

## BY-LAWS

Of

### ECUMENICAL PROJECT FOR INTERNATIONAL COOPERATION, INC.

#### ARTICLE I

##### Corporate Name, Purposes and Offices

1. The formal name of the corporation is “Ecumenical Project for International Cooperation, Inc.”, but it may also be known by its acronym of “EPIC.” Hereinafter, it is referred to as “the corporation.”
2. The purposes for which the corporation is formed are as follows: to promote, through ecumenical activities of all sorts carried out at local, regional, national and international levels, a greater understanding of the problems facing the world community today and of the need to respond to these problems, on the part of people of all faiths; and in furtherance of the foregoing, to participate, where appropriate, in projects designed to meet these needs, as evidence of the sincerity of that commitment to the cause of international peace and justice which is common to all Christians.

#### ARTICLE II

##### Members and Associates

1. EPIC is a Christian organization with values rooted in the ministry of Jesus Christ. The organization invites people of all faiths who share the Christian vision and values to be members of EPIC. Individual members of the corporation shall be those who are in sympathy with the purposes of the corporation and who have been elected as Members from time to time by vote of a majority of the whole Board of Directors. A Member is

one who has paid dues during the year. Corporate Members of the corporation shall be those organizations in agreement with the Christian basis of membership set forth in this paragraph and also with the purposes of the corporation and which have been elected as Members from time to time by vote of a majority of the whole Board of Directors. Organizations in agreement with the purposes of the corporation though not necessarily, with the Christian basis of its membership may be elected as corporate Associates of the corporation from time to time by vote of a majority of the whole Board of Directors.

2. Minimum annual dues shall be \$5.00 for individual Members, \$2.00 for student Members, and \$10.00 for corporate Members and Associates. Individual Members may become Life Members on payment of the sum of \$50.00. Individual Members may be elected at any meeting of the corporation, on recommendation of the Board of Directors, as Honorary Life Members for signal services rendered either in the corporation or in fulfillment of one or more of its purposes.
3. Any individual or corporate Member or Associate may be expelled from the corporation by vote of a majority of the whole Board of Directors, for statements or conduct at variance with the purposes or policies of, or prejudicial to the interests of, the corporation, or for failure to pay annual dues within one year of the date they became payable.
4. The status of Member or Associate of the corporation shall not be transferable, and such status shall cease upon the death of an Individual Member or Associate.
5. An annual meeting of the Members of the corporation shall be held at such time and place as the Board of Directors shall designate, for the purposes of electing Directors of the corporation, receiving the reports of Directors, officers and committees, and transacting such other business as may properly be brought before the meeting. Special meetings of Members of the corporation may be called at any time by the Board of

Directors at the request in writing of at least one-seventh of the Members of the corporation. Any such request shall state the purpose or purposes for which the meeting is called. Written notice setting forth the date, time and place of any annual or special meeting shall be mailed to each Member at his, her, or its address appearing in the records of the corporation, at least ten but not more than fifty days prior to the date set for such meeting. In the case of any special meeting, such notice shall include a succinct statement of the purpose or purposes for which the meeting is to be called, and shall specify that the meeting is being called at the direction of the Board of Directors. Any annual or special meeting may be adjourned by vote of the Members present, and business may be subsequently be transacted at the continuation of any meeting so adjourned, with the same force and effect as if transacted at the originally-scheduled meeting.

6. At any duly-called meeting of the Members of the corporation, each Member shall be entitled to one vote and may cast his, her or its vote in person or by duly-executed and un-revoked proxy. A proxy shall be revocable at any time and shall not be recognized unless in writing and utilized within six months of the date of its execution. Corporate Members and corporate Associates shall participate in meetings and other activities of the corporation by such representatives as the Board of Directors shall approve. One hundred Members or one-seventh of the total number of Members of the corporation, whichever is lesser, shall constitute a quorum at any meeting duly called. Decisions at any annual or special meeting at which quorum is present in person or by proxy shall be made by simply majority vote, except when otherwise required by these B-Laws or by law.
  
7. Members of the corporation may, with the knowledge and consent of the Board of Directors, organize themselves into local or regional groups for the purpose of contributing to and carrying out the work of the corporation more effectively in their respective geographical areas. However, no materials shall be published or circulated by any local or regional group in the name of the corporation without the prior written approval of the Board of Directors. Members of the corporation may, with

the knowledge and consent of the Board of Directors, form working groups to inquire into or promote a particular project of the corporation on a local, regional, or national basis. No materials shall likewise be published or circulated by any such working group in the name of the corporation without the prior written approval of the Board of Directors. At meetings of the corporation, such local, regional or working groups may be accorded recognition for the purpose of reporting on their activities and achievements. The restrictions set forth in this paragraph regarding the circulation of materials do not apply to those materials circulated among members of a local, regional or working group for purposes of study or discussion or submitted to the Board of Directors or a meeting of the corporation for its consideration.

### ARTICLE III

#### Advisory Council

The Board of Directors may invite persons distinguished either in the ecumenical field or in one or another of the major spheres of activity in which the corporation is seeking to promote international cooperation -- namely, peace, human rights, and human development of the poorer countries - to become members of an Advisory Council of the corporation. If such an Advisory Council is established by the Board of Directors, the Advisory Council shall be consulted by the Board of Directors on matters of policy and project initiations, and its members may at any time freely offer advice to the corporation if they deem it appropriate.

### ARTICLE IV

#### Board of Directors

1. The governing body of the corporation shall be its Board of Directors and all of the property, affairs and activities of the corporation shall be managed, supervised and controlled by the Board of Directors. The Board of Directors shall elect the officers of the corporation and may appoint such committees charged with such functions as may appear to it most desirable and appropriate. The Board of Directors may devise and arrange to have carried out such measures as it may deem proper and

expedient to foster the purposes of the corporation as defined in Article I, paragraph 2.

2. The number of Directors comprising the Board of Directors shall be not less than three nor more than eleven. The directors shall be divided as evenly as possible into three classes whose respective terms of office shall expire alternately every third year. At each annual meeting of the Members of the corporation, a number of Directors equal to those whose terms have expired shall be elective for a term of three years.
3. All Directors shall be Members of the corporation and at least eighteen years of age. Any Director may be re-elected for successive terms of office. The Board of Directors annually shall appoint one of its members to be Chairman until his or her successor is appointed and assumes office.
4. A regular meeting of the Board of Directors shall be held immediately following the annual meeting of Members of the corporation, at such place as the Chairman shall designate, for the purposes of electing officers of the corporation and appointing committees for the coming year and transacting such other business as may properly be brought before the meeting. Other regular meetings of the Board of Directors may be held at such times and places as it may establish by duly-adopted resolution. Special meetings of the Board of Directors may be called by the Chairman, or in his absence and with his knowledge and consent by the Vice Chairman, and shall be called by the Chairman or Vice Chairman, as the case may be, at the request in writing of not less than one-half of the Directors, excluding the Chairman and Vice Chairman. Any such request shall state the purpose for which the meeting is to be called. Written notice setting forth the date, time and place and purpose or purposes of any special meeting shall be mailed to each Director at least seven days prior to the date sent for such meeting, at which either the Chairman or Vice Chairman or acting Chairman nominated by the Chairman, shall be present. Such notice may be waived by any Director by written instrument. Any regular or special meeting of the Board of

Directors may be adjourned by vote of the Directors present, and business may be transacted subsequently at the continuation of any meeting so adjourned with the same force and effect as if transacted at the originally-scheduled meeting.

5. A majority of the established number of Directors shall constitute a quorum at any meeting of the Board of Directors. Action at any meeting of the Board of Directors at which a quorum is present shall be taken by majority vote of those Directors present, except when otherwise required by these By-Laws or by law. No Director may grant a proxy to any person for any purpose, nevertheless, the opinions of Directors absent for any reasonable cause shall be sought on items of the agenda and conveyed to those Directors present at any meeting.
6. Whenever any vacancy occurs on the Board of Directors by death, resignation, removal by due process, or otherwise, it shall be filled without undue delay by majority vote of all the remaining Directors. The person so elected shall serve as Director until the next annual meeting of the Members of the corporation, or until his successor is sooner elected at a special meeting of Members of the corporation called for that purpose.
7. Any Director may be removed from office at any time for reasonable cause - namely for dereliction of duty, exceeding his or her powers, making statements or performing actions at variance with the purposes and policies of the corporation - after due notice has been given to the aforesaid Director so that he or she may have the opportunity to respond to the allegations made. Such removals may be made by a meeting of the Board of Directors or by any annual meeting of the Members of the corporation or a special meeting of the Members for that purpose.
8. No Director shall receive any remuneration or compensation of any sort for serving in such capacity. Nevertheless, any Director may be reimbursed for expenses properly incurred by him or her on behalf of the corporation.

## ARTICLE V

### Officers

1. The officers of the corporation shall be a President, a Vice President, a Treasurer and a Secretary. Such other officers may be duly elected as may be deemed advisable for the more effective functioning of the corporation.
2. All officers shall be elected by the Board of Directors to serve for terms of one year and until their respective successors are duly elected and assume office.
3. The Vice President, Treasurer and Secretary shall be Members of the corporation. Members of the corporation may be elected to such other offices as the Board of Directors may deem advisable for the more effective functioning of the corporation.
4. All officers shall be at least eighteen years of age. Any officer may be re-elected for successive terms of office. Any Member of the corporation may serve both as Director and officer of the corporation.
5. The respective duties and powers of the officers of the corporation, apart from those specifically designated by the Board of Directors for the fulfillment of other functions shall be as follows:
  - (a) President. The President shall preside at all meetings of the Members of the corporation. He shall be ex officio a member of all committees and, in the case of local or regional working groups, may appoint a representative to participate in their meetings in his place. He shall take charge of and carry out the business and affairs of the corporation under the supervision of the Board of Directors. He shall

have the power to execute agreements and other formal documents on behalf of the corporation in the ordinary course of its business to appoint and discharge agents and employees of the corporation, and to perform all other duties usually incident to the office of President, always provided that he duly reports the performance of such functions in due course to the Board of Directors.

- (b) Vice President. The Vice President, in the absence of the President or in the event of the President's inability to act, shall, with the knowledge and consent of the President, perform all duties of the President, and when so acting shall have all the powers of the President, with the obligation of informing the President and the Board of Directors in due course of the performance of such functions.
- (c) Treasurer. The Treasurer of this corporation has the primary responsibility of overseeing the management and reporting of the organization's finances. The Treasurer's duties include or may include:
  - 1. Works with the Executive Director and finance manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
  - 2. Provides guidance to the Executive Director and financial manager in preparing the annual budget, and presenting the budget to the Board for approval.
  - 3. Works with the Executive Director to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization.
  - 4. Provides guidance to the Executive Director to develop long-term financial strategies
  - 5. If a Finance Committee is in place, serves as Chair of the Finance Committee.
  - 6. Has such other powers and performs such other duties as may be prescribed by the board.
- (d) Secretary. The Secretary shall keep the minutes of all meetings of the Members of the corporation and of the Board of Directors in a corporate record book provided for that purpose, see that all notices of meetings are duly given in accordance with the provisions of these By-Laws or as required by law, attest the execution of documents on behalf of the corporation, keep custody of the corporate records and seal of the corporation and see that the seal is affixed to all duly-

authorized documents, keep a record of the mailing address and telephone number of each Director, Member, of the representatives of corporate Members and Associates, and of each member of the Advisory Council, and in general perform a duties incident to the office of Secretary.

6. Any two or more offices may be held by the same person, except those of President and Secretary.
7. Whenever any officer shall die, resign, be removed from office or be unable to continue acting as such, the Board of Directors shall promptly elect an officer to take his or her place.
8. Any officer may be removed from office at any time, with or without cause by vote of the Board of Directors.
9. No officer shall receive any remuneration or compensation of any sort for acting as such, except that reasonable compensation may be paid to any officer for services actually rendered to or for the corporation affecting one or more of its purposes. Any officer may be reimbursed for expenses properly incurred by him or her on behalf of the corporation.

## ARTICLE VI

### Fiscal Year

The fiscal year of the corporation shall begin on the first day of July and end on the thirtieth day of June in each year.

## ARTICLE VII

### Amendments

These By-Laws may be amended or repealed in whole or in part by Members of the corporation at any duly-convened meeting of the Members of the corporation, provided that the notice of such meeting given to Members in accordance with these By-Laws clearly sets forth any proposed changes in the By-Laws, and provided also that the Board of Directors has been duly apprised of such proposed changes and has been given an opportunity to consider them in relation to the purposes and policies of the corporation and to present to the aforesaid meeting its considered opinion as to their desirability with a view to promoting those purposes and policies.

## ARTICLE VIII

### Termination of the Corporation

1. The corporation may terminate its activities by a duly-convened meeting of the Members of the corporation at which two-thirds of the Members, according to the Secretary's records, are present in person or by recognized proxy. At such a meeting, a majority of three-quarters plus one of those Members present and voting may decide by formal resolution to cease operations and dissolve the corporation.
2. In the event of dissolution of the corporation, all of its remaining assets, after payment of outstanding debts and necessary and proper expenses, shall be distributed to such organization or organizations as shall qualify under section 501(c)(3) of the Internal Revenue Code, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.