

BYLAWS OF HOUSTON PEACE AND JUSTICE CENTER
(a non-profit corporation)

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Mission

The Houston Peace and Justice Center provides networks and resources for organizations and individuals to advance peace and social justice. We facilitate collaborations and resource pooling and build community among Houston's peace and justice activists. [amended 2/27/10]

Corporate Charter and Offices

The Houston Peace and Justice Center is incorporated as a non-profit organization under the laws of the State of Texas. The name of the registered agent is Bob Henschen, and the address of the registered office is P.O. Box 66234, Houston, Texas 77266.

The Board of Directors has the authority to amend the corporate charter. It may also change the name of the registered agent and/or the address of the registered office by filing a Statement of Change of Registered Agent or Office or both with the Texas Secretary of State. Such filing shall be made promptly with each change.

Tax Status

The Houston Peace and Justice Center intends to apply to the U.S. Internal Revenue Service for recognition as a 501(c)(3) foundation. Consequently, it is willing to abide by all restrictions entailed by such recognition. These include avoidance of any and all forms of electoral politics, and participation in grassroots legislative lobbying only within the limits set by federal law and regulations. [Adopted 11/4/99]

Membership, Affiliation, and Dues

There will be two categories of membership in HPJC: Group members and Individual members [adopted 2/10/07].

Group membership in the Houston Peace and Justice Center is open to all institutions and organizations in the Houston metropolitan area that promote non-violence, human rights, and/or economic, social, and environmental justice [amended 2/10/07]. The term "promote" as used in this article is intended to encompass advocacy but not the rendering of social services. Regardless of the areas in which an organization works, no applicant will be admitted to membership whose members have intentionally provoked violence in the course of their peace and justice work and unless that organization supports and practices the principles of nonviolence" [adopted 2/9/02].

No institution or organization that puts forward candidates for political office shall be eligible for membership.

Power to determine the eligibility of an institution or organization that applies for membership shall rest in the Board of

Directors, which shall decide the question by simple majority vote. Upon request, an applicant shall satisfy HPJC that it is a bona fide organization or institution [adopted 2/13/00].

Group Membership dues have been set initially at \$25.00 per year. The Board of Directors may reset the amount at its discretion.

Individual members: Individuals may become members if they meet the nonviolence criteria applicable to group members and pay dues as set by the Board of Directors [amended 2/10/07].

Board of Directors

The business and affairs of the Houston Peace and Justice Center and all corporate powers shall be exercised by, or under the authority of, the Board of Directors ("Board" hereafter), subject to the limitations imposed by law, the Articles of Incorporation, and these Bylaws.

The Board of Directors shall be constituted of representatives of its member institutions and organizations and representatives of its individual membership. The Executive Director, if any, shall serve as a non-voting member of the Board of Directors. [added 2/27/10]

Each member institution or organization is entitled to one representative (hence one Director) and one vote. It is the prerogative of the member institutions and organizations to appoint their representatives and determine their lengths of service. They shall promptly notify the Board of their initial appointments and subsequent changes.

A Director shall be the appointed representative of only one member organization or institution at any given time. A Director may arrange for another person to substitute for him/her at a Board meeting, but the substitute may not be a person currently appointed Director by another member organization or institution.

Individual members not representing a member institution or organization are eligible to serve as Directors. Initially, there shall be one (1) such Director for every ten (10) individual members; hereafter the Board may change this formula by simple majority vote without amending the By-laws.

Subsequent to the meeting at which the Board makes provision for individual members to become Directors, all the current individual members shall be invited to volunteer for service as Directors. At the following Board meeting, the Board shall elect the requisite number of Directors from among those who have volunteered. Terms shall be two (2) years, concluding at the annual meeting of their second year.

At the regular quarterly Board meeting immediately preceding each annual meeting, it will be determined if and how many additional Directors are required by the formula for representing the individual membership. If nominees are needed to fill additional seats on the Board and/or expiring terms, the Elections Committee will be charged with systematically soliciting volunteers from the individual members and bringing forward their names at the annual meeting. From among them the Board will then elect as many as are needed. Sitting Board members may vote to re-elect themselves. Those elected will take office immediately.

The regular meetings of the Board shall be quarterly, beginning in the January-to-March quarter. The last quarterly meeting shall be designated as the annual meeting of the corporation. At the annual meeting, the coming year's quarterly meeting schedule shall be determined and mailed to the Directors with the minutes of the annual meeting. Reminders of each regular meeting shall be sent at least fourteen (14) days before the scheduled meeting.

The Board may hold special meetings at its discretion. Further, if the President receives signed requests for a special meeting from at least five (5) Directors, the President must set a special meeting within ten (10) calendar days after receiving the fifth (5th) request. If a regularly scheduled meeting date falls within that period, however, the President

need not set a special meeting.

The President shall chair all Board meetings. In the President's absence, the Vice President or a chair chosen by a majority of Directors present shall preside.

The presence of at least twenty five percent (25%) of the Directors shall constitute a quorum to transact business. Consensus is the preferred method of reaching decisions. If consensus cannot be reached within a time judged reasonable by the chair, a simple majority shall settle the question except in cases otherwise specified in these Bylaws.

It is within the discretion of the Board to open any particular meeting to persons besides Directors.

Minutes of all meetings, regular and special, shall be mailed to all Directors within ten (10) days following the meeting.

The Board may establish policies to facilitate Executive Committee and Executive Director operations, and the operation of other committees between Board meetings and to ensure that new members of Board of Directors will be aware of past and present operations that are not detailed in these Bylaws. [added 2/27/10]

The Board shall establish an Executive Committee. It shall also establish an Election Committee no later than its second quarterly meeting [adopted 2/13/00]. It may establish as many other committees, both standing and ad hoc, as it deems necessary to conduct the business of the Houston Peace and Justice Center.

Officers, Executive Committee, and Election Committee

The officers of the Houston Peace and Justice Center shall be a President, a Vice President, a Secretary, a Communications Secretary [added 8/8/03] and a Treasurer. These five (5) officers, plus four (4) at-large members [amended 2/27/10] and the immediate past president shall constitute the Executive Committee. The Executive Director shall also serve as a non-voting member of the Executive Committee. [amended 2/27/10]

The Board shall elect officers and at-large members of the Executive Committee from among its Directors at its annual meeting. [amended May 2008]. Terms of office shall be twelve (12) months beginning after adjournment of the meeting at which the election occurs. Tenure in any one office shall be limited to three consecutive terms [adopted 2/13/00].

In a timely fashion, the Election Committee shall solicit and accept candidates for the offices, and report the results of its work to the Board 14 calendar days before the annual meeting. The Election Committee will accept nominations up to the time of the voting. The committee chair will preside over the annual meeting during that portion of the agenda devoted to the election. [Adopted 2/13/00]

If the office of the President falls vacant during the course of the year, the Vice President shall assume the Presidency and serve out the unexpired term. When any other position on the Executive Committee falls vacant during the course of the year, including the Vice Presidency in the circumstance just mentioned, the President shall inform the Election Committee, which will then solicit the Board for volunteers to fill the vacancy at the next Board meeting or the next Executive Committee meeting, whichever occurs first. If the Executive Committee meeting occurs first, then its choice to fill the vacancy will be considered temporary unless and until the Board ratifies it at the next Board meeting. The Board shall have the prerogative of choosing another member to serve out the unexpired term. [Adopted 2/13/00]

The Executive Committee shall conduct the affairs of the Houston Peace and Justice Center under the authority of, and within the guidelines and limits established by, the Board. It shall meet at its own discretion between Board meetings.

If a major decision must be reached before the next regularly scheduled Board meeting and the Board has not established policies, goals, or budget or bylaws that would guide the decision, the Executive Committee shall reach a decision in consultation with others such as HPJC committee chairs and/or Board of Director members from

organizations having a special interest in the issues related to the decision. The proposed decision shall be communicated to board members with a request to respond within a specified time period. The Executive Committee will consider all comments in the final decision. [amended 2/27/10]

The President shall ordinarily be the designated spokesperson for the Houston Peace and Justice Center. The Board may vest in the Executive Director the authority to speak for the Center. If neither the President nor the Executive Director [amended 2/27/10] is available when the need for a public statement arises the Vice President shall assume responsibility.

Advisory Board

The Board of Directors at its discretion may institute an Advisory Board. Invitations to serve on the Advisory Board shall be issued following Board approval of suggested members. The sole obligation of Advisory Board members will be to allow their names to be associated with HPJC on its letterhead and in its publications. Beyond that obligation, Advisory Board members will be encouraged to assist HPJC in ways including, but not limited to, their counsel, their community influence, and their access to resources. Members of the Advisory Board shall be invited to attend meetings of the Board of Directors and participate in the discussion of matters before it, but they shall not be entitled to a vote. [Adopted 2/10/01.]

Corporate Records and Reporting

The Board shall assure the proper keeping of all records required by state and federal law. These include (but are not necessarily limited to) minutes of Board meetings, income and expenses, contracts, and all records regarding employment.

The Secretary shall have primary responsibility for the taking, timely mailing, and maintenance of meeting minutes. The Treasurer shall have primary responsibility for financial management, including all bank accounts, the receiving and disbursement of moneys, submitting quarterly reports to the Board, and filing required reports to state and federal agencies. The Board may designate other parties to assist the Treasurer with tax reports. It shall arrange for financial audits as required by law and/or deemed advisable for sound fiscal management.

The Center's fiscal year shall be September 1 through the following August 31 [adopted 2/13/00]. All financial records shall kept for at least three (3) years after the close of each fiscal year and shall be available to each Director for inspection.

The Houston Peace and Justice Center shall not make loans to any of its Directors.

Adoption and Amendment of bylaws

These Bylaws shall be submitted by mail to all the Directors of the Houston Peace and Justice Center, and shall enter into force when a majority of Directors indicates by written statement that they are acceptable. The date shall of entry into force shall be inscribed at the bottom of a copy and filed with the papers of the Center.

The Bylaws may subsequently be amended by a simple majority of the quorum at a regularly scheduled Board meeting. All proposed amendments must be mailed to the Directors at least fifteen (15) days in advance of the meeting at which they shall be considered.