

BYLAWS  
AMIGOS DE BOLIVIA & PERU, INC.  
REVISED November 27, 2006

<b>ARTICLE</b>	<b>SUBJECT</b>	<b>PAGE</b>
I	Name	2
II	Nature, Purpose and Limitations	2
III	Offices and Fiscal Year	3
IV	Membership	3
V	Board of Directors	4
VI	Board Officers	5
VII	Board of Directors Meetings	6
VIII	Electronic Transactions by the Board	7
IX	Other Powers and Responsibilities of the Board	8
X	Committees	9
XI	Indemnification	10
XII	Amendments or Repeal of the Bylaws	10

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ARTICLE I

NAME

The name of this organization shall be Amigos de Bolivia & Peru, Inc. hereinafter sometimes referred to as the Corporation.

ARTICLE II

NATURE, PURPOSE AND LIMITATIONS

Section 1: Nature

Amigos de Bolivia & Peru, Inc. is a 501(c)(3) nonprofit corporation incorporated under the laws in the state of New Mexico. The Corporation welcomes as members Peace Corps volunteers and staff who have served or are serving in Peru or Bolivia as well as other individuals with an affinity for the well-being of these nations.

Section 2: Purposes

Amigos de Bolivia & Peru, Inc. is organized exclusively for educational and charitable purposes. The specific functions of the Corporation are:

- a. To keep members informed about current issues and important events which pertain to the social, cultural and economic development of Bolivia and Peru;
- b. To establish a network of communication among returned Peace Corps volunteers and others interested in Bolivia and Peru;
- c. To support the Peace Corps in general and the Peace Corps missions in Bolivia and Peru in particular;
- d. To increase awareness of the culture, needs and achievements of the peoples of Bolivia and Peru; and
- e. To provide support in order to contribute to the social, cultural and economic betterment of Bolivia and Peru.

Section 3: Limitations

- a. The following shall operate as conditions restricting the operations and activities of the Corporation:
- b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member of the Corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the Corporation, nor to any other private persons, excepting solely such reasonable compensation that the

Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, or to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

c. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

d. Notwithstanding any other provision of these articles, the Corporation 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, as now enacted or hereafter amended.

e. Neither the Corporation, nor any of its officers, directors or members, shall make or guarantee any payments, in the form of a loan, to any officer, director or member of the Corporation.

### ARTICLE III

#### OFFICES AND FISCAL YEAR

The address of the central office of Amigos de Bolivia & Peru, Inc. is 925 Forest Creek Drive West, Columbus, OH 43223. The address of the central office may be changed by the Board of Directors from time to time. The Corporation may have additional office locations as the Board of Directors may determine.

The fiscal year of the Corporation is the calendar year.

### ARTICLE IV

#### MEMBERSHIP

##### Section 1: Membership

Members in good standing are persons who are current in their dues, according to the fee structure and procedures established by the Board of Directors. Limited-term courtesy (unpaid) memberships may be extended by the Membership Coordinator, with the assent of the President.

##### Section 2: Voting rights

Each member in good standing has one vote in all elections and votes taken of the membership.

## ARTICLE V

### BOARD OF DIRECTORS

#### Section 1: Governing Body of the Corporation

Amigos de Bolivia & Peru, Inc. shall be governed by a Board of Directors, which shall be comprised of a minimum of five (5) and a maximum of fifteen (15) Directors, except as noted in Section 5, below. All Board Directors shall be members in good standing (defined as being current in their membership dues throughout their terms) of Amigos de Bolivia & Peru, Inc. Every practicable effort will be made to seek diversity in the composition of the Board of Directors, according to candidates': (1) current geographic location, (2) country of service or affinity and (3) era of service to the country.

#### Section 2: Terms of Office

A Board Director may be elected (to a three-year term) or appointed (to a two-year term). Terms will begin on the first day of the month following election or appointment. Board Directors are eligible to be elected or appointed for subsequent terms. To the extent possible, terms of office will be staggered to provide continuity.

#### Section 3: Candidates for Elected Directors

All members in good standing in Amigos de Bolivia & Peru, Inc. are eligible for election to the Board of Directors. The process of nominating Board Directors shall be managed by a Nominating Committee appointed by the President in concurrence with the Board of Directors. Vacancies will be publicized to the general membership in Yachaspa and on the website and candidates will be sought by nomination and/or self nomination.

#### Section 4: Election of Directors

The President, with the approval of the Board of Directors, will appoint an Elections Coordinator and an Elections Judge who will manage the election process. Eligible voters are members in good standing of Amigos de Bolivia & Peru, Inc. Nominees' qualifications will be publicized to the membership by the Elections Coordinator, and a vote will be conducted by postal mail or electronic mail. The candidate receiving the most votes returned shall be elected.

#### Section 5: Candidates for Appointed Directors

The President may appoint, subject to the Board's approval, additional Directors, in order to accomplish either of the following purposes:

- a. To increase the size of the Board to the minimum number specified in Section 1, or
- b. To assist in the achievement of the Corporation's mission by demonstrated ability and willingness to actively serve on the Board of Directors.

In the event that the Board number is at the maximum specified in Section 1, above, the Board's size may be increased temporarily for the duration of any such appointments.

Appointed Board Directors shall have all the rights, including voting rights, of elected Board Directors.

Section 6: Vacancies

If a Board member wishes to resign, he/she is expected to notify the President of this in writing. A vacancy which occurs during the three-year term of an elected Board Director will be announced as open for new nominations, followed by the election of a new Director. If the remainder of the vacant term of office is six months or less, the election will be for the remainder of the current term plus an additional three-year term. A vacancy which occurs during the two-year term of an appointed Board Director may or may not be filled, as long as the number of Board members meets the minimum requirement, as stated in Section 1.

Section 7: Compensation

As volunteers, Directors shall receive no compensation for their services, but may be reimbursed for expenses, in connection with the discharge of the duties of their office. Such reimbursements shall be made by the Treasurer, President and/or Secretary per pre-approved budgets.

Section 8: Removal of a Director from the Board

A Director may be removed from the Board for cause, including inactivity, initiated by a motion and second from two Board directors. The motion may be acted upon at any meeting of the Board at which a quorum is present. A notice of intention to consider said removal, and the rationale for removal, shall be given to each Board Director, including the affected Board Director, at least fourteen (14) days in advance of the meeting. The affected Director shall be given a reasonable opportunity to present his/her case for nonremoval. A two-thirds majority vote of those Directors constituting the quorum must be achieved to affect removal.

## ARTICLE VI

### BOARD OFFICERS

Section 1: Offices

Officers of the Corporation may include: President, Secretary, Treasurer, Membership Coordinator, Communications Coordinator, and Kantuta Awards Coordinator. Other Offices may be created, by a majority vote of the Directors, as needed.

Section 2: Candidacy

Board Directors may be nominated for Officer positions by the President, a nominating committee, other members, or they may, themselves, declare their candidacy.

Section 3: Election of Officers

Secret balloting by the Board will be used to elect Officers.

Section 4: Term of office

Officers are elected by a vote of the majority of the Board to serve a fiscal year term. An officer can be elected at any time to fill a vacant office; in that case, the officer will serve out the balance of the fiscal year. They may be re-elected for subsequent terms.

ARTICLE VII

BOARD OF DIRECTORS MEETINGS

Section 1: Quorum

Fifty percent (50%) of the current Board membership shall constitute a quorum.

Section 2: Rules of Order

These Bylaws and the rules contained in Robert's Rules of Order, Newly Revised Edition, shall govern the parliamentary procedures at all meetings of the Corporation, including committees that the President may establish. The President will appoint a Board director to serve as Parliamentarian to enforce the rules of order.

Section 3: Meetings

Regular meetings of the Board, with Directors communicating in person, by teleconference or via electronic mail, shall be held at least twice a year, called by the President or upon the request of two (2) or more other members of the Board, with a minimum notice of 14 days. Emergency meetings of the Board, if approved by a majority of the Board, may be conducted with a notice of 3 days.

Section 4: Notification of meetings

Notification of meetings, accompanied by an agenda, will be transmitted either electronically or by postal mail. Items to be placed on the agenda may be solicited from Board Directors and from the general membership of the Corporation.

Section 5: Voting by the Board

A majority vote shall constitute approval of any motion for action by the Board, except as otherwise specified in these bylaws.

Section 6: Documentation

Minutes of all meetings shall be recorded and, upon approval by the Board, shall constitute the official record of the Board's actions. A summary of the proceedings, including the outcome of votes, shall be publicized to the general membership in a timely manner.

## ARTICLE VIII

### ELECTRONIC TRANSACTIONS BY THE BOARD

Section 1: In that the Board of Directors is geographically dispersed, and the organization lacks the resources to compensate the Directors for trips to a central meeting site, in place of such meetings, the Board also may use teleconferencing and electronic mail (email) to conduct its business.

Section 2: Upon the request of the President, the Board may meet via teleconference. All of the rules that apply to face-to-face Board meetings, as enumerated in Article VII, will apply to meetings that are by teleconference.

Section 3: In that most of the communication among members of the Board of Directors is handled via email, Directors shall have the option of holding virtual meetings and submitting motions and voting on motions via email. The procedure is as follows:

- a. A Director shall send an email to all Directors. The subject line of the email shall read "Motion to the Board of Directors". The first paragraph shall be the motion as the Director wishes it to read. The Director may include additional paragraphs justifying why she/he feels that the motion should be approved. The motion also will include a call for a second and the number of days for discussion and voting on the motion, not to be less than a combined 4 days.
- b. Upon receipt of the motion and a second, the Secretary will call the motion.
- c. Any member may second the motion by so notifying all members of the Board of Directors. If no second to the motion is received, the Secretary will announce that the motion is deemed to have failed.
- d. Once the motion is seconded, the Secretary will send an email to all of the members of the Board, calling the question and allowing the Board members the number of days specified in the motion to debate and to vote on the motion, both of which may be conducted by email.
- e. If at least half (50%) of the members of the Board of Directors respond within the voting period, the Secretary will determine that a quorum was obtained, and will count the ballots to determine if a majority voted in favor of the motion. In the event that a majority voted in favor of the motion, the Secretary will announce that the motion is passed and becomes effective at that time or such other time as was designated in the motion.
- f. If fewer than a quorum (50%) of the members of the Board respond within the voting period, the Secretary will not count the votes, but rather will notify the Board that a quorum was not reached and that the motion is deemed to have failed.
- g. The individual making the motion may request that the Secretary treat the motion as an emergency motion. In that event, the Secretary will call the question, giving Board members 3 days to respond. In these cases, a quorum will be made only if half (50%) of all Board members respond within the 3-day period. In the event that a majority voted in favor of the motion, the Secretary will announce that the motion

is passed and becomes effective at that time or such other time as was designated in the motion.

h. Records of individual voting of all votes will be deemed to be public information, with the exception of those pertaining to the election of Officers as specified in Article VI, section 3. The Secretary will make records available to any member upon request.

i. The President (or a designee) will serve any or all of the Secretary's roles pertaining to this Section of the Bylaws, in the temporary absence of the Secretary.

Section 4: Motions passed by email vote will be deemed to be just as valid as votes in person or by teleconference. Any issue that could be voted on at a face-to-face meeting or teleconferenced meeting shall be eligible to be voted on by email.

Section 5: When preparing the minutes of any Board meeting, the Secretary will attach a list of all of the motions which were passed by email vote since the previous meeting(s) for which minutes were prepared.

## ARTICLE IX

### OTHER POWERS AND RESPONSIBILITIES OF THE BOARD

#### Section 1: Powers

a. The Board shall be responsible for planning, coordinating, administering and evaluating the activities of the Corporation.

b. All powers of the Board shall be consistent with the provisions of the laws pertaining to 501(c)(3) nonprofit corporations, the Articles of Incorporation and these Bylaws as duly adopted or revised.

c. The Board may authorize any officer, officers, agent or agents of the Corporation to engage in contracts and deliver any instrument in the name of, and on behalf of the Corporation. Such authority may be general or confined to specific instances with authorization documented in the records of the Corporation.

#### Section 2: Fiscal authority

a. The Board shall have the power to receive and administer funds from membership dues, donations, contracts, grants and loans from private and public (including international) sources. Funds received shall be deposited to the credit of the Corporation in such secure banks, trust companies or other depositories as the Board may select.

b. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by the Board.

c. The Board shall have the power to transfer funds, to contract for services and to delegate fiscal authority to affiliated groups.



Section 3: Recordkeeping responsibilities

a. The Board shall delegate responsibility to its various Officers to keep correct and adequate records as well as minutes of any Board and committee proceedings authorized by the Bylaws, by the Board or by resolutions adopted by the general membership. In preparation for the Corporation's annual report, all Board Officers will prepare a report of their activities. Prior to the beginning of the fiscal year, the Treasurer will present an accounting of the year's expenses and a proposed budget for Board approval.

b. Records shall be available for inspection by all members of the Corporation.

Section 4: Dissolution

The Corporation, upon providing notice and opportunity for comment by the membership, may be dissolved by a two-thirds vote of the Board of Directors at a duly-called meeting. After payment of all outstanding liabilities, the remaining assets of the Corporation shall be distributed exclusively to (a) charitable corporation(s) with purposes compatible to those of Amigos de Bolivia & Peru, Inc. and which qualifies under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they hereafter may be amended.

ARTICLE X

COMMITTEES

The President, in consultation with the Board of Directors, shall appoint certain standing and special committees as may be necessary to provide for efficient management of the affairs of Amigos de Bolivia & Peru, Inc. These committees may include Board Directors and/or general members and will operate under the general supervision of the President.

Section 1: Powers

Committees shall be appointed by the President to serve through the President's term. Committees shall have no authority to act on behalf of the Corporation and will have no powers except those explicitly stated by the Board of Directors.

Section 2: Volunteer Positions

Other volunteer positions may be designated to perform specific functions useful to the Corporation.

## ARTICLE XI

### INDEMNIFICATION

The Corporation shall indemnify and hold harmless against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the Board members, officers, representatives and staff for all claims arising out of actions taken against them individually and collectively stemming from the legitimate interests of the Corporation, provided, however, that such actions were consistent with these Bylaws, were lawful, and were reasonable and prudent given the circumstances. Such indemnification may be limited by resolution of the Board of Directors.

## ARTICLE XII

### AMENDMENTS OR REPEAL OF THE BYLAWS

These Bylaws may be amended or repealed with a new set of bylaws adopted, by a two-thirds vote of current members of the Board of Directors or by a two-thirds vote of the membership of the Corporation.

### BYLAWS APPROVAL

As of November 27, 2006 the above Bylaws are certified to have been adopted by the Board of Directors of the Amigos de Bolivia & Peru, Inc. as a replacement for earlier versions dated June 3, 1989, April 13, 1991 and January 25, 2006.

President: Gloria Levin

Secretary: Stephen Paul Jacobs