

Bylaws

May, 2011

Article I. Name

This organization shall be called Friends of Jordan Association, hereafter referred to as the "Association."

Article II. Purpose

Section 1. The purpose of this Association is to:

(a) Promote charitable and educational purposes, as those terms are used in Section 501(c) of the Internal Revenue Code, in connection with accomplishing the third goal of Peace Corps as originally mandated by Congress in 1961: "to promote a better understanding of other people on the part of the American people."

(b) Provide an interdisciplinary forum within the US and abroad for charitable activities, professional development, networking, and exchange of knowledge among Peace Corps volunteers returned from Jordan, Peace Corps staff, and other persons or organizations with a common interest in the country of Jordan.

(c) Support projects of the US Peace Corps and charitable private organizations in Jordan.

(d) Help Peace Corps volunteers returning from Jordan to re-connect with their communities and cultures in the United States.

(e) Allow Peace Corps volunteers returned from Jordan to continue with public service and related activities similar to those they performed during their Peace Corps service.

(f) Educate Americans and improve awareness regarding the culture, needs, and achievements of Jordanians.

Section 2. The Association is a not-for-profit organization organized exclusively for charitable and educational purposes. No Board member, officer, agent or employee shall at any time receive or be entitled to receive any compensation or pecuniary profit from the operation of the Association or upon its liquidation or dissolution, except for reasonable compensation for services actually rendered to the Association in effecting one or more of its objectives or purposes, or as a direct or indirect beneficiary of its said nonprofit purposes.

Article III. Membership

Section 1. Eligibility. Any individual interested in the purposes of the Association shall be eligible for membership. Members are defined as those persons who have paid the currently stipulated membership dues. Dues must be paid annually or as determined by

the Board to retain membership. Peace Corps Volunteers who have returned to the United States within the past 6 months may receive a one-year free membership.

Section 2. Rights. All members have the right to vote for Officers and on other official matters of the Association, to hold office if duly elected, and to receive all notifications pertaining to the official business of the Association. Where possible, decisions regarding the operations of the Association will be made at general or “virtual” meetings of members, where members present or that have emailed in a ballot may vote. The Association will protect the privacy of its members by not providing its mailing list to outside parties.

Section 3. Dues. The Board of Directors shall determine amount and payment schedule of membership dues.

Article IV. Governing Body

Section 1. Number and Qualifications. The affairs of the Association shall be governed by nine elected officers who shall constitute a Board of Directors. Officers shall consist of a President, a Vice President, a Treasurer, a Secretary, a Membership Coordinator, a Program Coordinator, a Fundraising Coordinator, a Newsletter Editor, and a Webmaster. All Officers must be members of the Association.

Section 2. Governing Powers and Duties. The Board shall have all the powers and duties necessary or appropriate to administer the affairs of this Association. The Board may do all such acts and things as are not by law or by the Articles of the Association or by this Constitution directed to be exercised and done by members.

The duties of the Board shall include:

(a) Carry out all necessary business of the Association between general meetings.

(b) Determine coordinators of Special Committees of the Association. The Board will monitor the activities of all Committees and provide for periodic reports on their activities to the membership.

(c) Authorize any matters to be submitted to a vote of the general membership of the Association including election of Officers. The Board will receive and consider petitions from the membership for matters to be submitted to a vote of the general membership of the Association; any such petition signed by fifteen (15) percent of the current membership makes submission of the issue to the membership mandatory upon the Board.

(d) Authorize, adopt and publish any rules and codes for the Association not specifically at variance with the Bylaws of the Association, or the laws of Maryland.

Section 3. Election and Term of Office. Each Officer on the Board shall have a term of one-year. The procedure for selecting officers shall be as set forth in Article V, Section 2. The term of office generally shall be from March 1st to February 28th.

Section 4. Vacancies. If any position of the Board members becomes vacant, the Board shall appoint a member of the Association to serve on the Board until the next general election. Should the position of President become vacant, the Vice President shall assume the duties of President and the Board shall appoint a new Vice President.

Section 5. Removal of Board Members. At any duly called Board meeting, the Board and all association members present may decide by a majority vote and with cause to remove any one or more of the Board members.

Section 6. Compensation. Compensation shall not be paid to Board members for their services in their capacity as Board members, nor pursuant to any other contractual arrangements. However, Board members may be reimbursed for actual expenses incurred during the performance of their duties, as approved by a majority of the Board.

Section 7. Meetings. The Board shall meet at least once annually. Any two Board members may also call for a special Board meeting if they notify all Board and general members in writing with at least seven (7) days' notice. The notice shall state the time, place, and purpose of the meeting. All official Board meetings shall be open to the Association's members except for those portions of meetings when the Board discusses matters involving personal privacy. Each association member present at a Board meeting shall also have a vote in any decisions made at that meeting.

Section 8. Quorum. At all meetings of the Board, a simple majority of the Board members attending shall constitute a quorum required for transacting the business of the Association. Board members may attend in person, by telephone, by other electronic means allowing for real-time communication, or submit by email matters requested for vote in the meeting notice. All such forms of attendance shall count towards the quorum.

Article V. Officers of the Board

Article V. Officers

Section 1. Officer positions. The officers of the Association shall consist of a President, a Vice President, a Treasurer, a Secretary, a Membership Coordinator, a Program Coordinator, a Fundraising Coordinator, a Newsletter Editor, and a Webmaster, and other officers as designated by the Board of Directors.

Section 2. Officer Selection. Officers shall be selected each year in February, or when a vacancy occurs. Should more than one person be interested in any office, an election shall be held. An invitation to volunteer for office positions shall be published in the Fall or Winter newsletters. No one person may serve more than three consecutive years in the same office unless determined by a simple majority Board vote.

Section 3. Duties of Officers.

(a) President. Arranges and conducts officer meetings; acts as liaison between the organization, the community, the National Peace Corps Association, Peace Corps Washington and other National Peace Corps Association groups; recruits officers if a position is vacated between elections; ensures that the Bylaws are upheld; presents a report of the Association's activities at the annual meeting.

(b) Vice-President. Acts as a resource to the President and assumes the position of President should the President resign, be removed from office, or require a temporary absence.

(c) Treasurer. Has charge of all funds belonging to the organization; keeps on deposit the same; receives and disburses funds as required; keeps required financial records, receives and enters new membership information (by mail and through NPCA), assigns expiration date and forwards information to the Membership Coordinator; handles

financial aspect of renewals and forwards this information to the Membership Coordinator; maintains 501(c)3 status and files necessary paperwork with the Internal Revenue Service and other appropriate federal agencies.

(d) Secretary. Develops, maintains, and distributes the Association's written records including bylaws, annual reports, and any other documentation of the Association's structure and processes; acts as the liaison for the most current versions of these documents and works with other officers to keep these documents up-to-date. Records meeting minutes from officer meetings and general meetings or ensures a substitute if planning to be absent. Archives records required by Maryland law, maintains tax-exempt status with the Maryland Secretary of State, and maintains Association membership with the National Peace Corps Association, including writing and submitting the annual organizational report to their offices in Washington, DC.

(e) Membership Coordinator. Maintains membership database, and enters new members into the database from the information forwarded from the Secretary-Treasurer. Provides new member contact/orientation; liaises with existing members about any membership concerns; checks Association email; contacts current members when it is time for renewal. The Membership Coordinator is also encouraged to actively seek out new members by getting the word out about the Association, networking with potential members at Association events, assisting with membership drives or devising new benefits or incentives for Association members.

(f) Program Coordinator. Plans or oversees Association programs, such as online membership discussion forums, educational or awareness campaigns, small-grants funding, or social gatherings, arranges time and place of program events, encourages Association members to participate, notifies Newsletter Editor of events, and coordinates publicity with the President; writes or assigns the writing of a report on the program for the newsletter following each meeting; promotes new projects; oversees current projects, fundraising efforts and program-related committees.

(g) Fundraising Coordinator. Consults with Board Members and establishes the target fundraising amount for the year and develops and coordinates fundraising activities to meet the annual goal. Maintains a network of member contacts from each volunteer service group to serve as the person to approach association members if/when asking members to contribute individually.

(h) Newsletter Editor. Publishes the Association's newsletter on a regular basis and distributes the newsletter to the association's membership, preferably by email. Solicits information for the newsletter from Officers, other members, National Peace Corps Association, Peace Corps Washington, Peace Corps Jordan, other Peace Corps Association groups, or other members of the community.

(i) Webmaster. Maintains the Association website so that the information is current and relevant; responds to information requests submitted to the site; makes sure all dues related to maintaining the site have been paid by the Secretary-Treasurer; maintains communication with website host via e-mail.

Article VI. Activities

Section 1. Volunteer Projects. The Association may engage in short-term volunteer projects as initiated by its membership and approved by the Board. Projects may

include but are not limited to service-related activities in the communities volunteers reside in, fundraising efforts, supporting Peace Corps Volunteer projects in Jordan, supporting a local Jordanian organization's project, and coordinating educational events.

(a) Internet Forums. The Association shall endeavor to hold at least two Internet forums per year, which will be announced in the newsletter and open to the general membership. Internet forums will last 2-4 weeks, where a social, economic, political, cultural or other issue relating to Jordan will be discussed as decided upon by the members of the Association.

(b) Peace Corps Related Events. The Association shall participate in Peace Corps related events as determined by the Board. Members are encouraged to wear clothing from Jordan to these events, as appropriate, in order to encourage curiosity and knowledge about Jordanian culture. Events may include speaking at schools, Peace Corps-sponsored events, and social gatherings, among other things.

(c) Educational Programs. The Association shall endeavor to hold periodic program gatherings as requested by members under the stewardship of the Program Coordinator. Programs may include, but not be limited to, events that promote a better understanding of Jordan and its people, professional development and networking of Association members, and support for projects of Peace Corps and non-profit organizations in Jordan.

(d) Meetings. Officers shall endeavor to hold general member meetings at their discretion, preferably no less than once per year. These meeting shall be announced through the newsletter, the website and/or email. Special officer meetings may be called by the President. When possible, Officers shall participate in regional and national meetings of the National Peace Corps Association.

(e) Public Information. The Association shall present information to the public in the form of a newsletter, a website and other forms of media as determined by the Board. This information should provide stories, photos, accounts of current volunteer projects and experiences in Jordan, in addition to information regarding the Association.

Article VII. Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Association shall begin on the first day of January of each year.

Section 2. Books and Accounts. Books and Accounts of the Association shall be kept under the direction of the Secretary-Treasurer.

Section 3. Execution of Association Documents. With prior authorization by the Board, all notes and contracts shall be executed on behalf of the Association by the President or his or her designee, and all checks shall be executed on behalf of the Association by the Secretary-Treasurer or the President.

Section 4. Distribution of Fundraiser Proceeds. When fundraising for a specific event or cause, no less than five percent and no more than twenty percent of proceeds from such a fundraiser shall be retained by the Association to fund future events and activities. The actual percentage rate shall be determined by the Board. If no vote takes place, the Association shall automatically retain five percent.

Section 5. Member dues shall go toward the regular business of the association, such as projects, networking, mailings, and other activities as decided upon by the membership.

Section 6. Approval of Association expenditures. Expenditures other than regularly occurring business and event expenses must be pre-approved as stipulated below. Increases in regularly occurring expenses or purchases for special events must be approved by at least two Board members. Special purchases of over \$100 must be approved by the entire Board. Receipts may be submitted to the Association Secretary-Treasurer for reimbursement.

Section 7. Solicitations of Donations. Other organizations may submit requests for donations from the Association. A majority of Board members and a majority of all association members present must vote to authorize donations that are less than 20% of the Association's available funds. All Board members must unanimously vote to authorize donations that are larger than 20% of the Association's available funds, after which the board must contact association members to request their vote. A majority of votes in favor of the authorization will allow the donation to pass. Criteria for determining a response to the grant request include: whether (1) the Association has funds available, (2) the request is at least 60 days prior to the event necessitating the funds, (3) the requestor is an established philanthropic organization, and, (4) the funds will be used in a way that meets the Peace Corps' Third Goal of "promoting a better understanding of other people on the part of the American people."

Section 8. Disbursement of assets at dissolution. No member, director, or Officer of the Association, or any private person shall be entitled to share in the distribution of any of the Association's assets upon dissolution of the Association or winding up of its affairs. Upon such dissolution or winding up of affairs, after making provision for the payment of all the liabilities of the Association, all of the remaining assets of the Association shall be distributed for substantially similar uses and purposes to any organization which would then qualify for exemption under the provision of section 501(c)(3) or (6) of the U.S. Internal Revenue Service code as now stated or as it may be hereafter amended.

Article VIII. Special Committees

Special Committees may be formed for fixed periods of time for specific purposes as deemed necessary and appropriate by the Board. The Program Coordinator is encouraged to invite members to join special program committees at Association events and through the newsletter. Membership on committees shall be by voluntary self-selection. Each committee will include at least one member of the Board as a liaison, but not necessarily as a chair. Special Committees must report to one of the Board members. Membership on Special Committees involving partnership with another organization shall be open to members of both organizations. There is no minimum membership on a committee. Article VII, Sections 4 – 6 refers to fiscal management of the Association and these committees.

Article IX. Amendments to the Bylaws

Section 1. These Bylaws may be amended at any Board meeting by a two-thirds vote of the Officers and any members present.

Section 2. Any member of the organization may seek an amendment to the Bylaws by following these procedures:

(a) The specific proposed amendment shall be submitted in writing to the President and signed by at least six members;

(b) The proposed amendment shall be publicized pursuant to Section 3 below.

(c) The proposed amendment shall be voted upon pursuant to Section 1 above.

Section 3: All pending amendment to the bylaws will be published in the Association's newsletter along with a notice of the date of the meeting at which they will be voted upon. Amendments to the bylaws must be published at least 30 days prior to the date on which they will be voted upon.

The Officers and any members present shall vote on the amendment. A two-thirds majority is required to pass the amendment.

Certification of Original Bylaws:

I, Kathleen Sheridan, Vice President of Friends of Jordan, a Maryland non-profit association, hereby certify that the foregoing Bylaws, comprising 9 articles in 7 pages, were adopted by resolution of the Board of Directors of the Association on the 7th day of September, 2005.

[Note: Bylaws amended on December 7, 2005 to change Article 5, adding the Secretary and Fundraising Coordinator positions to list of Officers of the Board.]

[Note: Bylaws amended May 7, 2011 to change Article 5, Section 2, enabling for the board to vote to allow for the extension of an officer's term beyond the typical two-year limit.]