BY-LAWS of AFRICAN PEACE PARTNERS

Unanimously approved August 8, 2013
(Incorporated Under the Laws of Virginia)

ARTICLE I
Name and Purpose

1.1 Name. The name of the Corporation is AFRICAN PEACE PARTNERS ("APP").

Purpose. African Peace Partners (APP) is a non stock, non-profit Virginia corporation organized exclusively for charitable and educational purposes, including but not limited to supporting and encouraging peacebuilding, trauma healing, reconciliation and development in Rwanda and the African Great Lakes Region, Africa and the world, or such purposes. This may include the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. APP is organized exclusively for such purposes as qualify as tax exempt under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE II
Limitations

2.1 Specific Limitations. No part of the net earnings of APP shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that APP shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes of APP as set forth in its Articles of Incorporation and in accordance with a Conflict of Interest Policy adopted by the Board. APP 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 this document, APP shall not carry on any other 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 corresponding section of any future federal tax code.

ARTICLE III
Mission Statement

3.1 Mission. The mission of APP is to support and encourage peacebuilding, trauma healing, reconciliation and development in Rwanda and the African Great Lakes Region, Africa and the world.

ARTICLE IV
Membership

4.1 Membership. APP shall have no members.

ARTICLE V
Board of Directors

5.1 General Powers. The property, affairs, and business of APP shall be managed by the Board of Directors (the "Board").

5.2 Purpose and Membership. The Board is the governing body of APP. The Board of Directors shall be drawn from members from the community who possess talents and interests that are consistent with achieving the goals of APP. The mission of the Board is to: (a) marshal the resources and support required support and encourage peacebuilding, trauma healing, reconciliation and development in Rwanda and the African Great Lakes Region, Africa and the world; (b) to organize events that promote the interests of APP; and (c) such other undertakings that foster and support the mission of APP that the Board deems appropriate.

5.3 Number of Members. The total number of members on the Board shall be determined by the Board of Directors but is limited to no fewer than three (3) members and no more than eleven (11) members. The number to serve at any given time shall be determined by majority vote of the Board. The board members shall have as their primary responsibility the structure and resources necessary to carry out the mission of APP.

5.4 Election and Term of Members. New members to the Board shall be elected by a majority vote of the then-serving Board and shall serve initially for one year, two year or three year terms, as designated by the Board so that ultimately all Directors serve staggered three-year terms. Any vacancies occurring on the Board during the year shall be filled for the unexpired term of office by a majority vote of the Board at its first regular meeting following the creation of such vacancy, or at a special meeting called for that purpose.

5.5 Resignation and Removal. Any Director may resign at any time by giving written notice to the Chairman or Secretary of the Board. The resignation shall take effect at the time specified in the notice. Any Director who fails to attend three consecutive
regular meetings may be removed from office by a majority vote of the Board. Any Officer or Director may be removed from office by a two-thirds (2/3) vote of the Board at any meeting, without assigning any cause.

5.6 Annual Meeting. The Board shall meet annually for (a) the election of Board Members, (b) the election of officers and, (c) the transaction of other business. The annual meeting shall be in April or May of each year at a time and such place as the Board may designate. Written notice of such meeting shall be given at least ten (10) days prior to the date of the meeting.

5.7 Regular Meetings. Regular meetings of the Board shall be held at such times and places as the Board may designate. Regular meetings of the Board that occur at a pre-established time and place do not require written notice.

5.8 Special Meetings. Special meetings of the Board may be called either by the Chair or, upon the receipt of a written request signed by at least one third (1/3) of the Board members, shall be called by the Secretary. Each Director shall be notified in writing at least three days prior, or telephoned in person at least one day prior, to the date of the special meeting and informed of the date, time, place, and purpose of the meeting. A quorum for a special meeting shall be seventy-five percent (75%) of the Board.

5.9. Meeting Participation. Meetings of the Board shall ordinarily be held in the physical presence of one another. However, the Board may permit any or all Directors to participate in an annual meeting, a regular meeting or a special meeting by various means of conferencing that facilitate maximum participation in the meeting and simultaneous communication. Participation in a meeting by such means shall be deemed presence in person at the meeting.

5.10 Notice of Meetings. The notice of the date, time, place (and in the case of special meetings, the purpose) of an annual meeting, a regular meeting or a special meeting of the Board may be given via electronic mail, providing that the person being so notified is requested to acknowledge receipt of said notice, and unless otherwise required by these By-Laws. Such electronic notice shall constitute “notice in writing.”

5.11 Waiver of Notice. A Director may waive any required notice before or after the date stated in the notice, and such waiver shall be equivalent to giving of such notice. The waiver shall be in writing, signed by Director entitled to the notice, and filed with the minutes of the meeting.

5.12 Quorum. Fifty-one percent (51%) of the Directors who are serving shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business, unless otherwise provided by these By-Laws.

5.13 Decision Making and Voting. The Board shall ordinarily make decisions by consensus. Consensus is reached when there is general agreement and no expressed or apparent opposition. The Chairman shall determine if there is consensus. When consensus fails, the decision shall be by vote, requiring a majority of those present (unless a larger proportion is required by these By-Laws) voting “yes.”

5.14 Quorum and Decision Making in Certain Cases. Any decision by the Board to incur any debt in excess of $5,000.00, to sell or materially alter real property, to create a lien against property owned by APP, to liquidate or dissolve APP, or to change this Section 5.14 of the By-laws, can only be made in accordance with the following procedures:

(a) Notice of the meeting and decision to be made shall be given to all members of the Board as described in Article V, Section 8 (5.8) regarding special meetings.

(b) Any decision on such matters requires an affirmative vote of at least three-fourths (3/4) of the total number of Directors voting in person or by proxy at a meeting in which all of the Directors are present.

(c) The votes of members not present may be secured by proxy in writing. These shall be attached to a copy of the motion being approved, delivered to the presiding officer and, subsequent to the vote, shall be attached to the minutes of the meeting.

ARTICLE VI
Officers and Committees

6.1 Election of Officers. The officers of the Board shall be Chair, Vice-Chair, Treasurer, Secretary and such other officers as the Board shall deem appropriate.

6.2 Chair. The Chair shall prepare or have prepared the agenda and shall preside over all meetings of the Board and shall be an ex-officio member of all standing committees. The Chair shall perform other duties as may be required from time to time by the Board and shall have other authority and duties that are customarily given such office.
6.3 **Vice-Chair.** The Vice-Chair, in the event of the absence, incapacity, or death of the Chair, shall have all of the authority and perform all of the duties of the Chair.

6.4 **Secretary.** The Secretary shall keep or cause to be kept the minutes of all meetings of the Board and its committees, and see that copies of the minutes are available for review by the Board members or other appropriate parties. The Secretary shall see that the correspondence of the Board is properly transmitted. The Secretary shall also perform such other duties and have such other authority as may be delegated by the Board.

6.5 **Treasurer.** The Treasurer shall have custody of all monies and securities of APP. The Treasurer shall keep or cause to be kept accurate accounts of all monies received and payments made and report the status of such accounts to the Board on a regular basis. The Treasurer shall deposit or cause to be deposited funds for APP in accordance with Article VIII, Section 1 (8.1) of these By-laws and shall disburse the funds of APP by checks or vouchers as authorized by the Board. The Treasurer shall also have such duties and authority as appropriate to the office or authorized or required by the Board of Directors or the Chair.

6.6 **Jointly-Held Office.** The offices of Secretary and Treasurer may be held by the same person.

6.7 **Other Officers.** Any and all of the foregoing duties and authority of the officers may be delegated by the Board to and vested in other officers, agents, or employees as the Board may from time to time prescribe.

6.8 **Terms of Office and Vacancies.** Each officer shall hold office for two years from the annual meeting of the Board at which he/she was elected, except in the case of earlier death, resignation or removal. Vacancies in any office, arising from any cause, may be filled by the Board at any annual, regular or special meeting.

6.9 **Removal.** Any officer, agent or employee elected by the Board of Directors may be removed by a majority vote of the Board at any time.

6.10 **Executive Committee.** The Board of Directors shall have an Executive Committee consisting of the Chair, Vice-Chair, Secretary, Treasurer, and the Program Director when such has been employed, and such other members as the Board may determine. The Board may authorize the Executive Committee to act on behalf of the Board in those ways the Board deems appropriate. The Executive Committee shall act as a Personnel Committee when appropriate. The Executive Committee shall meet as needed. Meetings shall be called by the Chair, or in the Chair’s absence, by the Vice-Chair of the Board. Notice need not be in advance except as required to schedule a meeting time agreeable to the entire committee.

6.11 **Other Committees.** Subject to the approval of the Board, the Chair may create such other committees as may be appropriate and appoint their members, whether they be members of the Board or not, and may prescribe their duties and authority. All committees shall ordinarily include one or more elected members of the Board. The term of the office of the members of each committee shall be fixed by the Chair of the Board. As exigencies warrant, any member of any committee may be removed at any time, with or without cause, by the Board, and any vacancy in any committee may be filled by the Board or the Chair. Each committee shall make rules for the conduct of its business, subject to the conditions outlined in this Section 6.10 or otherwise determined by the Board.

6.12 **Committee Participation.** Committee members shall ordinarily meet in the physical presence of one another. If authorized by the Board, any or all committee members may participate in a meeting by various means of conferencing that facilitate maximum participation in the meeting and simultaneous communication. Participation in a meeting by such means shall be deemed presence in person at the meeting.

6.13 **Addressing Conflict Using Restorative Processes.** As the mission of APP is to reconciliation and healing, the Board Members of APP recognize the importance of applying the principles that we support to our own conduct and internal affairs. To this end, we agree that internal conflicts and grievances involving Board Members, employees, volunteers, and when appropriate, other members of our community, will be addressed using restorative processes. We acknowledge that by agreeing to this we are giving up certain tactics that may otherwise be available to us, which we agree to do in order to practice what we encourage others to do. The Board shall create a policy that reflects the restorative manner in which this will be achieved.

**ARTICLE VII**

**Advisory Board**

7.1 **Purpose and Membership.** If the Board determines it to be in the interest of APP to establish an Advisory Board, it has the power to do so. The Advisory Board shall be selected by the Board and shall have such responsibilities and duties as may, from time to time, be established by the Board. The Board shall establish the number of Advisory Board members to serve each year, not to exceed twenty five (25). Actions of the Advisory Board shall always be subject to the final authority of the Board.

**ARTICLE VIII**

**Finances**
8.1 Deposits; Withdrawals; Notes and Other Instruments. The monies of APP shall be deposited in the name of APP in such banks or trust companies as shall be designated from time to time by the Board or by an officer to whom the Board has delegated such authority. All notes and other instruments for the payment of monies shall be signed and endorsed by officers or other persons authorized from time to time by the Board or by an officer to whom the Board has delegated such authority.

8.2 Fiscal Year. The fiscal year of APP shall commence on the first day of January in each year and end on December 31.

ARTICLE IX
Amendments

9.1 Amendments. Amendments to these By-laws or the Articles of Incorporation, except Article V, Section 14 (5.14), may be made by a vote of seventy-five percent (75%) of the Board members at any annual, regular, or special meeting, provided notice of such alteration or amendment has been given to each Director in writing fifteen (15) days prior to said meeting or has been waived in writing.

9.2 Amendments to Article V, Section 14 (5.14). Amendments to Article V, Section 14 (5.14) may be made by the Board at any annual, regular, or special meeting provided notice of such amendment has been given to each Director in writing thirty (30) days prior to said meeting or has been waived in writing.

ARTICLE X
Conflict of Interest

10.1 Director Conflict of Interest. Pursuant to Virginia Code Sec. 13.1-871, no member of the Board shall vote on a matter in which he/she has a direct or indirect conflict of interest. A Board Director may solicit the Board’s recommendation on any matter on which he/she has any doubt. If a member of the Board has a possible conflict and wishes to enter the discussion of the Board on the subject, he/she shall disclose the conflict before entering the discussion. It is mandatory that even apparent conflicts, i.e., those that are not actual, but merely may be perceived as conflict, be dealt with under this by-law. Members of the Board may be asked to abstain from discussion and/or voting on such matters by a majority vote of the Board.

ARTICLE XI
Indemnification and Insurance

11.1 Indemnity of Directors and Officers. To the full extent required, and in the manner prescribed by the Virginia Non-stock Corporation Act, APP, by Board of Directors’ action, shall indemnify a Board Director or officer of APP who is or was a party to any proceeding by reason of the fact that he/she is or was such a Board Director or officer. APP is authorized to obtain insurance for this purpose. APP shall promptly pay the reasonable expenses, including Attorney’s fees incurred by any such officer or Board Director in connection with the proceeding (whether or not such officer or Board Director has been made a party) in advance of final disposition of the proceeding. The officer or Board Director must first give APP a written statement that he/she in good faith believes he/she is entitled to indemnity by APP and a written undertaking by him/her or on his/her behalf to repay APP if it is finally determined that he/she did not meet the applicable standard of conduct.

11.2 Indemnity of Employees and Agents. The Board may indemnify employees and agents of APP to the same extent and in the same way it may indemnify Board Directors and officers.

11.3 Insurance. APP may purchase and maintain insurance on behalf of officers, directors, employees, or against any liability incurred by such person in such capacity.

ARTICLE XII
Dissolution

12.1 Dissolution. APP may be dissolved at any time in accordance with Virginia Code Section 13.1-902 or any successor statute by two-thirds vote of the Board. Upon the dissolution of APP, assets shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court having jurisdiction in the city or county in which the principal office of APP is then located, exclusively for such purposes or to such Corporation or organizations, as said Court shall determine which are organized and operated exclusively for such purposes. At the time of dissolution, unless otherwise directed by a vote of seventy-five percent (75%) the Board or by court order, the assets shall be distributed to THARS International of Wenatchee, WA to the extent deemed feasible.

As approved and adopted at the organizational meeting of the Board of Directors on August 8, 2013.

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Carol Hendricksen, Secretary