

BYLAWS OF

Alaska Peace Center, Inc.

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Alaska Peace Center, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Alaska.

Section 2 — Purpose: Alaska Peace Center, Inc. is organized for exclusively charitable and education purposes. More specifically, the purposes for which the corporation is organized are to:

- ♦ facilitate fellowship, community, and mutual support for those working for peace, justice and sustainability, including a welcoming common ground for organized and informal meetings
- ♦ contribute to the understanding of the basis for peace and peaceful change
- ♦ increase public awareness and appreciation of issues pertaining to peace, justice and sustainability
- ♦ serve individuals and their families seeking peaceful alternatives to violent conflict.

ARTICLE II — BOARD OF DIRECTORS

Section 1 — General: The affairs of Alaska Peace Center shall be managed by a Board of Directors. Decision-making shall be by consensus or sense of the meeting discerned by the presiding officer of that meeting. If no consensus emerges on an issue, it shall be carried over to the next meeting. Issues on which there is no consensus upon second consideration, or emergency issues, may be decided by a majority vote.

Section 2 — Number: The board shall have no more than 15, but no fewer than 3 members. The number of Directors may be changed from time to time by amendment to these Bylaws as provided for in Article VII.

Section 3 — Compensation: Board members shall serve without compensation, but may receive reimbursement for reasonable, necessary, and documented expenses incurred in the performance of their duties. Board members may receive compensation for services rendered to the corporation in some other capacity, subject to the Conflict of Interest provisions set forth in Article VI of these Bylaws.

Section 4 — Terms: All board members shall serve two-year terms, beginning on the first day of the corporation's fiscal year. Upon adoption of these Bylaws, one half the existing board members will be chosen by lot to serve a one year term. The remaining board members shall serve a term of two years. All subsequent board members will be elected for two year terms. Individual board members shall be eligible for re-election for up to five consecutive terms, except that if there are no candidates available to

fill a board seat, a board member who has served five or more consecutive terms may be re-elected and continue to serve in that board seat another term.

Section 5 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member receive written notice at least one week in advance.

Section 6 — Election procedures: A Board Development Committee shall be responsible for nominating a slate of prospective board members representing Alaska Peace Center's constituency. Election shall be by consensus or sense of the meeting, discerned by the presiding officer of that meeting. If no consensus emerges, elections may be carried over to the next meeting, or decided by a majority vote.

Section 7 — Quorum: A meeting must be attended by a simple majority of duly elected board members for business transactions to take place and motions to pass.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary will solicit nominations for new members from present board members at least two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. Vacancies of this kind will be filled only to the end of the departing board member's term.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A board member may be terminated from the board due to excess absences. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE III — OFFICERS

Section 1 — Officers: The Board of Directors shall select, from among its members, officers consisting of a Chair, Secretary and Treasurer. Any office may be held by two persons (i.e. Co-chairs) working co-operatively. Their duties are as follows:

Section 2 — Duties of the Chair: The Chair (or Co-chairs) shall convene regularly scheduled board meetings, and shall preside or arrange for other members of the board to preside at each meeting.

Section 3 — Duties of the Secretary: The Secretary (or Co-secretaries) shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Section 4 — Duties of the Treasurer: The Treasurer (or co-treasurers) shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the prepara-

tion of the budget, help develop fundraising plans, and make financial information available to board members and the public.

ARTICLE IV — MEMBERS

Section 1 - Membership: Membership in this corporation shall be open to all who support the purposes of the organization and wish to participate.

Section 2 - Rights: Members shall have the right to participate in meetings and serve on committees. Members shall not have voting rights.

ARTICLE V — COMMITTEES

Section 1 — Formation: The board of Directors may create standing and/or temporary committees as needed.

Section 2 — Initial Committees: Alaska Peace Center shall have the following initial committees: Program/Events, Development/Fundraising, Facilities, and G.I. Rights.

ARTICLE VI — CONFLICT OF INTEREST

Section 1 — General Principles: Individuals who are neither compensated themselves, nor related to individuals who are compensated, shall constitute a majority of the board of directors.

Primary responsibility for making all decisions subject to this policy shall rest with the Board of Directors of Alaska Peace Center. The board may delegate decisions subject to this policy to a committee composed of individual board members unrelated to, and not subject to the control of, the person or persons involved in the proposed transaction.

In matters of compensation, no board member or officer may receive compensation from Alaska Peace Center which exceeds the value of the services provided for such compensation. In any other transaction, no board member or officer may receive economic benefits from Alaska Peace Center which exceed the consideration provided for such transaction.

Deliberation, decision-making, and written documentation of all arrangements subject to this policy shall take place before Alaska Peace Center makes payments of any kind.

Section 2 — Basis for Decision-making: In making decisions subject to this policy, the board of directors, or decision making committee, shall, to the best of its ability, obtain and rely upon appropriate data as to comparability, such as

- ♦ information about compensation paid by similarly situated organizations for similar goods or services,

- ♦ current compensation surveys compiled by independent firms, or
- ♦ actual written offers from similarly situated organizations.

Section 3 — Conflict of Interest: No Board member may vote upon a matter in which he or she has a direct financial interest. No Board member may vote upon a matter in which he or she has a business or family relationship with anyone who has a direct financial interest.

Immediately upon becoming aware that such a conflict may exist, a Board member must disclose the existence of the potential conflict to the remaining Board members. If, by consensus of the remaining Board members, a conflict of interest is found to exist, the Board member with the conflict shall withdraw from further deliberation and refrain from voting on the matter.

Section 4 — Record-keeping: The basis for each decision subject to this policy shall be fully documented, including:

- ♦ the terms of the approved transaction and the date approved,
- ♦ the members of the decision-making body who were present during debate on the transaction and those who voted on it,
- ♦ the decision made by each individual who voted,
- ♦ the comparability data that was relied on by the decision-making body and how the data was obtained, and
- ♦ any actions by a member of the decision-making body having a conflict of interest.

ARTICLE VII — AMENDMENTS

Section 1 — Authority: Adoption, alteration, amendment or repeal of these Bylaws shall be vested in the Board of Directors.

Section 2 — Procedure: Adoption, alteration, amendment or repeal of these Bylaws shall be by consensus or sense of the meeting discerned by the presiding officer of that meeting. If the directors do not reach consensus, the proposed amendment shall be carried over to the next meeting. If no consensus emerges on the issue on a second reading, the issue may be decided by a majority vote.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two thirds majority vote on 3 June 2021.

Heather Koponen, Chair

Date