

**Central Kentucky
Council for Peace and Justice**

By-Laws

ARTICLE I. NAME

The name of the Corporation shall be CENTRAL KENTUCKY COUNCIL FOR PEACE AND JUSTICE, hereinafter referred to as the Council.

ARTICLE II. PRINCIPLES

The Council is united by dedication to the following principles:

1. Nonviolent solutions to conflict;
2. An equitable distribution of the world's resources;
3. Acceptance of diversity in people, political systems, and beliefs;
4. Respect for the dignity of every individual; and
5. Human rights for all people, regardless of race, ethnicity, sex, sexual orientation, religious, political, and philosophical beliefs, age, or disabilities.

ARTICLE III. PURPOSE

The Council shall exist for the following purposes:

1. To provide members and the community with resources and information regarding peace and justice issues.
2. To facilitate and encourage communication and interchange of ideas among member groups.
3. To mobilize, coordinate, and support activities and actions focused on peace and justice issues.

ARTICLE IV. MEMBERSHIP

ORGANIZATIONAL MEMBERSHIP

Membership in the Council shall be open to organizations and their members in Central Kentucky who are in agreement with the Council's Principles and Statement of Purpose. Dues are owed by each member organization in an amount determined by the Council Board and shall be paid annually.

Every organization interested in becoming a member organization shall make written application as such to the Board of Directors. The membership application shall consist of the following information: The name, address, and telephone number of the organization, the name of two contact persons for the organization, the type of organization, and a brief statement of the purpose of the organization.

Central KY Council for Peace & Justice
Bylaws (Revised April, 2008)

Dues shall accompany the application. "In kind" contributions in lieu of part or all of the dues will be accepted after consideration and approval by the Board of Directors.

The Board of Directors shall consider the organization's application at its next regularly scheduled meeting.

The new member organization shall make a presentation about itself to the Council as scheduled by the Board of Directors.

Member organizations will have the right, but will not be required, to make nominations of persons to serve on the Board of Directors.

INDIVIDUAL MEMBERSHIP

Membership shall be open to individuals in Central Kentucky who are in agreement with the Council's Principles and Statement of Purpose.

Individual members will have the right and will be encouraged to bring proposals to Board meetings, with the exception of executive sessions, which will be held only for the purpose of discussing personnel matters.

Attendance at executive sessions will be limited to members of the Board of Directors.

Individuals and members are encouraged to contribute articles to the Council's newsletter. The editor of the newsletter will have the right to edit or limit such articles in discussion with contributors. In cases of serious conflict, decisions may be appealed to the Board.

The Board of Directors will determine a dues structure. Categories shall include, but not be limited to:

- individuals
- student/limited income member
- organizations
- contributing member
- sustaining member
- sponsor

Organizational membership begins with the payment of the appropriate dues and will continue for one year.

ARTICLE V. MEETINGS

There shall be monthly meetings and an annual planning retreat of the Central Kentucky Council for Peace and Justice Board of Directors and other interested members of the Central Kentucky Council for Peace and Justice.

The Board of Directors shall meet more often than monthly if the Steering Committee has an

urgent request.

The Board meetings and Steering Committee meetings are open to all people. The Board has the right to call an executive session to discuss personnel issues. In the case of an executive session, all non-Board members will be asked to leave the room.

All other meetings are open to all members of the Central Kentucky Council for Peace and Justice.

A public meeting shall be held at least annually for the purpose of education, social gathering, and programs as chosen by the Board of Directors.

ARTICLE VI. ORGANIZATIONAL STRUCTURE

There shall be a Board of Directors whose members shall reflect to the extent possible the community in accordance with the principles stated in Article II. The Board of Directors shall consist of at least 9 people. Nominations for new Board members shall be invited from the Board and the membership. Board members may be members of Council member organizations. The Council shall have officers elected by the Board. The officers shall include 2 Co-Chairs, a Treasurer, and a Secretary. There shall be a Steering Committee and a Nominating Committee.

The Steering Committee shall include at a minimum the following five people:

- 2 Co-chairs
- Treasurer
- The editor of the Newsletter
- The immediate past co-chair or one other member chosen by the Board

A member of the Steering committee shall be designated to take minutes of meetings of the Steering Committee. These minutes shall be reviewed at the next meeting of the Board.

The Board may add to the Steering Committee as it deems appropriate. If the Board chooses to name an Executive Director, that director shall become a member of the Steering Committee.

The Nominating Committee shall consist of at least 3 people approved by the Board of Directors. The Nominating Committee will nominate at least one person to fill each office or staff position of the Board. Other nominations may come from members of the Council. Usually the outgoing chair will chair the Nominating Committee.

There may be persons hired (or who volunteer) to work at the direction of the Board of Directors such as the Editor of the Newsletter or an Administrative Assistant. These staff may include an Executive Director. Employees who are also members of the Board cannot participate in discussion or decisions about personnel matters affecting themselves. The Board shall provide job descriptions for all staff positions.

DUTIES OF THE BOARD

Members of the Board of Directors shall sign a written agreement, agreeing with the principles as stated in Article II and agreeing to perform the following duties:

- Attend and participate in Board meetings
- Participate in budget development, fundraising, and decisions as to disbursement of funds
- recruit new individual and organizational members
- coordinate communication between the Council and other organizations they represent.
- Participate in subcommittees as feasible to facilitate the activities of the Council

Board members who often miss meetings or who are simply unable to participate regularly may be asked to resign in the interest of maintaining a vital and active Board.

DUTIES OF THE STEERING COMMITTEE, NOMINATING COMMITTEE, OFFICERS AND STAFF PERSON(S)

General: The Steering Committee shall be assigned duties to include:

- Planning special Board meetings
- Planning details of the annual retreat within parameters established by the Board.
- Making decisions or responding to requests of the Board of a pressing nature when such decisions must be made prior to the next regular meeting meetings of the Board, using its discretion to judge those items consistent with Council goals and practice.
- Reviewing all decisions made outside regular Board meetings with the Board at its next scheduled meeting

Decisions by the Steering Committee are taken by consensus unless otherwise specified in the by-laws. At least 3 people on the Steering Committee must participate in making a decision. All members of the Steering Committee should participate in a decision if at all possible. If a financial matter is being considered, the Treasurer should be consulted if at all possible.

General: The Nominating Committee shall be assigned duties to include:

- Recommending persons to become Board members, officers, or staff of the Board in accordance with the principles stated in Article II.

Specific: The Co-Chairs shall be assigned duties to include:

- Setting an agenda in advance of the meetings
- Calling meetings of the Steering committee
- Maintaining a current list of Board Members and the chairpersons of such committees as may be created by the Board.

- At least one Co-Chair shall be able to sign checks as needed when approved by the steering committee and when the Treasurer is unavailable. The Treasurer shall be informed as soon as possible of all such actions.

The Treasurer (or the treasurer's designate as approved by the Board) shall be assigned duties to include:

- Accept all funds donated or designated for use by the Council
- Disperse funds as designated by the Board or the Steering Committee including payment of all Board employees.
- Ensure that records are kept of all funds received or dispersed
- Establish a bank account and sign checks for the Board.
- Designate such of her or his duties to a volunteer or staff book keeper as deemed appropriate.
- Maintain a current list of member organizations.
- Maintain such financial records as necessary for audit and tax purposes.
- Make regular reports of finances to the Board

The Secretary shall ensure that minutes are kept of all meetings and that all key documents of the Council are duly kept as a record of the Council's activities. Administrative duties of the Secretary may be delegated to Council staff as appropriate. The Secretary shall also maintain a record of key Board decisions, referenced and accessible for future Board meetings.

ARTICLE VII. ELECTIONS, TERMS OF OFFICE, VACANCIES

The two (2) Co-chairpersons, Treasurer, Secretary, and any designated member of the Steering Committee shall be chosen by consensus of the Board of Directors.

The term of office for the two Co-Chairs, and Treasurer will be two years. The term of office for a General Board member of the Steering Committee can be one or two years. To assure continuity on the Steering Committee, terms for the officers will alternate in the following manner:

- One Co-chair will be chosen one year. The following year the other Co-chair will be chosen.

Board members who are not officers shall have the option of signing up for terms of one, two, or three years. All terms of office will begin July 1 of any given year, new officers being chosen at the May Board meeting. When a Board member's term of office ends, the Board member may elect to renew for another term.

When necessary, adjustments in a Board member's term can be made by the Nominating Committee. If a vacancy should occur before the term of office is expired, another person shall be nominated or selected at one Board meeting, and chosen by consensus at the next Board

meeting.

ARTICLE VIII. BOOKS AND RECORDS

All books and records of the organization may be inspected by any member, or agent or attorney of any member, for any proper purpose at any reasonable time.

ARTICLE IX - AMENDMENTS

These By-Laws may be amended by making a proposal to the Board. An officer or staff person will then notify all Board members of the proposed amendment before the next Board meeting. Decision will be made at the next meeting of the Board, or as the Board chooses.

ARTICLE X - DECISION-MAKING

Board decision-making shall be by consensus. However, the right to block consensus will be limited to members of the Board of Directors, who have signed the written agreement as described in Article VI.

The Council shall endorse an activity or commence an activity if agreement to do so is achieved by consensus of the Board of Directors present at a meeting of the Board, with the following provisions:

1. All agenda items will be given to the facilitating Co-Chair at least one week before meetings of the Board or Steering Committee.
2. If a member of the Board and their designated alternate are unable to attend a Board of Directors meeting, they may notify the Co-chair(s) of any concerns/opinions on any agenda item which will be discussed at that Board meeting.

An ad hoc meeting may be called by the Steering Committee if deemed necessary for decision-making. One week notice will be given of such a meeting.

A Quorum shall be defined as all members of the Board of Directors present at a regularly scheduled meeting of the Board of Directors.

In the event of a lack of consensus, the organizations in agreement may co-sponsor the activity/issue in their individual organization's names, but not in the name of the Central Kentucky Council for Peace and Justice.

The only exceptions on making decisions by consensus are decisions on hiring and firing of Council employees. These decisions will be made by the Board meeting in Executive Session. Board members must be notified of a pending decision to hire or fire. Notification must be in accord with provisions 1 through 4 of this Article. A vote of a minimum of 2/3 (two-thirds) of the Board members present will be required to hire or fire an employee.

ARTICLE XI - PUBLIC EVENTS AND POSITION STATEMENTS

Proposals for public events and position statements for the Council may be initiated by any Council member and brought before the Board.

Central KY Council for Peace & Justice
Bylaws (Revised April, 2008)

Public events or position statements become Council policy when the Board approves of such by consensus. If consensus is not reached according to the method stated in Article X, the individual organizations in agreement may co-sponsor the activity/position statement in their names, but not in the name of the Central Kentucky Council for Peace and Justice.