



**SANTA BARBARA PEACE CORPS ASSOCIATION
BYLAWS**

(Approved at the Annual SBPCA Meeting, January 2001)

**ARTICLE I
GENERAL PURPOSES**

Section 1.1 Name:

The name of this organization shall be the Santa Barbara Peace Corps Association, hereafter called SBPCA.

Section 1.2 Purposes:

The SBPCA is an educational, nonprofit, unincorporated community service association that promotes understanding of and friendship toward the diverse ethnic and cultural groups that comprise our region, our nation, and the world. We support ecological actions that promote self-help among developing nations and groups within a sound environmental framework. We support projects on behalf of international peace and protection of human rights. We promote the ideals of the U.S. Peace Corps and provide compatible local activities and fellowship for our members.

Section 1.3 Principal Office and Registered Agent:

If the SBPCA officially incorporates, then the President shall, subject to the approval of the Board, designate the principal officer and registered agent.

**ARTICLE II
MEMBERSHIP**

Section 2.1 Members:

Any former or current member of Peace Corps, or Volunteers in Service to America (VISTA), or other volunteer international service organizations who applies and pays all membership fees may become a member of SBPCA. For the purpose of these Bylaws, a person shall be eligible if he/she served or serves such agencies as staff or volunteer. Only members may vote in elections.

Section 2.2 Associate members:

At the discretion of the Board of Directors, a category of members may be created which shall be called “associate members.” These members shall enjoy all benefits of membership in SBPCA except that they shall not vote in elections or hold office.

Section 2.3 Dues:

The Board of Directors shall set the annual membership dues at least 60 days prior to the annual membership meeting. Membership shall be good for one (1) year and renewable upon payment of dues. Returned Peace Corps Volunteers shall be exempt from dues for a period of one (1) year after his or her official close of service date.

Section 2.4 Meetings:

There shall be an annual meeting of the members on a day set by the Board of Directors. Other meetings may be called as necessary. Special member meetings shall be called upon presentation to the Board of a petition signed by not less than ten percent (10%) of members in good standing. Twenty-five percent (25%) of the members in good standing shall constitute a quorum for conducting business at all member meetings. A majority of the quorum shall be required to take any action.

Section 2.5 Rights and Responsibilities:

Members in good standing are the sole source of power in the SBPCA and they choose directors to a governing board by election. An election by secret ballot shall be held if there are two or more candidates for President or more than six candidates seek election to the other Board positions. Only members in good standing may hold office, be on the Board, serve on any of the standing committees, or vote.

Any member in good standing shall have the right to seek review of any decision taken by the Board and, except where otherwise noted, reverse it by vote, as provided in Section 2.4. Any member in good standing shall also have the right to attend any meeting of the Board or committees, and to receive the newsletter and any other services offered to the general membership.

Section 2.6 Notice:

Notice of the annual and special meetings shall be given to each member in person, by telephone, or by written or electronic communication to the last known address at least two weeks (14 days) in advance of the meeting day.

Section 2.7 Termination of membership:

The Board may terminate the membership of any member, including any member of the Board, for just cause. Such action shall require an affirmative vote of at least five members of the seven member Board.

ARTICLE III BOARD OF DIRECTORS & OFFICERS

Section 3.1 Management:

Management of the day-to-day affairs and activities of the corporation, direction of its work and control of its property shall be handled by the Board of Directors. They may adopt rules for conducting business consistent with these Bylaws.

Section 3.2 Structure:

There are seven (7) elected members of the Board of Directors and each has one vote on matters considered by the Board. They are the President, Vice President, Secretary and Treasurer, who are the officers. If the immediate past-president is not elected to the Board, he/she shall serve as a nonvoting, ex-officio Board member for one year.

Section 3.3 Duties:

The President shall call and preside at meetings of the membership, of the Board, and of corporation officers, performing all duties incident to this office. Subject to approval of the Board majority, the President appoints all non-standing committee heads and is an ex-officio member of each committee.

The President shall appoint individual Board members, with the concurrence of a majority of the Board, to hold the following offices.

The Vice President shall perform the duties of the President in the absence of the President, become President for the unexpired term in case of resignation, incapacity or death, and serve in such capacities as assigned by the President.

The Secretary shall attend all meetings of the general membership, the Board, and the corporation officers, and record all votes, actions and the minutes. The Secretary is also custodian of the corporate seal and shall have other duties as delegated by the President.

The Treasurer shall supervise the depositing, expending and accounting of all corporate funds and shall report thereon to all meetings, draw up an annual budget, and perform other duties as the President may delegate.

Section 3.4 Meetings and quorums:

The Board shall meet regularly, and not less than once every quarter, at a time and place fixed by the Board. Absence of a Board member from three (3) consecutive, regular meetings without a valid excuse shall be taken as a resignation.

Three directors may call a special meeting of the Board, but a majority of four (4) is needed to constitute a quorum and to conduct business. The Board may take action without a meeting if four of the seven directors ratify the action in writing.

ARTICLE IV ELECTIONS

Section 4.1 Annual Election of the Board of Directors:

At the annual meeting of the SBPCA, a Board of seven (7) directors, including the President, shall be elected by majority vote of a quorum of all the members in good standing.

Section 4.2 Term of office:

All Board members shall serve on the Board for a one-year term of service, starting with the first day of the fiscal year. The President may be re-elected for only one consecutive term. There shall be a break of at least one year before the President can stand again for that office.

Section 4.3 Nominations:

At a regular Board meeting at least thirty (30) days prior to the annual membership meeting, the President shall appoint an ad hoc Nominating Committee to solicit candidates for office. The list of candidates, their qualifications, and the offices they seek shall be presented at the annual membership meeting. Nominations from the floor at the time of the election shall be permitted. Voting shall be by secret ballot if more than one person runs for one office.

Section 4.4 Annual election:

Each member may vote for only one person for the office of President and once for up to six other members seeking office. The candidates with a majority of the votes cast by those present are elected. If there is no clear majority for any one office, a run-off shall be held between the two candidates with the highest pluralities and the candidate that receives a majority of the votes is elected.

Section 4.5 Vacancies on the Board:

In the event of a vacancy on the Board, the President shall appoint a member to that position, subject to the approval of the majority of the elected directors. The appointment shall be for the duration of the unfilled term of service or until a special election fills the position, at the Board's discretion.

**ARTICLE V
FINANCIAL MATTERS**

Section 5.1 Budget:

Within 30 days of the beginning of the fiscal year, the Board shall consider and vote upon a budget of anticipated income and expenses for the SBPCA for that year, including stated amounts for each committee's operation. Upon passage by the Board, with or without modification, this budget shall be the appropriation measure. No committee or project may exceed its appropriation without the express consent of the Board.

Section 5.2 Fiscal year:

The fiscal year shall start on the first day of March of each year.

Section 5.3 Dissolution:

Upon dissolution of the SBPCA, the remaining assets shall be disbursed in accordance with the Internal Revenue Service regulations regarding the disbursement of assets of a tax-exempt organization as they exist at the time of the dissolution.

**ARTICLE VI
AMENDMENTS & RULES OF ORDER**

Section 6.1 Amendments:

These Bylaws may be amended by a majority vote of the SBPCA members in good standing, by mail ballot or in a meeting, after 30 days advance notice of the change.

Section 6.2 Rules of order:

The proceedings of the Association's meetings shall be conducted and governed by the latest edition of Robert's Rules of Order.