



Corporate Bylaws

ARTICLE I: Name

- 1.1 The Corporation shall be named "Friends of the Dominican Republic" (hereinafter "FDR").

ARTICLE II: Purposes

- 2.1.1 To build an international network of Peace Corps alumni, current Volunteers and Staff, and friends to enable them to continue their commitment to international service and understanding through the exchange of information, materials, and technology; to support the Peace Corps mission in the Dominican Republic; and to share their knowledge of the Dominican Republic with other Americans.
- 2.1.2 To solicit and provide funds, services, or contributions in-kind for all the above-mentioned purposes.

ARTICLE III: Membership

Section 1: Members

- 3.1.1 The membership of FDR shall be composed of General Members who are current in their dues and Associate Members, according to the fee structure and procedures established by the Board of Directors (hereinafter "the Board").

Section 2: General Members

- 3.2.1 General membership is open to former Peace Corps Volunteers, and former Staff of Peace Corps/Dominican Republic and other people interested in helping the Dominican Republic. General Members alone shall have the right to vote and hold office (including positions on the Board).

Section 3: Associate Members

- 3.3.1 The Board may, at its discretion, establish one or more categories of non-voting membership and determine the rights, characteristics, and requirements of each such category.

ARTICLE IV: Board of Directors

Section 1: Number of Directors

- 4.1.1. The Corporation shall be governed by a Board of Directors whose number shall be determined by the Board, provided that such number shall always be an odd number and not be less than nine (9) members or more than 25 members.

Section 2: Election and Tenure

- 4.2.1 General Membership in the Corporation is a prerequisite for election and service as a Director.
- 4.2.2 Directors shall be elected annually for three (3) year terms, by a majority of the General Members voting by either mail or electronic ballot. Terms shall be allocated so that one third of the Board terms expires each year. The date of the elections shall be set by the Board of Directors.
- 4.2.3 A nominating committee consisting of three (3) General Members shall be appointed by the President and shall propose to the General Members, at least 30 days prior to the annual elections, a slate of Directors to serve on the Board for the next fiscal year.
- 4.2.4 In addition, the Board of Directors shall issue a call for nominations to the General Members via electronic technology or post at least 75 days prior to the annual elections. Nominations must be submitted to the Board at least 45 days prior to the annual elections, and shall be proposed to the General Members in the same manner as the slate of Directors named by the nominating committee (per subsection 4.2.3 above).
- 4.2.5 New nominees shall submit a resume and explanation of interest and talent at the time of nomination for presentation to the Board and General Members.
- 4.2.6 PC/DR Country Director may appoint one Peace Corps Volunteer Leader to serve as liaison to the Board. This person will not be a member of the Board.

Section 3: Change in size of the Board

- 4.3.1 The Board may, at any meeting of the Board, by a two-thirds majority vote, increase or decrease the number of Directors (within the limits set by Section 1 of this Article), provided that the Directors have been given at least 14 days written notice by e-mail or post prior to the vote. If the Board is enlarged under this Section, new Directors may be nominated and elected at said or subsequent meetings of the Board under guidelines established at that time by a two-thirds majority of the Board. Any Director(s) elected under this Section must stand for election by the General Members in the next annual elections.

Section 4: Powers of Directors

- 4.4.1 The business and affairs of the Corporation shall be managed by the Board of Directors, which may exercise all powers and perform all acts not prohibited by law, the Articles of

Incorporation, or these Bylaws, on its behalf. Without limiting the foregoing, the Board of Directors shall have the following powers:

- a) To select and remove all Officers, agents and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws and fix their compensation.
- b) To conduct, manage and control the affairs and business of the Corporation and to make certain rules and regulations, therefore, not inconsistent with law, with the Articles of Incorporation or with the Bylaws, as they may deem best.
- c) To change the principal office for the transaction of the business of the Corporation from one location to another within the same State; to designate any place within or without the State of Virginia for the holding of any Directors' or members' meetings;.
- d) To open bank accounts and investment accounts, to borrow money and incur indebtedness, including credit card accounts, for the purposes of the Corporation and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securities therefore. A minimum of two Directors shall be required to execute, acknowledge, or verify any instrument required by the law, the Articles of Incorporation, or these Bylaws
- e) To elect annually Officers of the Corporation.
- f) To keep an accurate record of all its acts and corporate affairs and to present a statement thereof to the members of the Corporation in the President's annual report or at any special meeting when such statement is requested in writing by one-fourth of the General Members.
- g) To supervise all Officers, agents, and employees of the Corporation, and to see that their duties are properly performed.
- h) The Board may vote using electronic media, including, but not limited to, a designated web site. Ballots will be given 10 days for contact time and discussion.

Section 5: Vacancies

- 4.5.1 Any vacancy or vacancies on the Board resulting from any cause other than expiration of the term of office shall be filled by a majority vote of the remaining Directors then in office even though less than a quorum. Such replacement Director(s) shall serve for the unexpired portion of the term of the Director(s) replaced.

Section 6: Location, Date and Time of Meetings

- 4.6.1 The Board may conduct a monthly meeting via teleconference. An agenda will be presented to the Directors prior to each meeting. If a quorum is present, as defined in Section 7 below, regular business of the Corporation can be transacted and memorialized in the minutes. If a quorum is not present, official business cannot be transacted, but plans and reports can be discussed informally. The Corporation will utilize a designated website accessible only by Directors to serve as a virtual meeting where Directors can transact any business which could not be completed at the monthly teleconference due to the lack of a quorum. At all meetings, whether face-to-face, via teleconference or online, a quorum will be required to transact any business of the Corporation. The designated website will also serve as a virtual office to record corporate files and documents, as well as to post discussions and to track votes on formal motions. Directors will be advised by e-mail of pending motions and given timeframes for

voting and other required actions. Directors will be expected to log-on to the designated website regularly.

- 4.6.2 In addition to the monthly teleconference and the designated website, physical meetings may be held at the discretion of the Board of Directors. The Board will determine the location and date of physical meetings through majority vote. Notice will be given at least 60 days prior to any physical meeting. Members of the Corporation shall be invited to attend a public meeting following the physical meeting of the Board.

Section 7: Quorum

- 4.7.1 A quorum is defined as a majority, i.e., more than one-half, of the Directors currently in office. A quorum is required before any business or official act of the Corporation can be completed and applies whether the Board meets online, via teleconference or face-to-face.
- 4.7.2 Resolutions of the Board that require a vote shall be considered valid only after more than half of the Board of Directors have voted.

Section 8: Removal

- 4.8.1 A Director may be removed from office for cause or inactivity by vote of a two-thirds majority of all the Directors of the Corporation.

Section 9: Action by Consent

- 4.9.1 Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if written consent to such action is given by all members of the Board, and such written consent is filed with the minutes of the proceedings of the Board. Written consent may be given by post, fax or e-mail.

Section 10: Proxies

- 4.10.1 Proxies may not be used or otherwise considered at meetings of the Board.

Section 11: Responsibilities of Directors

- 4.11.1 Each Director is responsible for the following:
- a) Participating in monthly teleconferences, online meetings and, when possible, physical meetings,
 - b) Voting on motions before the Board,
 - c) Chairing one or more program committees, as requested by the President,
 - d) Regularly reporting to the Board on committee work plan, progress and submitting an annual written report with any program accomplishments and plan updates,
 - e) Responding to requests and communications from the President or other Board members in a timely manner.

Section 12: Resignation

- 4.12.1 Any Director may resign at any time by giving written notice to the Board, or to the Secretary of the Corporation. Unless otherwise specified in written notice, the resignation shall be effective upon delivery to the Board or the designated Officer.

ARTICLE V: Officers

Section 1: Officers

- 5.1.1 The Corporation shall have the following Officers: President, Vice-President, Secretary, Treasurer, Membership Director, Communications Director, and Program Director and such other Officers as the Board may deem necessary. Depending on the level of activities of the Corporation, at the discretion of the Board, certain Officer positions may be deemed unnecessary and remain unfilled.
- 5.1.2 The Officers of the Corporation must also be Directors of the Board.
- 5.1.3 When the duties do not conflict, an Officer may temporarily hold one other office until an appropriate person is elected to hold said office.

Section 2: Executive Committee

- 5.2.1 The Corporation shall have an Executive Committee consisting of the President, at least one other Officer, and other members of the Board of Directors, as the President shall decide.
- 5.2.2 The Executive Committee shall be selected by the President and shall have at least three members.
- 5.2.3 The role of the Executive Committee is to assume responsibility for deciding and implementing the day-to-day administrative and programmatic operations of the Corporation. All decisions on *policy matters*, however, must be presented to, and approved by, a majority of the entire Board of Directors. The Executive Committee is responsible to the Board of Directors and acts on its behalf, in accordance with general guidance provided by the Board of Directors.
- 5.2.4 Recognizing the members of the Board of Directors and the Officers of the Corporation live in different geographic locations, the work of the Executive Committee shall normally be accomplished informally using telecommunication technology.
- 5.2.5 In order to keep the entire Board informed, it shall be the responsibility of the President or his/her designee to report regularly on the actions of the Executive Committee. Such reporting will normally occur informally during teleconference meetings. On those special occasions when the Executive Committee meets face-to-face, such as before a physical meeting of the Corporation, the Executive Committee will operate more formally, keeping regular minutes of such meetings and delivering such minutes to the Board of Directors.

5.2.6 Whether meeting formally in person or informally using telecommunications technology, a majority of the Executive Committee shall constitute a quorum for the transaction of business. In the absence of a quorum, the affirmative vote of a majority of the entire Executive Committee shall be required for any action of the Executive Committee to be taken on behalf of the Corporation.

Section 3: Election and Term of Office; Limit on Reelection

5.3.1 Officers shall be nominated and elected by the Board and shall hold office for a one year term.

5.3.2 Reelection of an Officer to the same office is permitted.

Section 4: Vacancies

5.4.1 A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board for the unexpired portion of the term.

Section 5: Removal

5.5.1 An Officer may be removed from office for cause by the vote of a two-thirds majority of the Board.

Section 6: President

5.6.1 The President shall preside over the meetings of the Board and the Corporation.

5.6.2 The President shall be the Chief Executive Officer of the Corporation, and shall have general charge of the business, affairs and property of the Corporation and general supervision over its other Officers and agents. The President shall perform all duties incident to the office of President and shall see that all resolutions of the Board are carried into effect.

5.6.3 The President shall use his or her discretion in determining the activities that will further the purposes of the Corporation. The President shall preside at all meetings of the Executive Committee.

5.6.4 The President shall prepare an annual report of the activities of the Corporation for the Board and Members, which shall be posted on the Corporation's public website by March 1st of the following year. All Officers and Committee Chairpersons shall provide input to the President. A summary of, or at least a reference to, the annual report shall be published in the Corporation's e-newsletter, with a link to the full report on the Corporation's public website.

5.6.5 The President or his/her designee shall be the official representative to the National Peace Corps Association (NPCA).

Section 7: Vice President

5.7.1 In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President.

5.7.2 The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board.

Section 8: Secretary

5.8.1 The Secretary shall keep a full and complete record of the proceedings of the Board and any physical meetings of the Corporation.

5.8.2 The Secretary shall make service of such notices as may be necessary or proper and shall supervise the keeping of the records of the Corporation.

5.8.3 The Secretary shall also see that the reports, statements and all other documents required by law are properly kept, filed and posted on the Corporation's public website within thirty days following the action or meeting.

5.8.4 The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board.

Section 9: Treasurer

5.9.1 The Treasurer shall have the custody of the corporate funds and other valuable effects; shall keep funds and accurate accounts of receipts and disbursements in books belonging to the Corporation.

5.9.2 The Treasurer shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board.

5.9.3 The Treasurer shall have oversight responsibility for all fund raising activities.

5.9.4 The Treasurer shall disburse the funds of the Corporation, working in close cooperation with the President, as may be ordered by the Board, taking proper vouchers for such disbursement.

5.9.5 The Treasurer shall render to the President, whenever the President may require it, an account of all his/her transactions as Treasurer and of the financial condition of the Corporation.

5.9.6 The Treasurer of the Corporation shall present to the Directors, at least annually, a report showing the whole amount of real and personal property owned by the Corporation; where located and where and how invested; the amount and nature of the property acquired during the calendar year immediately preceding the date of the report; and the manner of the acquisition thereof; the amount applied, appropriated or expended during the year immediately preceding such date and the purposes and objects for which such applications, appropriations or expenditures have been made. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the President's annual report, if requested by the President.

5.9.7 The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board.

Section 10: Membership Director

- 5.10.1 The Membership Director shall be responsible for recruiting and servicing the members of the Corporation.
- 5.10.2 The Membership Director shall sustain an active communication and coordination with the Membership Director of the National Peace Corps Association.
- 5.10.3 The Membership Director shall maintain an up-to-date database that lists as many prospective, former, and current members of the Friends of the Dominican Republic as possible, and all people who have been associated or may be associated with Friends of the Dominican Republic.
- 5.10.4 The Membership Director shall have such other powers and perform such other duties as may be prescribed from time to time by the President or the Board.

Section 11: Communications Director

- 5.11.1 The Communications Director shall be responsible for regular production and distribution of the corporate newsletter, meeting notices, calendars of activities, and other forms of communication with the Members and the Directors.
- 5.11.2 The maintenance of a Corporate Website shall also be the responsibility of the Communications Director, who shall also have such other powers and perform such other duties as may be prescribed from time to time by the President or Board of Directors.

Section 12: Program Director

- 5.12.1 The Program Director shall be responsible for planning and overseeing all programmatic activities of the Corporation.
- 5.12.2 The Program Director shall have such other powers and perform such other duties as may be prescribed from time to time by the President or Board.

Section 13: Compensation

- 5.13.1 Officers and Directors shall receive no compensation for their services, but may be reimbursed for expenses, if any, in connection with the discharge of the duties of their office. Such reimbursements shall be approved by the President and Treasurer.

Section 14: Resignation

- 5.14.1 Any Officer may resign at any time by giving written notice to the Board, or to the Secretary of the Corporation. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the Board or the designated Officer.

ARTICLE VI: Committees

- 6.1.1 The Board or the President may appoint operating and program committees from time to time to carry out the business of the Corporation.
- 6.1.2 Members of such committees need not be members of the Board.
- 6.1.3 The rights and duties of said committees shall be prescribed by the Board or the President as said committees are appointed.
- 6.1.4 All committee chairpersons shall provide an annual written report of the committee's work plan, programs, progress and recommendations.

ARTICLE VII: Corporate Finance

Section 1: Bank and Investment Accounts

- 7.1.1 Checking, savings, and investment accounts, including, but not limited to, Certificates of Deposit and money market accounts, shall be authorized and opened by means of a resolution of the Board.

Section 2: Checks and Other Financial Instruments

- 7.2.1 Commitment to projects or program-related disbursements which exceed the amounts established by the Board in applicable program guidelines shall require approval of the Board.
- 7.2.2 All evidence of indebtedness of the Corporation shall be signed by the President and at least one other Officer of the Corporation.
- 7.2.3 The President, Treasurer, Secretary, and any other Officers of the Corporation so designated by the Board are each authorized to sign all checks, drafts or orders for the payment of monies, notes or other evidence of indebtedness issued in the name of the Corporation.
- 7.2.4 Any check which exceeds the upper limit established by the Board in applicable guidelines must be signed by two authorized Officers. Alternatively, if an electronic transfer is utilized in lieu of a check, the Treasurer must obtain prior approval from the President or Vice-President via post, facsimile or e-mail for any payment which exceeds the upper limit established by the Board. The maximum amount allowed with only one signature may be changed by a two-thirds vote of the entire Board of Directors.

Section 3: Membership Fees

- 7.3.1 The Board may determine any membership fees or other assessments imposed upon members of the Corporation.

Section 4: Audit

- 7.4.1 The accounts of the Corporation shall be audited every three years by an Ad Hoc committee appointed by the President and approved by a majority vote of the Board.
- 7.4.2 A special audit of the accounts of the Corporation may be ordered by a majority vote of the Board at any time. At the discretion of the Board, such special audit may be conducted by a certified public accountant.
- 7.4.3 A special audit of the accounts of the Corporation shall be conducted whenever an incumbent Treasurer leaves the office. At the discretion of the Board, such special audit may be conducted by a certified public accountant

Section 5: Fiscal Year

- 7.5.1 The fiscal year of the Corporation shall be the calendar year.

ARTICLE VIII: Indemnification Clauses

- 8.1.1 The Corporation shall indemnify and hold harmless against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon Directors, Officers, and staff for all claims arising out of actions taken against them individually and collectively stemming from actions they took as Directors, Officers, or staff in the legitimate interests of the Corporation, provided, however, that such actions were consistent with these Bylaws, were lawful, and were reasonable and prudent given the circumstances.

ARTICLE IX: Conduct of Business

- 9.1.1 All business of the Corporation, except amendment of these Bylaws, or where otherwise indicated, shall be decided by a simple majority of those Board members present at any authorized meeting of the Board, providing a quorum is present and proper notice of the meeting has been given.
- 9.1.2 The Corporation shall follow Robert's Rules of Order to facilitate the conduct of business meetings except where such rules shall be in conflict with provisions of these Bylaws or established written precedent as recorded in the Corporation minutes of Board meetings.

ARTICLE X: Incorporated Exclusively for Charitable and Educational Purposes

- 10.1.1 Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c) (3) of the Internal

Revenue Code, and shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

- 10.1.2 No part of the income, assets, or net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- 10.1.3 No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provision of any future federal tax code.

ARTICLE XI: Amendment of Bylaws

- 11.1.1 These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a two-thirds majority of the entire Board, providing ten (10) days written notice of the meeting has been given.
- 11.1.2 Included in said notice must be a written description and explanation for the proposed Bylaws change(s).

ARTICLE XII: Dissolution

- 12.1.1 The Corporation may be dissolved under the appropriate provision of local law and in accordance with these Bylaws.
- 12.1.2 The remaining assets of the Corporation, in the event of dissolution or final liquidation, shall be applied and distributed as follows: all liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or provision be made therefore; any assets held on condition they be returned, transferred or conveyed upon dissolution shall be disposed of in accordance with such requirements; all remaining assets of every nature and description whatsoever, shall be distributed either to one or more corporations, funds or foundations, qualified for exemption of tax as an exclusively charitable or educational corporation, fund or foundation or for other purposes which qualify for exemption from taxes under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE XIII: Miscellaneous

Section 1: Waiver

- 13.1.1 Whenever any notice is required to be given under the provisions of any statute or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
- 13.1.2 In addition, any Member who attends a meeting of the Members in person, without protesting at the commencement of the meeting the lack of notice thereof to him/her, or any Director who attends a meeting of the Board, or any member of a committee who attends a committee meeting without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

BYLAWS ADMENDMENT

The undersigned hereby certify that the original Bylaws, dated June 11,1998, have been amended, as reflected in this document, by a vote of the Board of Directors of the Corporation on September 28, 2009.

Roger L. Weiss, President

Kathryn S. Hanowell, Secretary