community of Ann Arbor and Washtenaw County, Michigan. Monies received by the Corporation organization shall be used for program work and materials for recompense for work done for the Corporation organization. No part of the receipts shall inure to the benefit of any member or other private individual, and no officer or employee of the Corporation organization shall receive any pecuniary benefit of any kind except for reimbursement for actual expenses reasonably incurred and reasonable compensation for services rendered ~~expect reasonable compensation for materials or services~~ in effecting the purposes of the Corporation organization as provided by these By-Laws. The Corporation Interfaith Council for Peace and Justice shall operate as an incorporated non-profit Corporation organization under the statutes of the State of Michigan.

Article III. Membership and Authority

Any person who

----- **substitute**

has agreed to the purpose of the Corporation and has met two of the following three criteria is a Member and is eligible to vote:

- a). Payment of annual ICPJ dues no less than one month before a meeting,
- b). Contributing volunteer service to ICPJ for 10 hours or more (annually) of office work, Art Fair assistance, fundraising, Task Force participation, or other ICPJ projects.
- c). Membership on the Board of Directors or a Task Force.

The membership roster shall be a public document.

----- for

is current on dues payments to the Corporation no less than 7 days before a meeting and who has agreed to the purpose of the Corporation is on the organization's mailing list shall be considered a Member and is eligible to vote.

----- end of amendment

The policies of the Corporation organization shall be approved and may be amended by the Members of Interfaith Council for Peace and Justice in meetings as provided for in these By-Laws.

Article IV. Membership Meetings and Elections

The Corporation organization shall hold an Annual meeting of Members in the first quarter of the calendar year (January through March). Additional meetings of the Member organization may be called by the Board of Directors if deemed necessary. At the Annual Meeting the Members shall review and pass upon the policies, proposed work, and finances of the organization and elect, by ballot,

----- add

**the Chairperson of the Board of Directors, who may serve no more than three consecutive 1-year terms,**

----- **end of amendment**

**at least 12 persons to serve on as the Board of Directors and may review and pass upon the policies, proposed work, and finances of the Corporation and such other matters as may be brought before the meeting. ~~Those elected shall serve for a three year term, and may be nominated to serve additional terms.~~ Unless a different vote requirement is set forth in the Articles of Incorporation or in these By-Laws, actions at the Annual Meeting shall be authorized by a majority of the Mmembers present. Two weeks notice of all meetings shall be given to the membership by mail. Members attending a meeting of the Members are eligible to vote. Proxies are not permitted. Members may vote to remove a Director at any time with or without cause.**

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**Voting for the Chairperson and for the Board of Directors shall be in the form of "Instant-runoff Voting", in which each candidate is ranked in order of preference by each voter. First choices are tallied. If no candidate has the support of a majority of voters, the candidate with the least support is eliminated. A second round of counting takes place, with the votes of supporters of the eliminated candidate now counting for their second choice candidate. After a candidate is eliminated, he or she may not receive any more votes. This process of counting and eliminating is repeated until there is only one candidate left.**

----- **end of amendment**

Article V. Board of Directors

The Board of Directors shall consist of 12 or more persons, all of whom shall be Members.  
Directors shall serve for a three year term, and may be elected to one additional three year term.  
The terms of Directors may be staggered. After a person has been off the Board for a period of  
one year, he or she shall be eligible for election to the Board. ~~including a President, Vice-~~  
~~President, Secretary, and Treasurer to be elected at the Annual Meeting of the organization.~~ The  
Board of Directors will meet monthly or otherwise as agreed upon by the Board of Directors,  
upon one week's notice given by phone, mail, electronically, or in persons. Its responsibilities  
shall include:

- Setting the amount of dues required for Membership.
- Conducting the business of the Corporation organization between meetings of the  
Mmmembers ~~and in keeping with any consensus established by the consultant staff.~~
- Accepting/discussing financial and program reports ~~presented by the Treasurer~~  
~~and consultant staff.~~
- Approving reports of the Corporation's organization's work and finances to the  
Members membership.
- Calling a meeting of the Members membership, as appropriate, ~~when questions of~~  
~~policy are to be decided.~~
- Employing consultants or program staff as deemed necessary to effect the  
purposes of the Corporation organization.
- Filling vacancies on the Board of Directors if they should arise more than one  
month prior to the Annual Meeting.

----- **add**

**(to last bullet point above) Any vacant term of at least two years shall be considered a full term for re-election purposes.**

- **Attend at least seven SC meetings per year.**
- **Directors other than Officers serve on a Task Force (attending three or more meetings a year).**

----- **end of amendment**

The Board of Directors shall have the authority to appoint **small** working committees to plan and effect programs. These committees will be responsible to the Board of Directors. The Board of Directors shall also appoint a Finance Committee to assist in planning for the financial needs of the **Corporation organization** and preparing regular financial reports for the Board

----- **substitute**

**The Board of Directors shall also appoint a Nominations Committee of representative Board of Directors members, staff, and at least one member from each Task Force to present a slate of nominees for the Board of Directors and a nominee for Chairperson to the Annual Meeting. Nominations by Members for the Board of Directors and Chairperson may also be submitted at least one month prior to the Annual Meeting.**

----- **for**

and **Members membership** **and a Nominating Committee to recommend candidates for the Board and candidates for the officer positions.**

----- **end of amendment**

**The Officers shall constitute the Executive Committee and it may act on behalf of the full Board of matters that must be acted upon between Board meetings and it has the power and authority to so act subject**

----- **substitute**

to approval of actions by the Board of Directors at the next scheduled meeting. Any member of the Executive Committee who is not also a member of the Board of Directors shall have no vote within the Executive Committee or within the Board of Directors.

----- for

only to those limitations set forth in the Michigan Non-Profit Corporation Act.

----- end of amendment

Article VI. Officers

Section 1. Officers. The Officers of the Corporation

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, except for the Chairperson,

----- end of amendment

shall be selected by the Board of Directors, and shall consist of

----- substitute

a Secretary, a Treasurer, an Executive Director,

----- for

a Chairperson, a President, a Secretary, a Treasurer

----- end of amendment

and such other officers as the Board of Directors may determine.

Section 2. Functions. All Officers shall have such authority and perform such duties

in the management of the affairs of the Corporation as may be designated by the Board of

Directors unless otherwise designated:

a) Chairperson. The Chairperson of the Board of Directors

----- add

**is the exclusive spokesperson for the Corporation and**

----- **end of amendment**

shall preside at all

----- **add**

**Membership meetings,**

----- **end of amendment**

meetings of the Board of Directors and shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the By-Laws.

----- **substitute**

**b) Executive Director. The Executive Director (ex officio) shall be the**

----- **for**

**b) President. The President shall be the chief executive and**

----- **end of amendment**

administrative officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation.

----- **omit**

If the Corporation has selected an Executive Director, general supervision and control of the business and affairs of the Corporation shall be delegated to such person.

----- **end of amendment**

c) Secretary. The Secretary shall keep proper minutes of the meetings of the Board of Directors and shall give notices of annual meetings of the Members of the Corporation and of meetings of the Board of Directors.

d) Treasurer. The Treasurer shall have custody of the funds of the Corporation and shall make such disbursements as are from time to time required and shall perform such other duties as shall be designated by the Board of Directors.

e) Other Officers. Any other Officers appointed by the Board of Directors shall perform such functions as shall be designated by the Board of Directors.

----- add the following section. (Passage of this section would require that remaining sections be renumbered.)

## **Article VII**

### **Task Forces**

**Section 1. The duties of Task Forces shall be to select a member to serve as the task force's liaison to meetings of the Board of Directors, to be guided by decisions of the Board of Directors relative to proposed actions, to select a representative to serve on the Nominating Committee, to raise funds to cover the task force's program expenses plus 25% for Corporation overhead.**

**Section 2. Persons who attend at least three meetings of a task force within any given year are considered Task Force Members and are invited to participate in decision making. A public membership and attendance roster is to be kept by each task force.**

**Section 3. Task forces may select chairpersons in a variety of ways: rotating chair, fixed chair, co-chairs, reliance on staff as chair, or the group acts as chair. Secretaries to**



take minutes are similarly chosen. The task force informs the Board of Directors of the method it uses, and the officers so chosen.

**Section 4. The following Task Forces currently exist: Disarmament Working Group, Racial and Economic Justice Task Force, Middle East Task Force, Latin America Task Force, CROP Walk & Hunger Coalition and Globalization Task Force.**

**Section 5. Task Forces may be created or modified on a provisional basis by the Board of Directors, subject to approval by the Membership at the next Annual Meeting.**

**Section 6. Task Forces may be discontinued by the general membership. Notice to discontinue must be submitted at least one month prior to the Annual Meeting and in time for publication in the ICPJ Newsletter.**

----- end of amendment

**Article VII. Contracts, Loans, Checks and Deposits**

**Section 1. Contracts. The Board of Directors may authorize any officers or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.**

**Section 2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.**

**Section 3. Checks, Drafts, etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.**

Section 4. Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select

Article VI. — Amendments

Amendments to these By Laws may be made at the Annual Meeting or at a meeting specifically called for that purpose. A majority of those present and voting shall be required to approve or change the By Laws.

Article VIII

Indemnification of Officers, Directors, Employees, and Agents

Section 1. Indemnification: Third Party Actions. This Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of fact that the person is or was a Director, Officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, Partner, Trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses (including attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Corporation or its Shareholders or Members, and with respect to a criminal action or proceeding, that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding

by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Corporation or its Shareholders or Members and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

Section 2. Indemnification: Actions in the Right of this Corporation. This Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of this Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director, Officer, employee or agent of this Corporation, or is or was serving at the request of this Corporation as a Director, Officer, Partner, Trustee, employee or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of this Corporation or its Shareholders or Members. However, no indemnification shall be made for a claim, issue, or matter in which such person shall be found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expense which the court considers proper.

Section 3. Indemnification: Mandatory and Permissive Payments.

a) To the extent that a Director, Officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in the Section 1 or Section 2 of this Article VIII, or in defense of a claim, issue or matter in the action, suit, or proceeding, that person shall be indemnified against expenses (including actual and reasonable attorneys' fees) incurred by that person in connection with the action, suit or proceeding as well as in connection with the action, suit or proceeding brought to enforce the mandatory indemnification provided in this Subsection.

b) An indemnification under Section 1 or Section 2 of this Article VIII, unless ordered by a court, shall be made by this Corporation only as authorized in a specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because that person has met the applicable standard of conduct as set fourth in either Section 1 or Section 2. That determination shall be made in any of the following ways:

1) A majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.

2) If that quorum is not obtainable, then by a majority vote of a Committee of Directors who were not parties to the action, suit or proceeding. The Committee shall consist of not less than 2 disinterested Directors.

3) By independent legal counsel in a written opinion.

4) By the Shareholders or Members.

c) If a person is entitled to indemnification under Section 1 or Section 2 of this Article' VIII for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the corporation may indemnify

the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 4. Indemnification: Expense Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or Section 2 of this Article VIII may be paid by this Corporation in advance of the final disposition by the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by this Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured. The indemnification provisions of Sections 1 through 4 of this Article VIII shall continue as to a person who ceases to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of that person.

**Article IX. Amendments**

Amendments to these By-Laws may be made at the Annual Meeting or at a meeting specifically called for that purpose. Sixty percent of those present and voting shall be required to approve or change the By-Laws.

----- **add the following section**

**X. (or XI) Precedence**

**When allowed, these By-Laws take precedence over Michigan State Law known as "non-Profit Corporation Act, Act 162 of 1982", which in turn takes precedence over "Roberts Rules of Order", which will be used in situations not covered by these other documents.**

----- **end of amendment**

**Revised 6-85**

~~Approved by Board of Directors 6-13-85~~

~~Approved by Membership 6-22-85~~

~~Revised 12-87~~

~~Approved by Board of Directors 12-10-87~~

~~Mission Statement & Vision Approved by Board of Directors 6-95~~

~~Amended by Membership 4-20-96~~

~~[There are also Article VII (limiting liability of directors) and Article VIII (providing indemnification of directors, officers, and employees — but no date regarding adoption — so unless there are minutes from a Board meeting or Annual Membership Meeting that adopt them, they may not be operative...]~~

Adopted on: \_\_\_\_\_