

CONNECTICUT RETURNED PEACE CORPS VOLUNTEERS, INC.  
BY-LAWS

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Article 1 – General

1.1 Corporate Name

The name of this organization shall be Connecticut Returned Peace Corps Volunteers, Inc., and hereinafter referred to as “the Corporation.”

1.2 Duration

The Corporation shall remain in existence for an indefinite duration.

1.3 Corporate Office

The principal office of the Corporation shall be located at 11 Birch Road, Woodbridge, Connecticut.

1.4 Corporate Seal

The corporate seal, if any, shall consist of a circular die bearing the name of the Corporation and such other device or inscription as the Board of Directors may determine. The form of the seal may be changed by vote of the Board of Directors.

1.5 Voluntary Service/Remuneration

Holding an office or directorship in the Corporation is strictly voluntary, without remuneration, and limited to Active Members only. However, no member shall be precluded from serving the Corporation in any other capacity and compensated for any such services.

Article 2 – Purpose

2.1 The purposes of the Corporation are to promote and further the utilization of the special skills and experiences of returned Peace Corps Volunteers; to inform and educate themselves and the general public by means of services, projects and other related activities; and to assume the realization of the goals of the Peace Corps.

2.2 The Corporation shall accomplish its purpose by:

1. Maintaining communications by way of periodic information publications, mailings, and open meetings with the membership so as to facilitate the exchange of information and ideas amongst them and between the membership and the public at large;
2. Maintaining an office to serve as a central location for information of interest to the membership in their search for educational, employment, and service opportunities;
3. Organizing, publicizing, and conducting meetings, symposia, and special events relating to Peace Corps activities, accomplishments, and experiences; and
4. Engaging in such other activities as the Corporation from time to time determines shall further the goals of the Peace Corps Act.

## Article 3 – Membership

### 3.1 Classes of Membership

The Corporation shall consist of two (2) classes of members:

1. Active Members; and
2. Associate members.

### 3.2 Eligibility – Active Members

Any former Peace Corps Volunteer or any former Peace Corps staff member shall be eligible for active membership upon payment of the annual membership fee.

### 3.3 Eligibility – Associate Members

Any other person shall be eligible for associate membership upon election or appointment by the Board of Directors and payment of the annual membership fee.

### 3.4 Rights

All Active and Associate Members shall have the right to attend all Annual Meetings and Special Meetings of the Corporation.

### 3.5 Voting

All Active and Associate Members present at the Annual Meeting or a Special Meeting of the Corporation shall have one (1) vote for each issue presented at any such meeting requiring the action of the Active and Associate Members.

### 3.6 Fee

The annual membership fee for each class of membership shall be determined by the Board of Directors.

### 3.7 Privileges

The privileges of Active and Associate Members shall be fixed from time to time by the Board of Directors.

## Article 4 – Board of Directors

### 4.1 Composition, Powers and Authority

The business, property, and affairs of the Corporation shall be managed by a five-member Board of Directors from which four officers shall be chosen by the Board of Directors. The four officers shall be the President, the Vice-President, the Treasurer, and the Recording Secretary. The Board of Directors shall exercise all the powers of the Corporation except such powers as are specifically conferred by law or under these By-laws upon the members.

#### 4.2 Duties of the President

The President shall be the Chief Executive Officer of the Corporation and, subject to the directions of the Board of Directors, shall generally supervise and control the business and affairs of the Corporation and in general perform all duties incident to the Office of the President and such other duties as may be assigned from time to time by the Board of Directors. The President shall preside at all meetings of the Corporation, shall be Chairman of the Board of Directors, and shall be an ex-officio member of all committees.

#### 4.3 Duties of the Vice-President

The Vice-President shall in general perform all duties incident to the Office of the Vice-President and such other duties as from time to time may be assigned by the President or the Board of Directors. In the absence of the President, the Vice-President shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

#### 4.4 Duties of the Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source; deposit all monies of the Corporation in the name of the Corporation in such banks or depositories as shall be selected by the Board of Directors; sign all checks (checks in excess of \$300.00 must be countersigned by another officer); and, in general, perform all duties incident to the Office of the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

#### 4.5 Duties of the Recording Secretary

The Recording Secretary shall preserve in books of the Corporation the true and accurate minutes of the proceedings therein. Prior to each meeting of the Corporation, the Recording Secretary shall compile an accurate list of the members of the Corporation, shall keep in custody the seal of the Corporation, if any, and shall have the authority to affix the same to all instruments wherever its use is required. The Recording Secretary shall give all notices required by law, these by-laws, or resolution. The Recording Secretary shall supervise the preparation and filing of reports and statements as are required by law. The Recording Secretary shall in general perform all duties incident to the Office of the Recording Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors.

#### 4.6 Election

Directors shall be elected by a majority vote of the Active and Associate Members present at the Annual Meeting or at any Special Meeting of the Members duly called for that purpose. The candidates shall consist of a slate of Active Members nominated by a Nominating Committee established by the Board of Directors, plus any other Active Members whose names have been submitted to the Nominating Committee prior to the convening of the Annual Meeting or Special Meeting.

4.7 Term

Directors shall be elected for a term of one year plus such time until a qualified successor is duly chosen and elected.

4.8 Removal

Any Director may be removed for cause by a three-quarters vote of the Active and Associate Members present at any Special Meeting of the members duly called for that purpose, provided that a successor is elected at the same meeting, by a majority vote of the Active and Associate Members present, to complete the term of the Director removed.

4.9 Meetings

The Board of Directors shall meet as often as necessary to carry out its business and responsibilities, and in no event, less than twice annually. Meetings of the Board of Directors shall be presided over the President, or in the absence of the President, by the Vice-President. Notice of such meetings shall be given to all members of the Board of Directors by the Recording Secretary in any reasonable manner and within a reasonable time.

4.10 Quorum

A majority of the number of Board members fixed pursuant to these by-laws shall constitute a quorum for the transaction of business or affairs at any meeting of the Board of Directors.

4.11 Manner of Acting

The act of the majority of Board members present at any meeting at which a quorum is present shall be the act of the Board of Directors.

4.12 Vacancies

A vacancy occurring in the unexpired term of any member of the Board of Directors, except a vacancy as a result of removal, may be filled by a majority vote of a quorum of the Board of Directors. A Director elected to fill a vacancy shall serve for the remaining unexpired term of office. The Board of Directors shall have and may exercise all of its powers notwithstanding the existence of one or more vacancies in its number, provided that at least two Directors are in office.

4.13 Executive Committee

The Board of Directors may designate an Executive Committee comprised of three or more Active or Associate Members of the Corporation. Such Committee shall have and may exercise all the authority granted it by the Board of Directors, including management of the business and affairs of the Corporation. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors upon request. These minutes shall become part of the minutes of the Corporation. The establishment and operation of an Executive Committee shall not relieve the Board of Directors from any responsibilities imposed by law or these By-laws.

4.14 Other Committees

The Board of Directors may select committees in addition to an Executive Committee. Such committees, if any, shall keep minutes of their activities and regularly report to the Board of Directors. Such minutes shall become part of the minutes of the Corporation. Such committees may not perform any functions except those specifically delegated to it by the Board of Directors. Such committees may be requested to study issues and questions and to report and make recommendations to the Board of Directors, but such committees shall not make policies for the Board or carry out actions that properly are the responsibilities reserved to the Board itself.

4.15 Special Meetings

Special meetings of the Board of Directors may be called by the President or any two Directors. The person or persons calling such a meeting may designate any place within the Connecticut area at any reasonable time. Written notice of such a meeting outlining the reason(s) for the meeting must be sent to all members of the Board of Directors at least seven (7) days prior to the meeting.

Article 5 – Meetings of the Membership

5.1 Annual Meeting

The Annual Meeting of the Board of Directors and the membership of the Corporation shall be held on the third Saturday of October beginning with the Year 1989 for the purpose of electing Officers and Directors and for the purpose of voting on such other matters presented to the membership as required by these By-laws. In the event the election of Officers and Directors shall not be held on the day designated for the Annual Meeting, or at any adjournment or postponement thereof, the election shall be held at a Special Meeting as soon thereafter as may be convenient.

5.2 Postponement of Annual Meeting

If for any reason the Annual Meeting shall not be held as herein provided, then it may be postponed only once, for not more than one month. Such postponement must be approved by a majority vote of the Board of Directors. Authority shall remain in the incumbent Officers to continue in office until the postponed Annual Meeting is held. Reasonable notice must be given to the membership regarding the postponed Annual Meeting. Decisions made at the postponed Annual Meeting will have the same force and effect as if adopted at the regular Annual Meeting.

5.3 Special Meetings

Special Meetings of the membership may be called by the President or any two Directors. The person or persons calling such a meeting may designate any place within Connecticut at any reasonable time.

5.4 Notice

A written or printed notice of any Annual or Special Meeting of the membership, stating the place, date, hour and purpose thereof, shall be mailed to each member of the Corporation by the Clerk at least fourteen (14) days prior to such meeting. The mailing address of each member shall be that which appears on the books of the Corporation.

5.5 Quorum

A quorum of the membership shall be those Active and Associate Members who attend a duly called Annual or Special Meeting of the membership.

5.6 Vote of Majority

Unless otherwise specifically stated elsewhere in these By-laws, in which case such express provisions shall prevail, a vote of a majority present at any Annual or Special Meeting of the membership shall decide any question.

5.7 Proxy

There shall be no proxy voting in any Annual or Special Meeting of the membership.

5.8 Reports

The Recording Secretary shall disseminate to the membership timely reports of actions taken at any Annual Meetings.

Article 6 – Amendment of By-laws

- 6.1 These By-laws may be altered, amended, or repealed, in whole or in part, by vote of a majority of the Directors then in office, except with respect to any provision thereof which, by law, the Articles of Incorporation, or these By-laws requires action by the Members. Not later than the time of giving notice of the meeting of Members next following the making, amending, or repealing by the Directors of any By-laws, notice thereof stating the substance of such change shall be given to all Members. The Members may alter, amend, or repeal any By-laws adopted by the Directors or otherwise, or adopt, alter, amend, or repeal any provisions which by law, the Articles of Incorporation, or these By-laws requires action by the Members.

Article 7 – Execution of Instruments/Funds

7.1 Authorization

The Board of Directors may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and no loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors, and such authority may be general or confined to specific instances.

7.2 Disbursements

All checks, drafts, or other orders for the payment of money and all notes or other evidence of indebtedness issued on behalf of or in the name of the Corporation shall be signed by such Officer or Agent of the Corporation and in such manner as shall from time to time be determined by the Board of Directors or specified in these By-laws.

7.3 Deposits

All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks or other depositories as the Board of Directors may elect.

7.4 Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. Such gifts shall be promptly recorded in the records of the Corporation and deposited as provided in section 7.3 above.

Article 8 – Corporate Employees/Consultants

8.1 The Board of Directors may from time to time employ or appoint as a consultant any person on a full time or part time basis. The Board of Directors may fix reasonable compensation for such personnel so employed or appointed.

Article 9 – Fiscal Year

9.1 The fiscal year of the Corporation shall be October 1 through September 30.

Article 10 – Disposition of Assets upon Liquidation or Dissolution

10.1 Upon liquidation or dissolution of the Corporation, after payment of all the liabilities of the Corporation or due provisions therefor, all of the assets of the Corporation shall be disposed of to one or more organizations exempt from taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or hereafter amended, or corresponding provisions of any subsequent Federal laws. Such done organization(s) and allocation(s) thereto shall be as determined by the Board of Directors of the Corporation.