



Atlanta Area Returned Peace Corps Volunteers
P.O. Box 687 • Decatur, Georgia 30031-0687

January 20, 1996

Secretary of State
2 Martin Luther King Jr. Drive, S.W.
Suite 315
West Tower
Atlanta, Georgia 30334

Dear Sir:

I am submitting for the Atlanta Area Returned Peace Corps Volunteers, Inc. two updated copies of our amended Articles.

I have enclosed a check for \$20.00 to cover the filing fee. If additional information is needed, please contact me a (404) 349-0391.

Thanks,

James R. Doanes
President

**Bylaws of the
Atlanta Area Returned Peace Corps Volunteers, Inc.**

ARTICLE I - General

Section 1.1 Purpose and Type of Group

AARPCV is a non-profit charitable and educational organization incorporated under Georgia law with tax-exempt status in accordance with section 501 (c) (3) of the Internal Revenue Code of 1954. It is a group primarily composed of former Peace Corps Volunteers organized for the purposes given in its Articles of Incorporation as filed with the Georgia Secretary of State. The mission of AARPCV is:

In response to the third goal of Peace Corps, "...educating U.S. Citizens about the ways of the people served.", AARPCV provides a structure for continuing the commitment to positive social action, global education and community service.

The goals of AARPCV are summarized as follows:

- Develop a network to help Returned Peace Corps Volunteers (RPCV's) become involved with community groups needing volunteer help.
- Inform the Atlanta community of the skills and resources of RPCV's.
- Share and disseminate information about developing countries.
- Act as a resource for newly returned Peace Corps Volunteers.

- Promote public awareness and support of the Peace Corps.

The group's activities shall be limited to those allowed under Section 501 (c) (3) which prohibits the group from working for any particular political candidate for public office or promoting any specific legislation.

Section 1.2 Address

AARPCV does not have a permanent office. Meetings are held at member homes or at other appropriate locations. The current mailing address is P.O. Box 687, Decatur, Georgia 30031-0687.

ARTICLE II - Membership

Section 2.1 Eligibility

Any individual may become a member of AARPCV upon payment of the membership dues. Membership entitles the individual to receive group mailings, including the directory and newsletters, and allows the individual the opportunity to attend meetings and to vote.

Section 2.2 Annual Dues

AARPCV shall operate on a calendar fiscal year. However, dues will be collected continuously throughout the year, allowing each individual a staggered annual dues payment date. At a business meeting near the end of the calendar year the annual dues for the next year will be established. Newly returned (within one year of

COS date) Peace Corps Volunteers are eligible to receive a free one year membership. Application must be made to the Membership committee chair for consideration. The current dues are \$15.00 per annum.

Annual dues are to be used primarily to cover the costs of group projects, duplicating, mailing meeting notices and newsletters, and producing the group directory.

Section 2.3 Rights and Privileges

All members have the same membership rights and privileges which include, but are not limited to, voting as described under section 4.6 (Voting), running for group leadership positions, attending group meetings, receiving all mailings and participating in group activities.

Section 2.4 Termination

Any member may voluntarily withdraw from membership at any time for any reason.

A member may be involuntarily removed from the membership by a three-fourths vote of the Executive Committee, at a business meeting after all Executive Committee members have been sent written notice of this upcoming vote, which must be proposed by a group member. Any member may be removed for undermining the stated purposes of AARPCV.

Article III - Board of Directors/Executive Committee

Section 3.1 Structure and Duties

The Board of Directors of AARPCV shall be known as the Executive Committee, which shall consist of no more than four elected members (officers). Officers are to be elected and vacancies filled as by Section 3.2 (Elections) so that this committee should normally have four members, although it may temporarily have fewer.

The four officers and their functions are:

President: liaison to the National Peace Corps Association, chair all group meetings, central coordinator of standing committees (which are listed below).

Vice-President: chairs meetings when President is unable to attend, interfaces and coordinates all official group projects. (For example: Speakers Bureau, World Map Project, Habitat for Humanity, Food Bank, etc.)

Secretary: acts as group historian, records minutes, handles correspondence, takes attendance list at meetings and forwards to the Membership committee.

Treasurer: balances the books, disperses funds, collects and deposits dues, reports on group income/expenses.

Committee Chairs are volunteers or selected members of the group.

The four standing committees and their functions are:

Program Committee: arranges for programs at regularly scheduled "general" meetings of AARPCV. Decides on venue,

speakers, and develops a program announcement for distribution before general meeting date.

Membership Committee: maintains membership list, prints labels, maintains directory, places announcements in community publications, solicits new members, collects dues (coordinates with treasurer) and follows up with visitors and new members.

Printing and Mailing Committee: reproduces newsletters, meeting announcements, and other group communication tools and mails to all members. Handles all mailings.

Newsletter Committee: develops and prepares the group newsletter; delivers a master copy to the Printing and Mailing Committee for mailing.

Section 3.2 Elections

Election to an office of the Executive Committee shall be for a one-year term with unlimited re-election. Any member is eligible to serve on the Executive Committee. Elections shall be held each year at the Annual General Meeting (AGM) described in Section 4.4 (Annual General Meeting). Any vacancy during the year shall be filled by a vote at a Business meeting as described by Section 4.6 (Voting) after all members have been given a written notice.

The President appoints a Nominating committee chairperson, who in turn selects two to five members for the nominating committee, approximately three months before the end of his/her term. (See Procedures Manual for enumeration.)

At the AGM the nominating committee shall announce the list of candidates and ask for any additional nominations or volunteers from the floor. A vote of all members shall be taken for each Executive Committee position. Upon completion of the elections, the new Officers will be installed.

Section 3.3 Committees

The Executive Committee may form ad hoc committees as needed from the general membership. There are ongoing standing committees for functions critical to the smooth operation of the group.

Section 3.4 Informal Action by Officers

Business decisions for AARPCV will normally be made at regularly scheduled business meetings or at the AGM. For events which would require a prompt AARPCV endorsement or participation such that waiting for a decision on such action at the next business meeting would not be timely, any Executive Committee member may endorse or carry out appropriate action on behalf of AARPCV, provided that at least two of the other Officers approve the action.

Section 3.5 Compensation

There shall be no compensation for Officers and Executive Committee members.

Section 3.6 Removal of an Officer

A member of the Executive Committee may resign from that committee at any time for any reason and still remain a regular member of AARPCV.

An Executive Committee member may be involuntarily removed from the committee by a three-fourths vote at a business meeting after all other Executive Committee members have been notified in writing of the upcoming vote, which must be proposed by any member of the AARPCV.

A member may be so removed for a lack of attendance at business meetings, a failure to perform assigned and accepted duties, or behavior detrimental to AARPCV.

Article IV - Meetings

Section 4 Meetings

All meetings are open to all members.

Section 4.1 General Meetings

General meeting activities will be planned by the program committee. At the business meetings the Program committee chair will update the Executive Committee on the progress of future general meeting programs, venues, dates and times.

Other than brief announcements of upcoming events and meetings, little or no substantive AARPCV business is normally conducted at general meetings. The meeting announcement letter shall be sent to all AARPCV members.

Section 4.2 Business Meetings

Business meetings shall be conducted between regularly scheduled general meetings. Normally, business meetings are made up of only the Officers (the Executive Committee); however, every other business meeting shall include the Standing Committee Chairs.

Notices for upcoming business meetings must be announced in the Newsletter. Separate notices for business meetings, when necessary, need only be sent to Executive Committee members and to other group members who have requested to be so notified.

Section 4.3 Annual General Meeting (AGM)

The AGM shall usually be the first general meeting of the calendar year. It shall be managed by the President of AARPCV just as any other general meeting. The areas to be covered include, but are not limited to, election of new Officers, Bylaw changes, treasurer's report for the previous year and preliminary budget estimates for the coming year, a membership status report, a Executive committee report on the activities of the previous year, activities of the National Peace Corps Association, the status of ongoing AARPCV projects, and new project and program ideas.

Elections shall follow the procedures given in Section 3.2 (Elections) and voting will be according to Section 4.6 (Voting).

As for all general meetings, there shall be a written notice of the AGM sent to all members to be received two weeks prior to the meeting. The names of the slate of Officers shall be presented in this announcement.

Section 4.5 Special Meetings

Special meetings may be called or regular meetings postponed at the discretion of the Executive Committee. A quorum must be present, as defined in section 4.6 (Voting), for business to be conducted at a special meeting. The general membership need not be notified of a special meeting, except in those cases specifically required by these Bylaws or when deemed appropriate by the Executive Committee.

Section 4.6 Voting

Quorum: The quorum for conducting business at any general meeting is a simple majority vote. All paid members can vote. A minimum of ten paid members, including one officer, must be present to conduct general meeting business. The quorum for conducting group business at a business meeting is half of the members of the Executive Committee (two of four). To vote to implement a decision three out of four Executive Committee members must be polled.

Proxy Voting: Any member who is to be absent at a meeting may vote by proxy by giving voting instructions in writing to a member of the Executive Committee who will be present. Such instructions may be specific for a particular issue or general for any issue that may arise.

Voting Percents Required: For all actions requiring a vote, a majority of the members, including proxies, shall decide the issue, except in the cases given below in this section. In any part of these Bylaws the term "decide" or any similar language

shall mean by majority vote unless otherwise specified.

Any expenditure by an AARPCV member on behalf of the group, should get prior approval of the Executive Committee, unless it is for a normal function of the group, e.g., routine mailings, taxes, supplies, P.O. Box fees, affiliation fees to NPCA, etc. For any special purchases, group members are required to get prior approval of the Executive Committee and a majority vote is needed before disbursement of funds can be made. The Executive Committee can approved disbursement of funds up to \$300.00 and has established procedures for authorizing all necessary and warranted group expenditures.

The Bylaws may be changed at any business meeting or at the AGM by a two-thirds vote after proper notification as by Section 5.2 (Submission and Notice).

A membership can be terminated or a member removed from the Executive Committee by a three-fourths vote after proper notification to Executive Committee members as by Sections 2.4 (Termination) and 3.7 (Removal).

Other than for Executive Committee members as described above, voting shall be done by hand or voice. If two or more members so request, a vote shall be by secret written ballot.

ARTICLE V - Amendments to ByLaws

Section 5.1 Voting

As stated in Section 4.6 (Voting), a two-thirds vote of the general membership present is required to amend the Bylaws.

Section 5.2 Submission and Notice

Any member may submit an amendment proposal at a business meeting or may give a member of the Executive Committee a written amendment to be presented at the next possible business meeting.

Before an amendment can be approved at a business meeting or an AGM, all members must be sent a written notice of the upcoming vote.

Section 5.3 Annual Review of ByLaws

A review of the Bylaws shall be on the agenda of the business meeting immediately preceding an AGM. A member of the Executive Committee shall lead a brief review and discussion, if necessary, of each section of the ByLaws to determine whether the procedures given are still considered appropriate. If there is any disagreement with a section, then a member may propose amendments for consideration at the AGM.

For this business meeting each member of the Executive Committee should have a complete and up-to-date copy of the ByLaws.

At the AGM there shall be a complete and up-to-date copy of the Bylaws for any member to examine. A statement shall be given to the general membership from the Executive Committee saying that the Bylaws were reviewed at the previous business meeting and that, except for any contested sections for which there are proposed amendments, the procedures given are still believed to be appropriate.

ARTICLE VI - Miscellaneous

Section 6.1 Contracts

The Executive Committee by majority vote may authorize any member to enter into a contract on behalf of AARPCV, and such authority may be general or confined to specific instances.

Section 6.2 Management of Funds

The Treasurer is responsible for managing all group bank accounts and reporting on the state of these accounts and on the state of the year's budget at business meetings, when so requested; and at the AGM as required by Section 4.4 (AGM). The Treasurer and a designated member of the Executive Committee shall be able to sign checks and drafts on AARPCV accounts.

The Treasurer must approve and keep records of all expenditures. Members shall be reimbursed for reasonable and approved expenses incurred on behalf of AARPCV, upon submission of an adequate request for reimbursement.

The Treasurer shall prepare an annual budget and income and expense statements for all business meetings. (See Procedures Manual for enumeration on disbursement of funds.)

Section 6.3 Termination of AARPCV

In the event that AARPCV is dissolved, the assets shall be distributed in accordance with the requirements of section 501 (c) (3) of the Internal Revenue Code of 1954. By these requirements, the assets shall be given to other tax-exempt organizations.

Section 6.4 Books and Records

The various records of AARPCV's activities and the Treasurer's financial books shall be available for inspection upon reasonable request by any member of the group. These records include, but may not be limited to, the following:

- business meeting minutes
- all mailings to members, including meeting announcements and newsletters
- current and past membership lists of addresses and phone numbers, including annual directories
- correspondence file for a copy of each letter mailed on behalf of AARPCV
- speakers bureau record of dates and places of members'talks
- financial records and contracts

(For details, see the Procedures Manual.)

Section 6.5 Procedures and Guidelines

There shall be separate document entitled, "AARPCV Procedures Manual." This manual will describe the operating procedures and information, including the following:

- Executive Committee and other management duties to be regularly performed and other special duties
- general meeting procedures
- business meeting procedures
- committee roles and functions
- budgeting and financial procedures

Changes in these practices may be made at any business meeting without advance notice to all members.

THESE BYLAWS ARE NOT OFFICIAL UNTIL SIGNED AND DATED BELOW,
THEN VOTED UPON BY AARPCV.

Anne J. Johnson
Signature

1/20/96
Date

Ward Pittelun
Signature

1/20/96
Date

Carl L. Buff
Signature

1/20/96
Date

Rayn P. ...
Signature

1/20/96
Date

James R. F. ... President
Signature

1/20/96
Date

Voted on 1/20/96 (date).

Results: (passed) (not approved)

AARPCV ByLaws Revisions:

- 1983
- 1987
- 1989
- 01/20/96