

VETERANS FOR PEACE, INC. BYLAWS

Approved by the 1999 Annual Convention in Philadelphia, PA.

Amended at 2000 Convention in Washington, DC, Amended 2001 Convention, Albuquerque, New Mexico, 2003 Convention in San Francisco, CA, 2005 Convention in Dallas, TX, and 2006 Convention in Seattle, WA.

ARTICLE 1. NAME

The name of this corporation shall be Veterans For Peace, Inc. (VFP)

ARTICLE II. STATEMENT OF PURPOSE

We, having dutifully served our nation, do hereby affirm our greater responsibility to serve the cause of world peace. To this end we will work, with others

- (a) Toward increasing public awareness of the costs of war
- (b) To restrain our government from intervening, overtly and covertly, in the internal affairs of other nations
- (c) To end the arms race and to reduce and eventually eliminate nuclear weapons
- (d) To seek justice for veterans and victims of war
- (e) To abolish war as an instrument of national policy.

To achieve these goals, members of Veterans For Peace pledge to use non-violent means and to maintain an organization that is both democratic and open with the understanding that all members are trusted to act in the best interests of the group for the larger purpose of world peace.

We urge all people who share this vision to join us.

ARTICLE III. MEMBERSHIP

Section 1. Full Membership.

Full Members of VFP shall be veterans of the Armed Forces of the U. S., or veterans of the Armed Forces of foreign nations who reside in the U. S. They may also be Merchant Marines or other U.S. Citizens who have served in a professional capacity with or in service to the Armed Forces of the U.S. in an area and during a period of war, conflict or other hostile activity. Full Members must subscribe to the purpose, goals and ideals of VFP and pay national dues. Eligibility for Full Membership shall be determined by additional rules and regulations adopted by the Board of Directors.

Section 2. Associate Membership.

Associate Members of VFP shall be members who are not veterans, but who subscribe to the purpose, goals and ideals of VFP and pay national dues. Eligibility for Associate membership shall be determined by additional rules and regulations adopted by the Board of Directors.

Section 3. Honorary Membership.

Honorary Membership may be conferred on the recommendation, in writing, of at least two Full Members, the approval of a majority vote of the Board of Directors, and a majority vote of Full Members attending the National Convention. Honorary Membership shall carry none of the obligations of the organization, but shall entitle the holder to all the privileges except those of holding office. Honorary Members must subscribe to the purpose, goals and ideals of VFP. Eligibility for Honorary Membership shall be determined by additional rules and regulations adopted by the Board of Directors.

Section 4. Membership may not be denied because of race, gender, sexual orientation, religion, national origin or any other discriminatory practice.

Section 5. The Board of Directors has the authority to restrict or expel from membership a person when, in their judgment, admission would be inconsistent with the purposes, principles, objectives or goals and ideals of VFP. The Board of Directors shall state their reasons for any action under this Section to the Annual Convention. Any action under this section may be appealed to the national Convention.

Section 6. The Board of Directors shall establish and publish criteria for misconduct and establish procedures for investigating and hearing claims of misconduct.

ARTICLE IV. DUES

All Full and Associate Memberships are contingent on the payment, in advance, of fixed annual dues set by the Board of Directors and approved at the Annual Convention. The Board of Directors shall have the authority to set rules for waiver of dues in situations it deems appropriate.

ARTICLE V. BOARD OF DIRECTORS

Section 1. General Powers.

The management of VFP shall be by and through the Board of Directors.

Section 2. Number and Qualifications.

The Board of Directors will consist of at least nine (09) Directors. The Board of Directors may change the size of the Board of Directors, subject to approval at the next Annual Convention. Directors must be Full Members of VFP at the time of nomination and through their term of office.

Section 3. Term of Office.

A full term of office of a Director shall be three (03) years. The term shall be from January 1 to December 31. Directors shall not serve more than two full terms consecutively.

Section 4. Vacancies.

A vacancy of the Board of Directors shall arise on the death, resignation, or termination of a Director or on the inability or refusal of a Director to serve. Upon the unexcused absence of a Director from two (02) consecutive meetings of the Board of Directors, such absences shall be declared by the President,

with the approval of the Board, to cause a vacancy and the vacancy shall be announced to the Membership. The President may appoint a Director to fill the vacancy on the Board of Directors, subject to the approval of the Board of Directors.

Section 5. Quorum.

A majority of the Board of Directors shall constitute a quorum. If a meeting is adjourned due to lack of a quorum, the President or presiding officer may announce orally, at the meeting, the date of the reconvened meeting without the requirement of notice of Article V, Section 8.

Section 6. Meetings.

The Board of Directors shall hold a regularly scheduled meeting at least annually on a date to be determined by the Board. The President or any two Directors may call special meetings of the Board of directors.

Section 7. Transaction of Business Between Meetings.

The President may initiate meetings of the Board of Directors utilizing electronic means provided all notices, quorums, votes and actions are recorded with the Secretary within seven (07) days of meetings.

Section 8. Notice of Meetings.

Notice of any special, not regularly scheduled meetings of the Board of Directors shall be given at least thirty (30) days prior. The notice will be written, will include a proposed agenda and will be delivered in person, by mail or by acknowledged facsimile or e-mail to the address recorded in the VFP national office. Any Director may waive notice of any such meeting. The attendance of a Director at any such meeting of the Board of Directors constitutes a waiver of notice of that meeting except when the Director attends the meeting for the express purpose of objecting to the lawfulness of the meeting.

Section 9. Open Meetings.

Meetings of the Board of Directors are open to the membership. Closed meetings may be held on matters involving personnel, litigation, contractual negotiations, or similar matters on a recorded vote of the Board of Directors. When a meeting is closed the reason shall be recorded.

Section 10. Open Meeting Records.

The Board of Directors shall maintain minutes of their meetings. The book of minutes for the prior two (2) years shall be available to Full Members at the Annual Convention.

ARTICLE VI. OFFICERS

Section 1. Office and Terms.

The officers of the Corporation shall be a President, a Vice President, Secretary and Treasurer who must be members of and shall be elected by the Board of Directors. They shall hold office for a term of one (01) year and until their successor is elected.

Section 2. President.

The President shall be the chairperson of the Board of Directors and the Chief Executive Officer of the Corporation and an ex-officio member of all committees. The president shall preside at Annual Conventions.

Section 3. Vice President.

The Vice President shall perform the duties and exercise the powers of the President in the event of that President's absence, including acting as chairperson of the Board of Directors, and shall perform such other duties as may be from time to time prescribed by the President.

Section 4. Secretary.

The Secretary shall keep the minutes of the Annual Convention and meetings of the Board of Directors in the manner provided by VFP for that purpose; he/she shall also see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.; he/she shall keep a register of the mailing addresses of all Full Members, Associate Members and Honorary Members which shall be furnished to the Secretary by such members; he/she shall, in general, perform all duties incident to the office of Secretary and such other duties as may be from time to time prescribed by the President.

Section 5. Treasurer.

The treasurer shall be responsible for all funds of VFP and for the performance of all duties incident to the office of Treasurer and such other duties as may be from time-to-time prescribed by the President. He/she shall submit a monthly Treasurer's Report to the Board of Directors. The treasurer shall also prepare an annual Treasurer's Report in the month prior to the Annual Convention to include information on the number of dues paying members and shall present such Report to the Annual Convention.

Section 6. Executive Committee.

The Executive Committee of the Board of Directors shall consist of the officers of VFP with the Executive Director serving ex-officio. The Executive committee shall confer on a regular monthly basis to review recent financial statements, day-to-day operational matters and to formulate upcoming board agendas. Decisions of the Executive Committee shall be by majority vote.

Section 7. Vacancies.

Should there be a vacancy in the Presidency, the Vice president shall succeed to the Presidency and shall serve until the next annual election, or until the Board of Directors elects a President from among its members who will serve the remainder of the term being filled. Any other vacancy shall be filled by the Board of Directors and the successor shall hold office until the next annual election.

ARTICLE VII. ELECTIONS

Section 1. Nomination of directors.

- (a) No later than April 1 of each year the President shall appoint a Nominating Committee consisting of a Director and three (03) Full Members, to consider nominations for election to the Board of Directors. The Nominating Committee shall select at least two (02) Full Member candidates for each vacancy which is scheduled to occur. The Board of directors will publish criteria for the submission of personal data for each potential candidate. The committee will exercise discretion in its selections to enhance the makeup of the Board of Directors with regard to geographic dispersion.
- (b) Additional nominations for election to the Board of Directors may be made by petition. Nominating petitions shall name the nominee, be signed by at least ten (10) Full Members, and be submitted to the National Office by thirty (30) day prior to the annual Convention.

(c) There shall be no nominations from the floor of the Convention.

Section 2. Election of directors.

- (a) In October, or six (06) weeks after the Annual Convention, the Secretary shall mail to all full members (as of the prior Annual Convention) a ballot with the names of all the nominees. The mailing will contain a brief biographical statement on each candidate.
- (b) The ballots must be returned postmarked by a deadline published on the ballot and calculated as four weeks after the initial ballot mailing.
- (c) The nominees receiving the largest number of votes shall fill the full-term vacancies which exist. The nominees who receive the largest number of votes shall fill the longest terms of office available, in declining order.
- (d) The ballots will be counted according to rules determined in advance by the Board of Directors and published to the Annual convention. Counting of ballots may be done by staff of the National Office or by an outside agency. Any Full Member may be present during the counting of the ballots. Ballots will be retained for two (02) years.

ARTICLE VIII. ADMINISTRATION OF NATIONAL OFFICE

Section 1. The Directors may authorize the employment of an Executive Director to manage the day-to-day operations of the VFP national office. The President, with the approval of the Board of Directors, shall set the duties and responsibilities of the Executive Director.

Section 2. The Executive Director shall prepare an annual budget for the operation of VFP, which shall be approved by the Board of Directors.

Section 3. The Executive Director shall maintain a daily calendar and log of business transactions that shall be available to any Director for inspection during normal office hours.

Section 4. The Executive Director shall perform such other duties as the President, with the authority of the Board of Directors, may prescribe.

ARTICLE IX. SALARIES

No member of the Board of directors shall receive any salary or other compensation for services rendered to VFP in their official capacity as a member of the Board of Directors but they may receive reimbursement for authorized expenses. Salaries may be paid, at the direction of the Board of Directors, to any employee of VFP. Employees may be members of VFP but may not be members of the Board of Directors.

ARTICLE X. MEMBERSHIP MEETING

Section 1. Annual Convention.

- (a) The Annual Convention of the members of VFP shall be held between July 1 and August 31, each year, the date to be designated by the Board of Directors
- (b) The Secretary shall make available to the delegates at the Annual Convention the list of nominees to the Board of Directors and the statement and/or biography that each nominee has

attached to his/her nomination petition. The agenda for the Annual Convention shall include time for nominees or representatives of nominees to speak on their behalf.

Section 2. Quorum.

A majority of Full and Associate Members who have registered at the Annual Convention shall constitute a quorum.

Section 3. Voting.

Each Full Member present shall be entitled to one vote on matters coming before the Annual convention. Each Associate Member present is entitled to vote on resolutions.

Section 4. Resolutions.

- (a) The Board of Directors will appoint a resolutions committee whose responsibility it will be to receive and screen all resolutions submitted for consideration at the annual meeting. It will be the responsibility of that committee to establish and publish appropriate rules, procedures and deadlines for this process. Such Rules will include provisions for bringing resolutions after the deadline. All decisions of this committee will be subject to approval by the board of directors.
- (b) Once a resolution has been adopted in convention it defines an intent of the organization until it is countermanded by the body or until world events render it irrelevant. For this reason, a comprehensive list will be maintained of all resolutions which have been adopted. Any resolutions which are submitted for consideration will be compared with that list as a means of eliminating redundancy.
- (c) All resolutions not approved by the Board of Directors, or not submitted by the deadline shall require a two-thirds majority vote of the convention for adoption.

ARTICLE XI. FINANCIAL REVIEW AND FISCAL YEAR

Section 1. VFP shall obtain a financial review, prepared by an accountant in accordance with standard accounting practices, not less than annually. A qualified Full Member, but not the Treasurer, Assistant Treasurer, or a member of the staff may prepare the review.

Section 2. Copies of the annual financial review shall be made available to chapters or Full Members at their request.

Section 3. The fiscal year of VFP shall be from January 1 through December 31 of the same year.

ARTICLE XII. CHAPTERS

Section 1. Charters for local chapters may be granted on the petition of ten (10) Full Members in a state.

Section 2. The number of chapters in any state shall be restricted only in that a charter shall not be granted to any chapter within a twenty-five (25) mile radius of any other established chapter. The Board of Directors may waive this restriction.

Section 3. The President shall make an investigation to determine that the chartering Full Members are engaged in activities and are willing to adopt standards, policies, and procedures consistent with the purposes and functions of VFP. On the completion of the investigation, the President shall make a recommendation to the Board of Directors, which may authorize the chartering of the petitioners as a VFP Chapter.

Section 4. Chapters may assess dues for membership in the Chapter. A Chapter may set rules and guidelines for the waiver of Chapter dues.

Section 5. The rules and regulations governing a Chapter shall be the same as those governing national VFP.

Section 6. Chapters may not exclude Full members who live within their geographical area.

Section 7. Rules of governance, notice, and procedures of Chapters shall mirror those of national VFP where appropriate and shall adhere to principles of democracy and openness. Chapters are encouraged to rely on elections for succession of officers and Chapter Directors.

Section 8. Chapters are encouraged to coordinate their activities with other Chapters and individual full Members who do not have the advantage of a local chapter.

Section 9. The rules governing salaries and compensation on the national level apply to Chapter officers and directors.

Section 10. Chapters shall have the power to raise funds as a necessary to their operations.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern VFP in Convention, at any meeting, chapter meeting or committee meeting in which they are not inconsistent with these By-Laws.

ARTICLE XIV. AMENDMENT OF BY-LAWS

Section 1. Proposed amendments to these By-Laws must be submitted in writing to the Board of Directors. The Board of Directors must approve any proposed amendments by a 2/3 vote and present them in writing to the next Annual Convention. A majority vote of the Full members at the Annual Convention then constitutes full ratification.

Section 2. If the Board of Directors does not approve any proposed amendments, it must submit it to the next Annual Convention as not approved. A 2/3 majority vote of the Full members at the Annual Convention will then constitute full ratification.