

**Constitution and Bylaws
of the
West Cascade Peace Corps Association**

10/24/14

PREAMBLE

The Constitution sets forth the structure of this organization of returned Peace Corps volunteers, their friends, family, and advocates of peace and multicultural understanding. The Bylaws outline the implementation of the structure. The Constitution and Bylaws are in accord with the provision of the United States code of law regulating nonprofit organizations, specifically section 501(c)3 of the IRS code of 1954.

CONSTITUTION

Article I. Name

The name of the organization shall be "West Cascade Peace Corps Association."

Article II. Purpose

Section 1.

The purpose of this organization is to:

- a. Promote charitable and educational purposes, as those terms are used in Section 501(c)3 of the Internal Revenue Code, in connection with accomplishing the third goal of Peace Corps as originally mandated by Congress in 1961: "To promote a better understanding of other people on the part of the American people."
- b. Provide a regional, interdisciplinary forum for charitable activities, professional development, networking, and exchange of knowledge related to understanding and assisting people from diverse cultures in the Eugene, Oregon area and in countries where Peace Corps volunteers have served.
- c. Provide support for newly returned Peace Corps volunteers reconnecting with their community and culture in the United States while allowing them to continue with public service related activities similar to those encountered in their Peace Corps service.

- d. Provide a venue for returned Peace Corps volunteers to utilize their public service skills in their current community.
- e. Promote volunteerism.
- f. Assist the local Peace Corps Recruiter.
- g. Provide social and networking opportunities for RPCVs and their families.

Section 2.

The organization is not-for-profit and exists exclusively for charitable and educational purposes. No board member, officer, agent, or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the organization while it is in operation or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the organization in effecting one or more of its objectives or purposes.

Article III. Membership

The following shall constitute the membership of the association: Peace Corps volunteers or Peace Corps alumni may join with full voting rights. Other people expressing an interest in WCPCA may join, but with limited voting rights. Such members may not vote to amend this constitution or bylaws.

Article IV. Officers

The officers of the organization shall be the President, Vice President, Secretary, and Treasurer. The duties of these officers are specified in the bylaws.

Article V. Board of Directors

The Board of Directors shall consist of all officers and elected Directors-at-Large. The number of elected Board members may be increased or decreased as deemed necessary by a vote of the Board. Appointed Board members have the same voting privileges as elected Directors.

Article VI. Meetings

The organization shall convene an annual general meeting in connection with elections at a time and place to be decided by the Board of Directors. Board meetings shall be held as necessary and are open to the full membership. Urgent business or extraordinary matters may necessitate the calling of a special meeting.

Article VII. Nominations, Elections and Appointments

Nominations shall be the responsibility of a Nominating and Elections Committee as specified in the bylaws. All elections shall be held at the annual general meeting following procedures specified in the bylaws. Special appointments may be made by the President after obtaining the advice and recommendations of the Board of Directors.

Article VIII. Bylaws

The bylaws shall be consistent with the constitution and define their operational intent. The bylaws may not contradict the constitution.

Article IX. Amendments

The constitution and/or bylaws may be amended as necessary by a two-thirds majority of those voting. Voting on a proposed amendment shall be accomplished through a special meeting arranged by the Board of Directors. The proposed text of the amendment shall be published within a reasonable time prior to the general or special meeting. Any member may propose an amendment to the bylaws or constitution to the Board of Directors for its review. Proposed amendments must be approved by the Board of Directors before they are brought before the membership.

This corporation ceases to exist when a motion to this effect is passed according to procedures set down in the constitution and bylaws and any amendments thereto and the appropriate Articles of Dissolution are filed with the Oregon Secretary of State.

Article X. Records

Copies of the constitution and bylaws together with their amendments shall be kept by the Secretary of the Board, by the President, on the organization's website and made available to members upon request. Minutes of the meetings of the Board of Directors and annual meetings shall be kept and posted on the website.

Article XI. Dues

Members shall be assessed various dues as specified in the bylaws.

BYLAWS

Article I. Name (as constituted by the Constitution)

Article II. Purpose (as constituted by the Constitution)

Article III. Membership

Section 1. Eligibility.

Members are defined as those who have paid the currently stipulated membership dues. Dues must be paid annually to retain membership.

- a. Any Peace Corps volunteer or Peace Corps alumnus/a may join with full voting rights.
- b. Other people expressing interest in WCPCA may join, but with limited voting rights. Such members may not vote to amend this constitution or bylaws.
- c. Members become such by registering their names, addresses and telephone numbers and paying dues.
- d. A member ceases to be such when he/she either: (1) provides written notice to the President of his/her intention to resign, (2) fails to pay dues during the annual renewal period, (3) is expelled for cause or grave misconduct according to procedures set forth in Robert's Rules of Order, or (4) dies.

Section 2. Rights.

All members have the right to vote for officers and at large members of the Board of Directors, to hold office if duly elected, to attend meetings of the Board of Directors, and to vote for business matters that the board brings to a general meeting.

The organization will protect the privacy of its members by not providing its mailing list to outside parties. However, certain items may be included in a regular organization mailing provided that the Board determines it will be of interest to members and the requesting organization pays for the cost of that mailing.

Article IV. Officers

The officers of the organization shall be the President, Vice President, Secretary, and Treasurer. The duties of these officers are specified below. All officers shall hold office for one year with unlimited reelection opportunities and are eligible for any other elective office and may be elected in consecutive years.

Section 1. Officers and eligibility

Only Peace Corps alumni/ae may serve as officers of this organization. The elected officers shall be: (1) President, (2) Vice President (3) Secretary, (4) Treasurer.

Section 2. Succession of officers

If the president leaves office prematurely the vice president shall assume the position of president and shall be authorized to make any appointments that he or she deems necessary to effect a smooth transition in leadership.

If there is no vice president the Board of Directors shall elect a member of the Board of Directors to serve as president until the next general election.

If there is a vacancy in any other office the president may appoint a replacement with the approval of the Board of Directors.

Section 3. President

The President is the executive officer of the organization with authority to appoint special committees, chair the Board of Directors, call meetings of the Board, execute the will of the Board, serve ex-officio on all committees, serve as one of three signatories of the organization, and preside at the annual meetings of the organization.

The President will notify all Board members of meetings requiring their attendance as soon as possible and not less than two weeks prior to the meeting. The President may be reelected. The President opens the meeting at the appointed time, sets the agenda and announces the business of the day, puts to a vote all questions legally moved, announces the results of the vote, and sees that a quorum is present before voting on motions. If no quorum is present other business may proceed.

The President enforces the Constitution and Bylaws and decides questions of procedure according to Roberts' Rules of Order. He/she may appoint a Parliamentarian. The President authenticates, by signature when necessary, all papers and declarations of the will of the members and the Board of Directors legally voted as motions, and represents the corporation in an official capacity as need be. The President appoints the nominating, special, and ad hoc committee members as set forth in this constitution and bylaws or following an approved motion to this effect. The President votes in any election requiring written ballots and in any vote to break a tie.

Section 4. Vice President

The Vice President serves as executive officer of the organization in the absence of the President. The Vice President assists the President in the accomplishment of his/her duties, replaces the

President in his/her absence or when he/she vacates the chair. The Vice President performs additional duties as stipulated by the constitution and bylaws. The Vice President may be reelected.

Section 5. Secretary

The Secretary will take the minutes of meetings of the Board of Directors, circulate them to board members for approval, and forward the approved minutes to the webmaster for posting on the website. The minutes must be maintained in a log or archive which is available to members for any proper purpose at any reasonable time.

The Secretary must arrange for a substitute secretary to take minutes whenever he/she will be absent from a regular monthly meeting. The Secretary chairs meetings in the absence of the President and Vice President with all duties and responsibilities incumbent upon them while holding the chair. The Secretary conducts correspondence as directed, reads important correspondence at meetings and notes the response in the minutes. The Secretary performs additional duties as stipulated in the constitution and bylaws. The secretary may be reelected.

Section 6. Treasurer

The responsibilities of the Treasurer include overseeing the collection of dues and fees, validating the good standing of members, and serving as one of the two signatories of the organization. The Treasurer shall work in concert with the Board of Directors in keeping of financial records, disbursement of funds, the direction of business affairs, and the filing with the IRS and the Oregon Department of Revenue financial reports consistent with the requirements of a nonprofit organization that has received 501 (c) (3) status. At the annual meeting the Treasurer will present an annual financial report to the membership.

At the beginning of the calendar year the newly elected Treasurer shall work with the newly elected Board of Directors to develop a budget for its year of service, January through December.

Section 7. Nomination of candidates for Board of Directors

The President shall appoint a nominating committee for new officers of one to three members in good standing two months prior to the election. The committee will present its recommendations to the Board for acceptance one month prior to the election. The names of the nominees will be published in the newsletter at least two weeks prior to the election.

Section 8. Election of Officers

Officers of the organization will be elected at the annual general meeting by members in good standing. Voting may occur by paper ballot or a show of hands.

Article V. Board of Directors

Section 1.

The Board of Directors shall consist of four officers, up to nine (9) board members elected at large, and up to two board members appointed by the board. The term of office for elected board members shall be one year; the term of office for appointed board members shall be one year. A board member may be reelected and/or reappointed.

Section 2.

The Board shall:

- a. exercise the executive functions of the organization.
- b. control and manage the affairs, funds, properties, and records of the organization except when this contradicts specific arrangements described in the bylaws.
- c. fix the time and place of annual meetings of the membership.
- d. vote on presidential appointments except where provided to the contrary, herein.
- e. serve from January through December of a calendar year.
- f. adopt a budget for its year of service no later than the February board meeting.

Section 3.

The term of office of any board member may be terminated in the best interests of the association by a three-fourths vote of the remaining board members.

Section 4.

The Board of Directors meets as the need arises.

Section 5.

The Board of Directors is responsible to its electorate. Board members at large shall serve as advocates for the membership. They shall be prepared to chair and serve on ad hoc committees at the request of the president and to assist in the general functioning of the organization.

Section 6.

Except as otherwise provided herein, a simple majority of the Board of Directors shall constitute a voting quorum, and the vote of a simple majority of any such quorum shall be sufficient to take action.

Section 7.

The Board of Directors has no power to:

- a. reverse the will of the majority of the voting membership.
- b. go into debt beyond the fiscal year without the consent of the general meeting.
- c. overlap work of properly constituted appointees or elected officers without their approval.

Section 8.

Any action to be taken by the Board of Directors, or by the executive committee where the executive committee is authorized to take action on behalf of the Board, may be done by telephone, fax, email, or regular mail.

Article VI. Meetings

- a. Meetings will be held at a place and time designated by the president, the Board, or both. At least one meeting of the general membership will be held each year at which the Board of Directors will be elected.
- b. Notice shall be given at least one month prior to the meeting.
- c. A quorum is necessary to entertain motions but not to conduct other business.
- d. Proxy votes may be cast on any motion or election where appropriate but may not be used to make a quorum.
- e. Votes may be cast electronically in absentia.

Article VII. Nominations, Elections and Appointments

Nominations shall be the responsibility of the Nominating and Elections Committee as specified in the bylaws. All elections shall be held at the annual general meeting following procedures

specified in the bylaws. Special appointments may be made by the President after obtaining the advice and recommendations of the Board of Directors.

Article VIII. Bylaws (As constituted by the constitution)

Article IX. Amendments (As constituted by the constitution)

Article X. Dues

- a. Dues shall be paid annually in an amount and manner set by the board. The annual membership dues shall be determined by the Board of Directors and noted on the website.
- b. Peace Corps volunteers who have completed their service and returned to the United States within the past 12 months qualify to receive a one-year free membership.

The general membership voted to accept substantial changes to the Constitution and Bylaws in an election held in November, 2007. The Constitution and/or Bylaws were further amended on 11/14/2008, 10/12/12/, 10/11/13, and 10/24/14.