

By-Laws
of
Peace is Possible NC

May 7, 2010

ARTICLE I – NAME, PURPOSE

Section 1: Name. The formal name of the corporation is Peace is Possible NC, Inc. (hereinafter referred to as the Corporation). The name Peace is Possible NC shall be deemed to refer to the same organization.

Section 2: Purpose. The Corporation is organized exclusively for charitable and educational purposes, more specifically to support educational activities and public events promoting peace or to support other non-profit organizations with similar purposes.

ARTICLE II – MEMBERS

Section 1: Members. A Member is any person who contributes in a significant way to the operation or activities of the Corporation, requests to be a Member, and is approved by the Membership Committee of the Board of Directors.

Section 2: Powers. The Members shall have the power to elect and remove Directors at any properly announced meeting of the Members for that purpose.

Section 3: Definition. The Members may modify or amend the definition of a Member at any properly announced Membership Meeting.

Section 4: Member List. The Secretary shall keep a Member List identifying all current Members of the Corporation. Said Member List shall be considered confidential and not released for any purpose unless so directed by a properly approved Resolution of the Board.

Section 5: Communications with Members. The Incorporators express a reluctance to use of the term “Member” except as necessary. Therefore, the Corporation may use any language or terminology chosen by the Membership Committee or the Board of Directors in lieu of the term “Member” when communicating with the Members, so long as the intent of the communication remains and the recipient understands their rights and privileges with regard to the communication or its content.

ARTICLE III – MEMBERSHIP MEETINGS

Section 1: Annual Meeting. The date of the regular Annual Membership Meeting shall be chosen each year by the Board of Directors, who shall also set the time and place.

Section 2: Special Meetings. Special Membership Meetings may be called upon resolution of the Board, upon written request of any two (2) Members of the Board, or upon receipt by the Corporation of one or more written requests for a special Membership Meeting indicating that any two (2) Members in good standing together are making such request. Any request for a Special Meeting shall be accompanied by a statement of the purpose of such meeting.

Section 3: Notice. The Secretary shall give Notice of any Annual or Special Meetings to each Member by telephone, mail or email within the timelines specified in G.S. 55A-7-05. Such Notice shall include a description of the matter or matters for which the meeting is called. Such Notice shall be considered sufficient if sent by e-mail to the complete Membership List no less than ten (10) days before the scheduled date of the meeting provided that a quorum of the Members capable of voting on any matter before said meeting are present at the meeting.

Section 4: Voting Members. Any Member who requested to become a Member before the date of first notice of any Membership Meeting shall be a Voting Member for the purposes of that meeting. The Voting members may reduce or eliminate the prior notice requirements for Voting Members upon affirmative vote of a majority of the Voting Members present at any Membership Meeting.

Section 5: Directors. The Voting Members shall elect new Directors at the Annual Membership Meeting of the Corporation. The Member shall have one vote for or against the Slate of Directors prepared by the Board of Directors.

Section 6: Other Business. Voting Members may conduct any other business appropriate for Members of a nonprofit corporation at a properly announced Membership Meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Governance. The Corporation shall be governed by a Board of Directors (hereinafter referred to as the Board). The Board is responsible for overall policy and direction of the Corporation, as well as providing for the ongoing operation of the Corporation.

Section 2: Board Size and Compensation. The Board may delegate responsibility for day-to-day operations to the Officers or any committee(s) created by the Board. The Board shall be composed of not fewer than five (5) directors and shall include at least one “professional director” who is a licensed legal or accounting professional. Directors shall

receive no compensation except for the professional director who may receive a small stipend for attending a board meeting if needed.

Section 3: Meetings. The Board shall meet at least annually at an agreed upon time and place. Meetings of the Board may be called by any Officer or by any Director. Meetings may be held at any location, or may be held by telephone conference.

Section 4: Terms. All Board members shall serve one-year terms and are eligible for re-election.

Section 5: Slate of Directors. The Board shall develop a slate of Proposed Directors for consideration at any Annual Meeting or Special Meeting of Members wherein Directors are to be elected. The Proposed Directors shall include all Members who have expressed a sincere interest in being a Director, who have been assisting with committees of the board or otherwise demonstrating their commitment to ongoing support for the Corporation and its activities and efforts, and who meet additional qualifications as the Board may develop in good faith to assure the continued operation of the Corporation and support of its stated Purpose.

Section 6: Quorum. A quorum of at least fifty-one percent (51%) of the Directors must be present at any meeting of the Board before business can be transacted.

Section 7: Notice. The person calling for a meeting of the Board shall give notice at least five (5) days before the meeting if notice is sent by telephone or personal delivery, and at least ten (10) days before the meeting if notice is sent by e-mail or mail. Proper notice may be waived by the affirmative vote of all of the Directors, and such waiver and the vote therefore shall be included in the minutes of said meeting.

Section 8: Resignation, Termination and Absences. Resignation from the Board must be in writing or in person, and shall be given to any other Director or Officer of the Corporation. A Director may be removed from the Board by majority vote of the remaining Directors for excess absences if s/he misses two consecutive meeting of the Board meetings without prior notice. A Board member may be removed for other reasons by a unanimous vote of the remaining directors present at a meeting.

Section 9: Vacancies. If a Director is removed or resigns, the Board may select a replacement Director by the affirmative vote of a majority of the Directors at any properly noticed Board Meeting.

Section 10: Coordinator. The Board may select one Director to be a meeting coordinator, and that Director shall schedule, gather agendas, and lead any meeting of the Board, whether said meeting is in person, via teleconference, or via e-mail or mail.

Section 11: Committees. The Board may create committees as needed to carry out the functions and activities of the Corporation. ~~Committee membership may be any Director, Officer, or Member of the Corporation as specified by the Board.~~

Section 12: Membership Committee. The Membership Committee is responsible for deciding whether an applicant for membership has met the qualifications for a member as specified herein or in the Articles of Incorporation. This committee must include at least one Director or Officer, and shall include any other Member wishing to be so involved.

Section 13: Activities Committee. The Activities Committee is responsible for providing general oversight of the activities the Corporation financially supports to ensure that the use of the Corporation's sponsorship and financial support is appropriate. This oversight is not meant to replace any existing organizational system in place for the scheduling or operation of events or other activities. This committee must include at least one Director or Officer, and shall include any other Member wishing to be so involved.

Section 14: Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget. This committee shall include the Treasurer and any Directors who wish to involve themselves with the finances of the Corporation. The Board must approve the budget, and all expenditures must be within the budget unless specific Board approval is given for said expense. The Finance Committee is responsible for developing policies and procedures for the Treasurer to implement with regard to financial records, and also to develop policies with regard to what financial information may be disclosed to Members and to the general public. Final procedures, budgets, and plans shall be reported to the whole Board. This committee shall be composed of Directors and Officers, and may include other Members upon request and approval by the existing Directors and Officers on the committee.

Section 15: Minutes and Final Actions. The Minutes of board meetings and any Actions taken during a board meeting shall be prepared by the Secretary within one (1) week of the meeting and distributed to all board members for review. After distribution, one (1) week shall be allowed for comment and correction. This review time may be reduced upon consent to said reduction of time by all board members. The secretary shall then finalize and distribute final copies of Minutes and Actions to all board members. An official copy of a Resolution of the Board shall be authenticated by the signature of the Secretary together with an affirmation, made in good faith, by the Secretary as to the authenticity of the Resolution as being from a final Action of the Board.

ARTICLE V – OFFICERS

Section 1: Officers. The Officers of the Corporation shall be a Treasurer, a Secretary, and any other officers as the Board shall deem necessary.

Section 2: Treasurer. The Treasurer shall maintain the accounting records of the Corporation in a manner approved by a CPA and as further directed by the Board. The Treasurer shall make a report of the finances of the Corporation at each Board meeting and Member Meeting. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and manage the organization's bank accounts. The Treasurer shall keep all financial records and knowledge of those records confidential, except as specifically directed by the Board. The Treasurer shall be responsible for maintenance of all insurance policies and associated records for the Corporation. The Treasurer shall take other actions and maintain other records as so ordered by the Board.

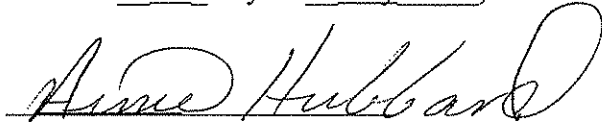
Section 3: Secretary. The Secretary shall be responsible for maintaining an archive of all official documents for the Corporation and all final Actions of the Board, send out all meeting announcements, distribute copies of minutes as appropriate, take minutes at all Board Meetings and Membership Meetings, and assure that other corporate records are maintained and reported as required by statute. The Secretary shall take other actions and maintain other records as so ordered by the Board.

ARTICLE VI – AMENDMENTS

Section 1: Amendments. These Bylaws may be amended, consistent with any requirements of the Articles of Incorporation, when necessary by the affirmative vote of 75% of the Board of Directors. Proposed amendments shall be submitted to the Secretary for inclusion in Board Meeting announcements.

The undersigned certifies that s/he is the duly elected Secretary of this Corporation, and that the above is a true and correct copy of the Action taken and duly adopted at the meeting of the Incorporators of the Corporation.

This the 7th day of May, 2010.


Aime Hubbard