

By-Laws of The Modesto Peace/Life Center

Article I Name – Location

The name of this organization shall be: The Modesto Peace/Life Center. Its principal office will be located in the County of Stanislaus at such location as specified by the Board of Directors.

Article II Membership – Meetings – Voting – Notification – Quorum

- Section 1. Membership is open to residents of the State of California who indicate their support of the general purposes of The Peace/Life Center and wish to identify with its programs by donating time, expertise and/or funds. No formal dues or election shall be required.
- Section 2. Each member shall be entitled to one vote on matters submitted to a vote of its members.
- Section 3. Action by the membership will proceed according to Roberts Rules of Order or by consensus at the discretion of the meeting chairperson.
- Section 4. There shall be at least one annual meeting of the membership to be conducted during the first two full calendar weeks of February at a place to be specified by the Board of Directors. Such a meeting will be for the purpose of selecting directors and transacting business pertinent to the membership. Special meetings of the membership may be called by the Board chairperson, by any three directors or a majority of the membership.
- Section 5. Notice of meeting, including a business agenda, will be provided no less than seven (7) days prior to a general meeting of the membership. The method of notification will be by mail.
- Section 6. A quorum shall consist of those members present after proper notification has been made.
- Section 7. The Modesto Peace/Life Center shall at all times maintain the characteristics necessary to be an “established local entity,” pursuant to Section 73.7003(b)(1) of the Federal Communications Commission's rules, and to provide “local diversity of ownership” pursuant to Section 73.7003(b)(2) of the Federal Communications Commissions' rules, with respect to any application filed by the Modesto Peace/Life Center.

Article III
Board of Directors

- Section 1. **General Powers.** The affairs of The Modesto Peace/Life Center shall be managed in accordance with the purpose as stated in the Articles of Incorporation with the power to appoint standing or adhoc committees as needed.
- Section 2. The number of Directors shall be a minimum of five (5) and maximum of fifteen (15). No fewer than three (3) members of the Working Committee will be elected or appointed to serve on the Board of Directors.
- Section 3. **Meetings.** The frequency, time and place of Regular Board, and Special Board meetings may be determined by the chairperson or at the request of any Board member. In any case, a minimum of seventy-two (72) hours notice must be given and directors shall be notified of the business to come before the directors.
- Section 4. **Quorum.** A minimum of three (3) Board members shall constitute a quorum.
- Section 5. **Vacancies** on the Board of Directors shall be filled by appointment by the Board of Directors, to complete any unexpired term.
- Section 6. **Compensation.** Directors serve without compensation or their service.
- Section 7. **Officers** of the board of Directors shall be: chairperson, vice-chairperson, secretary, treasurer and any other officers deemed necessary by the Board.
- 7.1 The Board will organize within itself, selecting officers yearly following the February annual meeting.
- 7.2 An officer may be removed by the Board of Directors whenever, in its best judgment, the action is in the best interest of the corporation.
- 7.3 **Term of office:** Directors and officers will be elected for a term of one year at the annual meeting.
- 7.4 **Duties of Officers:**
- 7.4.1 **Chairperson.** The chairperson shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the members and of the Board of Directors. He/she may sign, with the Secretary or any oter proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other

instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors; and in general he/she shall perform all the duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

- 7.4.2 Vice Chairperson. In the absence of the Chairperson or in the event of his/her inability or refusal to act, the vice president, or in the event there be more than one vice president, vice presidents in the order of their election shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any vice chairperson shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.
- 7.4.3 Secretary. The secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-law or as required by the law; be custodian of the corporate records and of the seal of the corporation (if any) and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these By-laws; keep a register of the post office address of the members and each director which shall be furnished to the secretary by such member or director; and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.
- 7.4.4 Treasurer. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; for receiving and giving receipts for moneys due and payable to the corporation from any source whatsoever, due and payable to the corporation from any source whatsoever, and depositing all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these By-laws; and in general performing all the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the president or by the Board of Directors.

Article IV Committees

- Section 1. The responsibility for implementing programs congruous with the purpose of The Peace/Life Center shall lie with the working committee. This committee shall be composed of no fewer than three (3) Board appointees plus those persons who support the program by their active participation.
The working committee may determine its own organizational structure and governing rules.
The working committee shall refer any substantially new programs or major variations to the Board of Directors for their review.
- Section 2. Other committees may be constituted in a manner consistent with the Articles of Incorporation and the By-laws of this corporation.

Article V Contracts, Checks, Deposits, and Funds

- Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.
- Section 2. **Checks, Drafts, etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer or the assistant treasurer and counter-signed by the president or a vice president of the corporation.
- Section 3. **Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may elect.
- Section 4. **Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Article VI Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member or her/his agent or attorney for any purpose at any reasonable time.

Article IX
Fiscal Year

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December of each year.

Waiver of Notice

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the articles of Incorporation of the By-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time, etc.

Article X
By-Laws

These By-Laws shall become effective immediately on their adoption. Amendments to these By-Laws shall become effective immediately on their adoption unless the Board of Directors or members of the Corporation in adopting them provide that they are to become effective at a later date. These By-Laws may be altered, amended, or repealed by a majority of the members at any meeting of members at which a quorum is present.