



**2016 AMENDED
AND RESTATED
BYLAWS**

Minnesota Returned Peace Corps Volunteers (MNRPCV)

**Adopted by the MNRPCV Membership
September 10, 2016
Waubun Park – Minneapolis, Minnesota**

ARTICLE I – GENERAL

Section 1.01 Name

The name of this organization shall be the Minnesota Returned Peace Corps Volunteers (MNRPCV).

Section 1.02 Articles of Incorporation

MNRPCV was incorporated as the Minnesota Returned Peace Corps Volunteers under and by virtue of the laws of the State of Minnesota on the tenth day of December, 1980.

Section 1.03 Purpose

The purpose of MNRPCV is to be the alumni association for Returned Peace Corps Volunteers (RPCVs) in Minnesota and to continue to support the three goals of Peace Corps with particular emphasis on the third goal.

Goal 1: To help the people of interested countries meet their need for trained men and women.

Goal 2: To help promote a better understanding of Americans on the part of the peoples served.

Goal 3: To help promote a better understanding of other peoples on the part of Americans.

Section 1.04 Mission

The Mission of MNRPCV is to serve returned Peace Corps Volunteers and the community by providing service to others and fostering appreciation of cultural diversity.

Section 1.05 Scope of Work

MNRPCV shall endeavor to:

- A. Offer friendship and support and plan activities and programs for former and future Peace Corps Volunteers (PCVs) which will enhance their active involvement and interest in internationalism on a personal and community level;
- B. Welcome recently-returned PCVs in their transition back to life in the U.S.;
- C. Share the experiences and knowledge of other countries and cultures gained by fellow RPCVs during their service with our community;
- D. Inform people in our community about the value and opportunities of Peace Corps service;

- E. Provide active support of cultural diversity and understanding of those individuals who come from other countries to our community;
- F. Raise funds and encourage RPCVs to participate in Board-organized and other community service for worthwhile local and international projects which will advance individual or community well-being; and
- G. Maintain a grant program for current PCVs, RPCVs and other like-minded individuals to enable them to complete humanitarian projects.

Section 1.06 Headquarters and Location of Meetings

The headquarters of MNRPCV shall be the Twin Cities of Minneapolis and Saint Paul, Minnesota, with meetings anywhere in Minnesota, as the Board of Directors (Board) may designate.

ARTICLE II – MEMBERS

Section 2.01 Membership

Anyone who fulfills the membership requirements set by the Board shall be a Member of MNRPCV (Member).

Section 2.02 Membership Requirements

Membership requirements, structure, categories, and fees will be determined by the Board.

Section 2.03 Membership Rights

Each Member has the following rights:

1. To receive the benefits and services provided by MNRPCV to the Membership;
2. To be notified of the Annual General Membership Meeting (Annual Meeting) and any other general membership meeting which may be scheduled;
3. To be notified of any actions proposed by the Board which require a vote of the Membership;
4. To attend the Annual Meeting and vote on any actions proposed at the meeting;
5. To be a candidate for the position of Director;
6. To vote to elect Directors to the Board, as provided in Article III;
7. To vote on any matter presented by the Board to the Membership for approval;
8. To vote on any amendments to the Bylaws as provided in Article VII; and
9. To attend any meeting of the Board, except when the Board meets in executive session or when other issues of confidentiality lead the Board to restrict attendance. The Board has the authority to regulate Member attendance at Board meetings, including the authority to exclude Members who are disruptive.

ARTICLE III – BOARD OF DIRECTORS

Section 3.01 Composition

The Board shall be composed of 6 to 12 elected Members of MNRPCV. If the number of Directors falls below six, a majority of the Directors in office may elect the number of additional Directors necessary to increase the Board to six Directors.

Section 3.02 Nomination

Any Member may nominate another Member, with their consent, to the Board. Any Member may volunteer to stand for election to the Board. Nominations may be submitted to the Secretary prior to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting prior to the election.

Section 3.03 Election of Directors

Directors shall be elected at the Annual Meeting by a vote of the Members present at the Meeting or by an online vote under the oversight of the current Board Officers. The affirmative vote of a majority of the Members present at the Annual Meeting where a quorum is present, or through an online election where the number of Members participating is equivalent to the quorum required for action at a meeting, shall be required for election.

Section 3.04 Terms and Term Limits

Directors shall be elected for a term of one year or until their successors are elected, or until the earlier death, resignation, removal, or disqualification of the Director. (See Section 4.03.) Directors shall serve no more than five consecutive full or partial terms of office. After an absence of two years, a Director may again be a candidate for office.

Section 3.05 Powers and Responsibilities

The Board shall have the responsibility and authority for the general management and control of all the property and affairs of MNRPCV and shall exercise all the powers of MNRPCV, except such powers as are specifically conferred by law or under these Bylaws upon the Members or their representatives.

Section 3.06 Meetings

Meetings of the Board shall be called by the President or any two Directors. The person or persons calling a meeting of the Board may designate any place in Minnesota as the place for such a meeting. Board meetings must be held at least four times each year to include at least two in-person meetings.

Section 3.07 Notice

Notice of a meeting of the Board shall be given by or at the direction of the person or persons calling the meeting at least seven days prior to the meeting by the customary means accepted by the Board. The attendance of a Director at the meeting shall constitute a waiver of notice of the meeting, unless the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting.

Section 3.08 Quorum

A majority of the number of Directors elected in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of the Board. If less than such a majority is present at a meeting, those present may conduct business. All resolutions so adopted shall be reviewed and voted on at the next Board meeting at which a quorum is present.

Section 3.09 Actions of the Board

The Board shall take action by the affirmative vote of a majority of Directors with voting rights present and entitled to vote at a duly held meeting where a quorum is present, unless these Bylaws require the affirmative vote of a greater proportion or number. Proxy voting is not permitted.

Section 3.10 Vacancies

Any vacancy occurring on the Board may be filled by the remaining Directors to fill the unexpired term. The term of a Director filling a vacancy expires at the end of the term the Director is filling.

Section 3.11 Presumption of Assent

A Director who is present at a meeting of the Board when an action is approved by the Board is presumed to have assented to the action approved, unless the Director votes against the action at the meeting, or objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting, in which case the Director is not considered to be present at the meeting.

Section 3.12 Online Action by the Board

Action may be taken by the Board following an open discussion on a dedicated listserv or other electronic or remote means of communication wherein all Directors involved have been informed of the pending action and are given a reasonable opportunity to participate in the discussion and to vote on the action. The date and time when action will be taken shall be stated when the online discussion is initiated. A quorum, as defined above (Section 3.08) shall be required for any action. A vote of approval by a majority of the Board who vote in the above manner shall be required for any action unless these Bylaws require the affirmative vote of a greater proportion or number. All Directors must be fully informed of the final decision.

Section 3.13 Remote Meetings of the Board

Board Meetings may be conducted solely by one or more means of remote communication such as conference telephone through which all of the Directors may participate in the meeting, if notice is given of the meeting and if the number of Directors participating in the meeting is sufficient to constitute a quorum. Participation in a meeting by such means constitutes presence at the meeting.

ARTICLE IV – OFFICERS

Section 4.01 Number

The officers of MNRPCV shall be: President, Vice President, Secretary, and Treasurer.

Section 4.02 Election and Term of Office

The Officers of MNRPCV shall be elected by the Board from among and by the newly-constituted Board at the first meeting of the Board following the Annual Meeting, or as soon thereafter as may be convenient. Officers shall serve until the close of the next Annual Meeting or until their successors are elected or until they have been removed as provided by these Bylaws. (See Section 4.03.)

Section 4.03 Removal

Any Officer or Director may be removed by the affirmative vote of three-fourths of the Directors present and voting at a duly called meeting where a quorum is present, whenever, in their judgment, it will best serve the interests of MNRPCV.

Section 4.04 Vacancies

A vacancy in any office may be filled by the Board for the un-expired portion of the term of the office.

Section 4.05 President

The President shall have general active management of the business of MNRPCV, perform all duties incident to the office of the President and any other duties prescribed by the Board.

The President shall:

- A. Preside at all meetings of the Board and any General Membership Meetings;
- B. See that orders and resolutions of the Board are carried into effect;
- C. Maintain records of proceedings of the Board and the Membership;

- D. Be authorized to certify proceedings of the Board and the Membership;
- E. Be the official representative of MNRPCV to other organizations;
- F. Be an ex-officio member of all committees;
- G. Present a report to the Membership at the Annual Meeting;
- H. Fulfill the requirements to maintain NPCA affiliation; and
- I. Serve as chair of the Grant Review Advisory Committee. (See Section 5.03.)

Section 4.06 Vice President

In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform all of 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. The Vice President shall in general perform such duties as may be assigned by the President or the Board.

Section 4.07 Secretary

The Secretary shall in general perform all duties as may be assigned by the President or the Board. Specifically the Secretary shall:

- A. Keep the minutes of Board Meetings and General Membership Meetings;
- B. Provide Directors with copies of the minutes of Board and Membership meetings;
- C. Cause to be sent all notices in accordance with the provisions of these Bylaws or as required by law;
- D. Be authorized to certify proceedings of the Board and the Membership;
- E. Accept nominations and prepare a list of Board nominees for the Annual Meeting; and
- F. Be the custodian of all MNRPCV records.

Section 4.08 Treasurer

The Treasurer shall in general perform all duties as may be assigned by the President or the Board. Specifically, the Treasurer shall:

- A. Keep accurate financial records for MNRPCV;
- B. Deposit money, drafts, and checks in the name of and to the credit of MNRPCV in the banks and depositories designated by the Board or designate other Directors to do so.
- C. Endorse for deposit notes, checks, and drafts received by MNRPCV as ordered by the board, making proper vouchers for the deposit;
- D. Disburse MNRPCV funds and issue checks and drafts in the name of MNRPCV, as ordered by the Board;
- E. Upon request, and at meetings of the Board, provide the President and the Board an account of transactions by the treasurer and of the financial condition of MNRPCV; and

- F. Prepare an annual report of the financial condition of MNRPCV to be presented to the Membership at the Annual Meeting.

Section 4.09 Approval of Payments

Any payments over \$500 made from an MNRPCV account shall be approved in writing by the President or the Board and recorded in the minutes.

Section 4.10 Alternate Signer

The Board shall appoint an alternate signer (usually the President) from among the Directors for all accounts payments at any time during the year.

ARTICLE V – BOARD COMMITTEES

Section 5.01 Appointment

A resolution approved by the affirmative vote of a majority of the Board when a quorum is present may establish committees having the authority of the Board in the management of the business of MNRPCV to the extent provided in the resolution. Committees are subject at all times to the direction and control of the Board. A committee must consist of one or more Directors and such others as are needed.

Section 5.02 Committee Outline

Directors shall serve as chairs of or liaisons to the committees listed in this section and such other committees as may be designated by the Board.

The Board Committees may include, but are not limited to:

- A. **Communications Committee** – to include a Communications Coordinator responsible for coordinating all MNRPCV communications. This committee will assure, in cooperation with the Membership Committee, that all MNRPCV Members and others in the MNRPCV community are fully informed of MNRPCV programs and events through print or electronic media.
- B. **Community Service Committee** – to seek opportunities and encourage MNRPCV Members to participate in local service projects in keeping with the Purpose and Mission of MNRPCV.
- C. **Fundraising Committee** – to plan and coordinate fundraising efforts for MNRPCV.
- D. **Membership Committee** – to reach out to RPCVs and others interested in Peace Corps service to offer them the opportunity to become involved in MNRPCV. This Committee shall maintain up-to-date digital or online records of all Members of MNRPCV. The Committee shall make these records available electronically/online to the Board and have the records available at all major MNRPCV events.
- E. **Social Committee** – to plan, coordinate, and implement social events for MNRPCV and assure that all members of the MNRPCV community are invited to events and that they are welcomed and invited to join MNRPCV when they attend events.

Section 5.03 Grants Review Advisory Committee

The Grants Review Advisory Committee shall be chaired by the President, or another Director designated by the Board, who shall appoint to the Committee three to five Members in good standing who are not currently serving as Directors. Consideration of applicants for grants from MNRPCV shall be based on the stated Purpose and Mission of MNRPCV and the Grant Program Guidelines established by the Board. Final approval of grants to be awarded shall be by the Board.

Section 5.04 Director Committee Responsibilities

All Directors are expected to serve on one or more Board committees and assume additional responsibilities as requested by the Board or the President.

ARTICLE VI – ANNUAL GENERAL MEMBERSHIP MEETING

Section 6.01 Annual General Membership Meeting

The Annual General Membership Meeting (Annual Meeting) of MNRPCV shall be an in-person meeting to be held in August or September at a place, date, and time to be determined by the Board.

Section 6.02 Voting

Members (Section 2.01) are eligible to vote on all measures at the Annual Meeting. Each Member shall have one vote.

Section 6.03 Membership List for Meeting

The Membership Committee shall have a digital or other list of current Members available at the Annual Meeting and at any other meeting of the Membership.

Section 6.04 Notice

Notice of the Annual Meeting, to include the agenda, shall be sent to all Members at least two weeks in advance of the Meeting. It is the responsibility of the Members to inform MNRPCV of their current postal and email address. Notice sent to the last known postal or email address of a Member shall be considered proper notice.

Section 6.05 Quorum

The quorum for any meeting of the Membership is ten percent of the members entitled to vote at the meeting or thirty such members whichever is less.

Section 6.06 Vote Required

Unless stated elsewhere in these Bylaws, the affirmative vote of the majority of the Members with voting rights, present and entitled to vote, which must also be a majority of the required quorum, is the act of the Membership.

Section 6.07 Rules of Procedure

The business of the Annual Meeting shall be conducted according to Robert's Rules of Order as most recently revised.

Section 6.08 Agenda

The Board shall establish the agenda for the Annual Meeting.

Section 6.09 Special Meetings

MNRPCV shall hold a special meeting of Members if so called by the Board or if at least ten percent of the Members with voting rights or ten such Members, whichever is less, sign, date, and deliver to the President or the Secretary one or more written demands for the meeting describing the purpose for which it is to be held. At any such meeting, all of the procedures required for the Annual Meeting shall apply.

Section 6.10 Online Action by the Membership

Action may be taken by the Membership, under the oversight of the Board, by the online affirmative vote of the majority of the Members voting, unless these Bylaws require the affirmative vote of a greater proportion or number and the number of Members participating is equivalent to the quorum required for action at an in-person meeting.

ARTICLE VII – BYLAWS

Section 7.01 Distribution of Bylaws

The Board shall assure that the current Bylaws are available on the MNRPCV website and other online media as appropriate and emailed to Members on request. The Bylaws shall be available at the Annual Meeting for reference.

These Bylaws may be amendment by the affirmative vote of two-thirds of the Members voting, where a quorum is present, and whether the vote is held at the Annual Meeting or any other in-person meeting of the Membership called by the Board or the Membership. (See Section 6.05.) When such a vote is conducted online, the affirmative vote of two-thirds of the Members voting where the number of Members participating is equivalent to the quorum required for action at an in-person meeting.

Section 7.03 Amendment Proposed by the Board

The Board may submit a proposal to the Membership to amend the Bylaws if such amendment is approved by the affirmative vote of two-thirds of the Directors present and voting, at a duly called meeting, where a quorum is present.

Section 7.04 Amendment Proposed by Members

At least ten Members with voting rights or ten percent of the Members with voting rights, whichever is less, may propose a resolution to the Board for action by the Membership to adopt, amend, or repeal these Bylaws. The resolution must contain the provisions proposed for adoption, amendment, or repeal. The proposed amendments to be reviewed by the Board must be submitted in digital form to the President or Secretary of the Board at least thirty days before the Board Meeting at which they are to be considered.

ARTICLE VIII – MISCELLANEOUS

Section 8.01 Voluntary Service - Reimbursement

Serving as a Director of MNRPCV is strictly voluntary. No Director shall, at any time, receive compensation in any form except for prearranged and valid expenses incurred on behalf of MNRPCV.

Section 8.02 Contracts

The Board may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf MNRPCV, and such authority may be general or confined to specific instances.

Section 8.03 Loans

No loans may be contracted on behalf of MNRPCV and no evidence of indebtedness may be issued in its name unless authorized by the Board, and such authority may be general or confined to specific instances.

Section 8.04 Respecting Certain Contracts

Directors of MNRPCV may be connected with other organizations with which MNRPCV has dealings. No contract or other transaction between MNRPCV and any other organization and no act of MNRPCV shall be affected by the fact that a Director of MNRPCV is a director or officer of such other organization. Any such Directors shall disclose their involvement in the other organization to the Board.

References

2015 Minnesota Statutes – Chapter 317A
Robert’s Rules of Order Newly Revised – 11th Edition

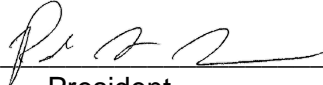
Revision History

Initial Bylaws: 1980
Revised September 6, 2008
Proposed Revision September 10, 2016

CERTIFICATION


These Bylaws were adopted by the Minnesota Returned Peace Corps Volunteers Membership at the 2016 Annual Meeting at Waubun Park in Minneapolis Minnesota on September 10, 2016.

Patrick Gardner Smith



President

Jane S. Bardon



Secretary