

DRAFT OF BYLAWS

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 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 to participate, where appropriate, in projects designed to meet these needs, especially in the areas of sustainable agriculture, environmental protection, human rights and promoting peace and justice.

ARTICLE II

Members

1. EPIC is an organization with values rooted in the teachings of Jesus. The organization invites people of all faiths who share the values taught by Jesus to be members of EPIC. Individual members of the Corporation shall be those who are in sympathy with the purposes of the Corporation. A Member is one who has paid Annual Membership dues during the year or who is a Life Member.
2. Any Member 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.
3. 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 from the staff, Directors 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 or at the request in writing of at least one-seventh (1/7) of the Members of the Corporation. Any such request shall include a succinct statement of 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 or her address as appearing in the records of the Corporation at least thirty (30) but not more than fifty (50) days prior to the date set for such meeting. Any annual or special meeting may be adjourned by majority vote of the Members present.

4. At any duly-called meeting of the Members of the Corporation, each Member shall be entitled to one (1) vote and may cast his or her vote in person or by proxy. A proxy shall be revocable at any time and shall be utilized within six (6) months of the date of its execution. One hundred (100) Members or one-seventh (1/7) 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 simple majority vote, except when otherwise required by these Bylaws or by law.

5. 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, national or international 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 to a meeting of the Corporation for its consideration.

ARTICLE III

Advisory Council

The Board of Directors may invite persons knowledgeable in one of the spheres of activity which the Corporation is seeking to promote to become members of an Advisory Committee

of the corporation. If such an Advisory Committee is established by the Board of Directors, it shall be consulted by the Board of Directors on matters related to its expertise, 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 activities, affairs, and property of the Corporation shall be managed, supervised and controlled by the Board of Directors. The Board of Directors shall elect a Chair and the officers of the Corporation and may appoint 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 activities and programs as it may deem proper and expedient to foster the purposes of the Corporation as defined in Article I, paragraph 2.
2. The Board of Directors shall hire, discharge, and supervise an Executive Director and other employees as it may deem expedient to foster the purposes of the Corporation.
3. The number of Directors comprising the Board of Directors shall be not less than five (5) nor more than thirteen (13). The Directors shall be divided as evenly as possible into three (3) groups whose respective terms of office shall expire alternately every third year. At each annual meeting of the Members of the Corporation, the number of Directors determined by the Board of Directors to be needed for the following year shall be elected for a term of three (3) years.
4. All Directors shall be Members of the Corporation and at least eighteen (18) years of age. Any Director may be re-elected for successive terms of office.
5. The Board of Directors shall appoint one of its members to be Chair annually until his or her successor is appointed and assumes office. The principle role of the Chair is to manage and provide leadership to the Board of Directors. The duties and responsibilities of the Chair shall be as follows:
 - (a) Act as a direct liaison between staff and the Board of Directors.
 - (b) Keep abreast generally of the activities and management of the Corporation.

- (c) Ensure that the Directors are properly informed and that sufficient information is provided to enable the Directors to form appropriate judgements.
 - (d) In concert with the Executive Director, develop the agenda for meetings of the Board of Directors.
 - (e) Act as Chair at meetings of the Board of Directors.
 - (f) Ensure that staff are evaluated annually.
 - (g) Assess and make recommendations to the Board of Directors annually regarding the effectiveness of the Board as a whole.
6. A regular meeting of the Board of Directors shall be held at such place as the Chair shall designate, for the purposes of electing officers of the corporation and appointing committees for the coming year, approving budgets, 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, and may be held by means of telephone conference. Special meetings of the Board of Directors may be called by the Chair, or with his or her knowledge and consent by the President, and shall be called with the consent of not less than one-half (1/2) of the Directors, excluding the Chair. 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 sent to each Director at least thirty(30) days prior to the date set for such meeting. Any regular or special meeting of the Board of Directors may be adjourned by majority vote of the Directors present.
7. A majority of the currently elected 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 a simple majority vote of those Directors present, except when otherwise required by these Bylaws 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.
8. Whenever any vacancy occurs on the Board of Directors by death, resignation, removal by due process, or otherwise, it may be filled by a simple majority vote of all the remaining Directors. The person so elected shall serve as Director until the next meeting of the Members of the Corporation when his or her successor is elected.

9. Any Director may be removed from office at any time for reasonable cause, including but not limited to: dereliction of duty, exceeding his or her powers, or making statements or performing actions at variance with the purposes and policies of the Corporation. Due notice must first be 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 majority vote at a meeting of the Board of Directors or at any meeting of the Members of the Corporation.

10. No Director shall receive any remuneration or compensation of any sort for serving in such capacity. Nevertheless, the Board of Directors may authorize reimbursement for expenses that are incurred by a Director in connection with the performance of services for the Corporation. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

10. In the absence of fraud or bad faith, the Directors of the Corporation shall not be personally liable for its debts, obligations, or limitations. The corporation may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting Directors 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 and the Chair of the Board 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 President, 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. All officers shall be at least eighteen (18) years of age. Any officer may be reelected for successive terms of office. Members of the Corporation may, but need not, serve both as Director and officer of the Corporation.

4. All officers shall be Members of the Corporation and at least eighteen (18) 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 the purposes and functions of the corporation, shall be as follows:

(a) President

The President shall have general supervision over the affairs of the Corporation and has such power as may from time to time be assigned by the Board of Directors. The President's duties include:

1. Preside at all meetings of the Members of the Corporation.
2. In concert with the Executive Director, develop the agenda for meetings of the Members of the Corporation.
3. Keep abreast generally of the activities of the Corporation.
4. Work with the Executive Director to carry out the activities of the Corporation under the supervision of the Board of Directors.
5. Perform all other duties and have such power as may be assigned by the Board of Directors.

(b) Vice President

In the absence of the President or in the event of the President's inability to act, the Vice President shall 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. Work with the Executive Director and Finance Manager to ensure that appropriate financial reports are made available to the Board on a timely basis.
2. Provide guidance to the Executive Director and Financial Manager in preparing the annual budget, and presenting the budget to the Board for approval.

3. Work with the Executive Director to develop Fiscal Policies for recommendation to the Board to ensure the financial integrity and sustainability of the organization.
4. Provide 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 perform all duties incident to the office of Secretary and include:

1. Take the minutes of all meetings of the Members of the Corporation and the Board of Directors, sends those minutes to the Directors and all staff, and sees that they are kept in the corporate record book provided for that purpose.
 2. In the event of inability to act, secures someone, with approval of the Board of Directors, to take the minutes of meetings of the Members of the Corporation and the Board of Directors.
 3. Performs all duties as may from time to time be assigned by the Board of Directors or the President.
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6. 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.
 7. Any officer may be removed from office at any time for reasonable cause by simple majority vote of by the Board of Directors. Due notice must first be given to the aforesaid officer so that he or she may have the opportunity to respond to the allegations made.
 8. No officer shall receive any remuneration or compensation of any sort for acting as such. However, the Board of Directors may authorize reimbursement for all expenses incurred in connection with the performance of services for the Corporation. Nothing herein contained shall be construed to preclude any officer from serving the Corporation in any other capacity and receiving compensation therefore.
 9. In the absence of fraud or bad faith, the officers of the Corporation shall not be personally liable for its debts, obligations or liabilities. The corporation may in its

discretion purchase insurance insuring its obligations hereunder or otherwise protecting officers 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 Bylaws, or any one (1) or more of the provisions thereof, may be altered, amended, or repealed and new Bylaws adopted by a two-thirds ($2/3$) vote of the Directors at a meeting of the Board of Directors. Notice of the intent to alter, amend, or repeal and adopt new Bylaws shall be sent to each Director at least thirty (30) days prior to the date set for that meeting.

ARTICLE VIII

Termination of the Corporation

1. The Corporation may terminate its activities at a duly-convened meeting of the Members of the Corporation at which two-thirds ($2/3$) of the Members, according to the Secretary's records, are present in person or by recognized proxy. At such a meeting, three-quarters plus one ($3/4 + 1$) 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.