

# Peace and Justice Studies Association (PJSA) BY-LAWS

## ARTICLE 1: NAME AND PURPOSE

### Section 1: NAME

This non-profit membership corporation is named The Peace and Justice Studies Association (PJSA).

### SECTION 2: MISSION

#### (a) Letterhead Banner:

*Creating a just and peaceful world through research, education, and action.*

#### (b) Full Mission Statement:

PJSA works to create a just and peaceful world through:

1. The promotion of peace studies within universities, colleges, and k-12 grade levels;
2. The forging of alliances among educators, activists, and other peace practitioners in order to enhance each other's work on peace, conflict, and nonviolence.
3. The creation and nurturing of alternatives to structures of inequality and injustice, war and violence, through education, research, and action.

### SECTION 3: PURPOSE

(a) PJSA educates, equips and empowers its members to inform the public at large about nonviolent alternatives to war and socio-political conflicts, promotes disarmament and demilitarization, and contributes to the transformation of society and its institutions by promoting democratic values and fundamental social change. The Association participates in national, regional and global peace initiatives. PJSA stimulates peace research, scholarship, curricula, activism and training for peace, social and economic justice and related urgent global concerns.

(b) The Association exists to serve the members and aid in the exchange or spread of their projects, books, curricula, activities and ideas. The Association is organized for educational, scientific, and charitable purposes. Lobbying or attempting to influence public policy is permitted only to the extent that it is consistent with Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended.

(c) PJSA is the North American affiliate of the International Peace Research Association, IPRA. As such, it attempts to promote and support the activities of IPRA.

(d) PJSA may only distribute funds and reimburse members, trustees, and officers for reasonable expenses and services rendered for the purpose set forth above.

(e) PJSA may not participate in any political campaign on behalf of any candidate for public office, but may lobby elected officials up to the percentage allowed by the IRS.

(f) This nonprofit corporation shall not engage in any activities or exercise of power that are not in furtherance of the purposes stated above.

## ARTICLE 2: MEMBERSHIP

### Section 1: RESPONSIBILITIES

PJSA members are expected to take an active role in the governance and life of the Association. All members are encouraged to run for office on the Board, submit articles for publication for the journal and newsletter, organize events or teach-ins in their community, help publicize PJSA and the annual conference, and generate new ideas for peace.

### Section 2: CATEGORIES, DUES, BENEFITS & VOTES

PJSA shall have two categories of membership. The categories qualifications, and rights of such categories shall be as follows:

#### (a) Institutional Members:

(i) Institutional members include university-affiliated programs and departments, non-university affiliated organizations, professional associations, and foundations. Each institutional member shall designate, in writing, a delegate who shall remain the delegate of the institution until another delegate is named .

(ii) Each institution wishing to be a member of PJSA, shall file with the Executive Director a written application.

(iii) Each Institutional delegate shall have one vote in each matter submitted to the Membership.

**(b) Individual Members**

(i) Individuals who wish to be members of PJSA shall file with the Executive Director a written application.

(ii) Each individual member shall have one vote on matters submitted to the Membership.

(iii) An individual member may also have the additional vote and privileges of an institutional delegate if designated by an institutional member.

**(c) Membership Dues and Benefits**

- (i) Members shall mean those members who have paid their dues for the current year.
- (ii) Members shall receive PJSA correspondence, all benefits from PJSA's efforts on their behalf, and may vote at PJSA business meetings, by mail and by electronic ballot.
- (iii) Members may serve on the Board or any PJSA standing committee or special committee, as well as petition the Board to establish special committees.

**Section 3: TERMINATION of MEMBERSHIP**

(a) A termination of an institutional or personal membership may be brought before the Board by a motion supported by at least 50% of the Board. After an appropriate hearing before the Board, the Board may, by consensus, suspend or expel an individual member, institutional member, or institutional delegate for egregious behavior.

The institutional member is not to be confused with the personal character of the institutional delegate. If the member(s) or delegate(s) is also a Board member, this person shall not participate in the decision on the motion for termination, nor be required to agree with the decision.

**(b) Resignation**

Any member who chooses to resign is still obligated to pay outstanding dues or other assessments or charges accrued.

**ARTICLE 3: HEADQUARTERS**

PJSA may establish offices at whatever location the Board may determine.

**ARTICLE 4: MEETINGS**

**SECTION 1:** An annual meeting of the Membership shall be held each year as scheduled by the Board. Upon request, the Board should make available to the Membership the minutes of any Board or Executive Committee meetings held since the last Annual Meeting. The Membership shall have the opportunity to reverse or redirect any Board action by majority vote during the Annual Meeting, provided, however, that this direction shall not interfere with the obligation and ability of the Board to act for and make decisions on behalf of PJSA between annual meetings.

**SECTION 2: NOTICE OF MEETINGS**

The Board shall provide each member an electronic and/or printed notice of the time and place of the annual meeting at least 60 days before the meeting. The place of the annual meeting shall always be within North America.

**SECTION 3: SPECIAL MEETINGS**

Special meetings or regional workshops may be called by the Board, the Co-Chairs, or by any group of twenty-five members. Notice of such special meetings should be delivered to members 35 days in advance with the purpose or purposes of the meeting stated. In the case of an emergency meeting, those calling the meeting will do their best to provide as much advance notice as possible to the membership and will explain why the meeting is an emergency meeting and why the regular time requirements cannot be met.

**SECTION 4: QUORUM**

A quorum at an Annual Meeting shall be 10% of the members present at the annual conference, including those present by proxy. A quorum at a special meeting other than the regular Annual Meeting shall be fifty members, in person or by proxy. Any proxy shall be in writing, and shall be given to one of the co-chairs and to the person appearing on behalf of a member to execute the proxy.

**SECTION 5: MANNER OF ACTING**

Except when the membership is acting through consensus, or a higher percentage of votes is required by these bylaws, a majority of the votes cast on a motion before the Membership shall be necessary for the adoption of an action, policy position, or resolution.

## SECTION 6: VOTING BY MAIL

A ballot for the election of PJSA Board members shall be sent by mail or electronic means at least 60 days in advance of the Annual Meeting.

## ARTICLE 5: BOARD of DIRECTORS

### SECTION 1: COMPOSITION and RESPONSIBILITY OF THE BOARD

The Board of Directors, the Board, is empowered by the Membership to act on its behalf to manage the programs, personnel, and financial affairs of PJSA.

(a) This Board shall be composed of between 9 and 21 board members, and the number of Board members shall be determined by resolution of the Board. The Board shall include at least two Co-Chairs (Co-Chairs may not be of the same gender); a Recording Secretary, the Conference Committee Chair, Publication Chair, Fundraising Finance Chair, Membership Chair, and Special Programs and Awards. Each designated position shall serve as the Chair of a Standing Committee of members to serve the committee's specific goals.

From the Board,, liaisons will also be selected for the following constituencies:

- IPRA;
- students;
- grassroots and activists organizations;
- academic peace studies programs;
- K-12 teachers;
- research institutes and foundations.

(b) The Nominations Committee shall endeavor to pursue diversity in each elections cycle to the fullest extent possible.

(c) Board members shall be elected for two-year terms which may be renewable by reelection. Board terms shall be arranged, whenever possible, so that the terms of offices of no more than two-thirds of the Board shall expire in any given year.

(d) The Board of Directors provides oversight and guidance on the finances of the Association. The Board members are not personally liable or financially responsible for any decisions or actions of PJSA or liabilities incurred by PJSA..

(e) Compensation: Board members shall not receive any salaries for their services. By resolution of the Board a fixed sum and expenses of attendance, if any, may be allowed at each regular and special meeting of the Board and Membership

## ARTICLE 6: EXECUTIVE DIRECTOR

(a) Hiring: The Board may hire or fire the executive Director at will, with or without cause, subject to contractual limitations. It shall also decide benefits and salary for the Director in order to fulfill its regular business operations and its mission. In the absence of a Director, the Board may hire or designate others to carry out the operations of PJSA. PJSA is an Equal Opportunity Employer. An appropriate candidate for the office of ED shall have a demonstrated commitment to peace and justice and shall be a member of PJSA.

(b) Duties: The Director shall ensure that the directions of the Board are carried out, shall act as an ex-officio member of all committees; shall be responsible for the operations of PJSA; and shall execute additional duties and responsibilities as determined by the Board. The Director, with the approval of the Board, may hire other staff.

## ARTICLE 7: DECISION MAKING

### SECTION 1: BY CONSENSUS

(a) All bodies of PJSA shall endeavor to make decisions by consensus.

(b) Consensus is understood not as absolute unanimity, but as the point at which no member has sufficiently strong objections so as to wish to prevent an action from going forward.

### SECTION 2: BY MAJORITY VOTE

(a) If, after full discussion of an issue, the Co-Chairs determine that consensus is not likely to be achieved, they may declare that a vote shall be conducted to resolve the matter. Each member of the Board shall have one vote and matters shall be determined by majority vote

(b) In business matters and elections by the members where consensus is not appropriate and voting is required, a motion shall pass by at least a majority of the members unless a higher percentage is required by these by laws.

## ARTICLE 8: ELECTION OF BOARD

### SECTION 1: NOMINATION AND ELECTIONS COMMITTEE

(a) Each year at the annual meeting, the Board shall appoint a Nomination Committee consisting of no more than five members, not more than one of whom shall be a member of the Board.

(b) The Nominations Committee shall solicit and select nominees to fill expiring terms of Board members, provide ballots, and supervise all elections procedures. In nominating Board members it shall seek to achieve diversity of representation among all nominees.

## SECTION 2: PROCEDURE

Beginning at the annual meeting, the Committee shall issue a call for nominations for Board members. Institutional and individual members may make nominations to the Committee for any open Board position. Such nominees shall be duly certified as eligible and willing to serve by the Committee.

Final ballots consisting of all certified nominees shall be mailed or sent electronically to all members no later than 60 days prior to the Annual Meeting. The Association shall allow electronic balloting and voting where appropriate.

## SECTION 3: BOARD QUALIFICATION

No person may be excluded from service on the Board or any Committee on the basis of race, national origins, sex, creed, sexual orientation, or age.

Any officer or member of the Board may be removed by the Membership, or the Board acting on its behalf, when, in its judgment, the best interest of the Association would be served. When such decision is made by the Membership a majority vote is required. When such decision is made by the Board, consensus of all Board members, except the person(s) in question, is required.

In cases of unexpected vacancy or the creation of a new Board position, the Board shall be empowered to appoint a member to the Board until the next election is held.

## ARTICLE 9: FINANCIAL MATTERS

- (a) The fiscal year shall begin on the first day of January and end of the last day of December each year.
- (b) The Board may authorize any officer(s), agent(s), in addition to the officers previously authorized herein, to enter into any contract or execute or deliver any instrument in the name of or on behalf of PJSA.

- (c) Checks, drafts, or orders for payment of money, notes or any evidence of indebtedness issued in the name of the PJSA shall be signed by the Director or any other agents as designated by the Board.
- (d) All funds of PJSA shall be deposited from time to time to the credit of the PJSA in such banks, trusts or depositories as the Board or the Director may select.
- (e) The Board or Director may accept any payment, contribution, bequest, or device for the purposes of PJSA. .

## ARTICLE 10: AMENDMENTS TO THE BY-LAWS

- (a) These by-laws shall be initially approved and formally adopted by PJSA at its first annual meeting after which time they shall be in effect and control the governance of PJSA.
- (b) After adoption, these by-laws may be amended only by a 2/3<sup>rd</sup> vote of the Membership present at an annual or special membership meeting. Notice of a motion to amend the by-laws shall be given to the membership in writing or electronically at least 21 days in advance of the meeting.

## ARTICLE 11: DISSOLUTION OF PJSA

PJSA may be dissolved by a two-thirds vote of the General Membership conducted in accordance with Board election procedures.

Upon dissolution of the Association, the Board of Directors shall, after paying or making provisions for the payment of liabilities, dispose of all assets as the Board shall determine will best further the mission of PJSA, provided that such distribution shall be made exclusively to an organization or organizations operating for charitable, educational, or scientific purposes which qualify as tax-exempt under the Internal Revenue Code (as amended in 1954).