



# *Interfaith Council for Peace & Justice*

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## **By-Laws**

### Article I. Name

The Interfaith Council for Peace and Justice (henceforth "the Organization") is an incorporated non-profit corporation under the statutes of the State of Michigan.

### Article II. Purpose

The purpose of this 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 Organization shall be used for program work and materials for recompense for work done for the 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 Organization shall receive any pecuniary benefit of any kind except for reimbursement for actual expenses reasonably incurred and reasonable compensation for services rendered in effecting the purposes of the Organization as provided by these By-Laws. The Organization shall operate as an incorporated non-profit Organization under the statutes of the State of Michigan.

### Article III. Membership and Authority

Any person who has made financial contributions to the Organization, or has engaged personally in activities of the Organization, in at least a minimum amount as determined from time to time by the Board, is a Member and is eligible to vote.

The policies of the Organization shall be approved and may be amended as provided for in these By-Laws.

### Article IV. Meetings of the Members and Elections

The Organization shall hold an Annual Meeting of Members in each fiscal year. Additional meetings of the Members may be called by the Board of Directors as necessary, or by any Member upon submission of a petition calling for a meeting of the Members which is signed by at least 100 Members or 10% of the Membership, whichever is fewer. 3 weeks notice, including a proposed agenda, of any meeting of the Members shall be given to the Members. .

At the Annual Meeting, the Members shall elect persons to serve on the Board of Directors Voting for Board members may be by ballot, either cast at the meeting or mailed and received prior to the meeting, and by electronic transmission in accordance with guidelines established by the Board and Michigan law.

Elections and other actions at a meeting of the Members shall be authorized by a majority of the Members voting. Members may vote to remove a Director at any time with or without cause. Meetings of Members shall be conducted according to Robert's Rules of Order Newly Revised.

#### Article V. Board of Directors

The Board of Directors (“Board”) shall consist of at least 9 but not more than 17 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 again be eligible for election to the Board. The Board will meet monthly or otherwise as agreed upon by the Board, upon one week’s notice given by phone, mail, electronically, or in person. Staff shall participate in meetings of the Board, but shall not have voting privileges

Responsibilities of the Board shall include:

- Determining the minimum requirements for Membership.
- Establishing guidelines for voting by electronic transmission.
- Conducting the business of the Organization between meetings of the Members.
- Setting policies for the Organization.
- Receiving, discussing, and accepting financial and program reports and adopting an annual budget.
- Reporting the Organization's work and finances to the Members.
- Calling a meeting of the Members, as necessary.
- Employing program staff and consultants as necessary to effectuate the purposes of the Organization.
- Filling vacancies on the Board if they arise more than one month prior to the Annual Meeting. A person appointed to fill a vacancy shall complete the term of the person being replaced, subject to approval of the Members at the next Annual Meeting.

The Board shall have the following committees:

- Finance Committee. The Finance Committee shall assist in planning for the needs of the Organization, be responsible for preparing regular financial reports for the Board, and ensure implementation of financial policies.
- Nominating Committee. The Nominating Committee shall consist of representatives from the Board, staff, and the other committees. At least 1 month before the Annual Meeting, the Nominating Committee shall propose a slate of nominees for the Board and a nominee for President. Members may submit nominee suggestions to the nominating committee.
- Personnel Committee. The Personnel Committee shall evaluate current staff, be responsible for hiring new staff, and act as the liaison between staff and the board on employment matters.

The Board shall have the authority to appoint additional short-term and standing committees, including Task Forces, to plan and carry out the programmatic work of the Organization. All committees shall be accountable to the Board.

The Officers shall constitute the Executive Committee. The Executive Committee may act on behalf of the full Board on matters that require action between Board meetings, and it has the power and authority to so act subject only to those limitations set forth in the Michigan Non-Profit Corporation Act.

## Article VI. Officers

**Section 1. Officers.** The Officers of the Organization shall be members of the Board and shall consist of a President, a Vice-President, a Secretary, a Treasurer, and such other officers as the Board may determine. Except for the President, who shall be elected at the Annual Meeting, the Officers shall be selected by the Board.

**Section 2. Functions.** Each Officer shall have such authority and perform such duties in the management of the affairs of the Organization as follows, and as further prescribed by the Board:

- President. The President of the Board shall preside at all meetings of the Board and shall perform such other duties as may be prescribed from time to time by the Board or by these By-Laws.
- Vice-President. The Vice-President shall perform the duties of the President when the President is unavailable.
- Secretary. The Secretary shall keep proper minutes of the meetings of the Board and shall give notices of meetings of the Members of the Organization and of meetings of the Board.
- Treasurer. The Treasurer shall have custody of the funds of the Organization and shall make such disbursements as are required.
- Other Officers. Any other Officers appointed by the Board shall perform those functions that the Board prescribes.

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

**Section 1. Contracts.** The Board 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 Organization, and such authority may be general or confined to specific instances.

**Section 2. Loans.** No loans shall be contracted on behalf of the Organization, and no evidences of indebtedness shall be issued in its name, unless authorized by a resolution of the Board. 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 Organization, shall be signed by such officers or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

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

## Article VIII. Indemnification of Officers, Directors, Employees, and Agents

**Section 1. Indemnification: Third Party Actions.** This Organization 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 Organization) by reason of fact that the person is or was a Director, Officer, employee or agent of this Organization, or is or was serving at the request of this Organization 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 Organization 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 Organization 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 Organization.** This Organization 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 Organization 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 Organization, or is or was serving at the request of this Organization 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 Organization 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 Organization 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 Organization 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 Organization 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:
  - i) A majority vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding.
  - ii) 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.
  - iii) By independent legal counsel in a written opinion.
  - iv) 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 Organization 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 Organization 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 Organization. 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

These By-Laws may be amended by the affirmative vote of at least two-thirds of the seated Directors of the Organization.

These By-Laws may be amended by the affirmative vote of at least two-thirds of the voting membership, duly called by the membership, up to twice a calendar year.

The membership will be notified 4 weeks ahead of any vote on any recommended By-Laws changes.

*Approved by a vote of the membership on March 30, 2018  
Amendments last made June 15, 2019*