

BYLAWS
OF
Education for Peace in Iraq Center (EPIC)
(A District of Columbia Nonprofit Corporation)

ARTICLE 1

NAME AND PURPOSES

Section 1—Name.

The Name of the Corporation shall be Education for Peace in Iraq Center (EPIC) (“the Corporation”). It shall be a nonprofit organization incorporated under the laws of the District of Columbia.

Section 2—Purposes.

The Corporation is organized exclusively for charitable, scientific, and educational purposes regarding Iraq.

The Corporation is organized exclusively for charitable educational purposes, including such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code (IRC), or corresponding section of any future tax code.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by section 501(h) of the IRC, and the Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office;

Notwithstanding any other provision of this document, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal taxation under section 501 (c)(3) of the IRC, or corresponding section of any future tax code; or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the IRC, or corresponding section of any future tax code;

The Corporation shall not have or issue stock or shares, and no part of the assets, income, or net earnings of the Corporation shall inure to the benefit of, or be distributed to, its officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in conformity with the purposes set forth in Article 1, Section 2 of these bylaws.

ARTICLE II

OFFICES

Section 1—Registered Office.

The Corporation shall have and continuously maintain in the District of Columbia a registered office and a registered agent, as required by D.C. Code § 29-301.09. The registered agent shall be either an individual resident of the District of Columbia whose business office is identical with such registered office, a domestic corporation, whether for profit or not for profit, or a foreign corporation, whether for profit or not for profit, authorized to transact business or conduct affairs in the District of Columbia and having an office identical with such registered office. The registered office may be, but need not be, the same place set forth in Article II, Section 2 where the Corporation conducts its activities in conformity with the purposes set forth in these bylaws.

Section 2—Principal Office.

The principal office of the corporation shall be located at 900 Second Street NE, Suite 216, Washington, DC 20002.

Section 3—Change of Address.

The designation of Washington, DC as the location of the corporation’s principal office may be changed by amendment of the Bylaws. The Board of Directors may change the principal office from one location to another within Washington, DC by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of the Bylaws.

[1st Change:] _____ Dated: _____, 20__

[2nd Change:] _____ Dated: _____, 20__

[3rd Change:] _____ Dated: _____, 20__

Section 4—Other Offices.

The corporation may also have offices at such other places, within or without Washington, DC, where it is qualified to do business, as its business and activities may require from time to time, and as the board of directors may determine.

ARTICLE III

BOARD OF DIRECTORS

Section 1—Number of Directors.

The corporation shall have a minimum of three (3) directors and a maximum of fifteen (15) directors and collectively they shall be known as the Board of Directors.

Section 2—Qualifications.

Directors shall be of the age of majority in the District of Columbia.

Section 3—Power.

Subject to the provisions of the laws of the District of Columbia and any limitations in the Articles of Incorporation and the Bylaws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the active Board of Directors.

Section 4—Inactive Status

Subject to the provisions of the laws of the District of Columbia and any limitations in the Articles of Incorporation and the Bylaws, a director shall be placed in “inactive status” when:

- A) the director has missed three (3) consecutive conference call meetings. Removal from inactive status requires a simple majority vote of the active directors; or
- B) the director requests a leave of absence and a simple majority of the active directors approves.

Section 4—Duties

It shall be the duty of the directors to:

- a) Perform any and all duties imposed on them collectively and or individually by law, by the Articles of Incorporation, or by these Bylaws;
- b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
- c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- d) Meet at such times and places as required by these Bylaws;
- e) Register their addresses with the Secretary of the Corporation and with the main Center offices, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof;
- f) Set organizational policy and long range goals;
- g) Take primary responsibility for coordination and ensuring funds for all key programs and staff, with particular attention to foundation and major donor support, and also including personal fundraising efforts;
- h) Evaluate and determine the employment status of staff;
- i) Miss no more than two (2) conference call meetings per calendar year.

Section 5—Term of Office.

Each director shall hold office for a term of two (2) years.

Section 6—Compensation.

Directors shall serve without compensation. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

Section 7—Place of Meetings.

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the Board or at such other places and by such other means as may be designated from time to time by resolution of the Board of Directors. The Board of Directors will also have a conference call meeting at least once a month at a time determined by a majority of the Board.

Section 8—Annual Meetings.

Annual meetings of directors shall be held at least once a year at a location agreed upon by the Board of Directors.

Section 9—Special Meetings.

The Chairperson of the Board can call special meetings of the Board of Directors. A special meeting can also be called by a majority of all the directors.

Section 10—Notice of Meetings.

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

- a) Regular Meetings. Notice for the Regular meeting of the directors must come at least one (1) month prior to the annual meeting, and at least 48 hours before the regularly scheduled monthly meetings.
- b) Special Meetings. The Secretary of the Corporation shall give at least one week prior notice to each director of each special meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by email, or by facsimile machine, and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.
- c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of the District of Columbia, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

Section 11—Quorum for Meetings.

A quorum shall consist of 51% of active directors. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall

entertain at such meeting is a motion to adjourn. One exception for quorum is when there is a Special Meeting by which the order of business consists of an agenda that addresses the future existence of the Corporation, due to financial difficulties.

Section 12—Majority Action as Board Action.

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum exists is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

Section 13—Conduct of the Meetings.

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board or, if no such person has been so designated or, in his or her absence, the Vice-Chair of the Board or, in his or her absence, by the Secretary of the Corporation, or, in the absence of each of these persons, by a person chosen by a majority of the directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Section 14—Resignation and Removal.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of the District of Columbia.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Removal from office requires a 2/3 majority vote of the active Directors present at the meeting.

Removal can occur for any reason determined by a simple majority of the Board. Failure to fulfill duties of a director as outlined by the Bylaws, or for other reason determined by a simple majority of the board, may constitute a director's removal from the Board.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

Section 15—Nonliability of Directors.

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 16—Indemnification by Corporation of directors and officers.

The corporation to the fullest extent permissible shall indemnify the directors and officers of the corporation under the laws of the District of Columbia.

Section 17—Insurance for corporate agents.

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE IV
OFFICERS

Section 1—Designation of Officers.

The officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer.

Section 2—Election and Term of Office.

Officers may be appointed by the Board of Directors for a one year term at any regular meeting of the Board. The Board may re-elect an officer for additional terms. In the event that the number of Directors is less than the number of offices, a director may concurrently hold two offices, except that the Chair may not hold an additional office.

Section 3—Removal and Resignation.

If an officer does not fulfill his/her duties, he/she may be removed from his/her position by the Board.

Section 4—Vacancies.

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

Section 5—Duties of Chairperson.

The Chairperson shall, subject to the control of the Board of Directors:

- Chair meetings of the Board.
- Directly oversee management of the Corporation.
- Supervise the activities of the officers and the committees set up by the Board to perform certain tasks.
- Act as a public spokesperson for the Corporation.
- Regularly update the Board about organizational developments within the Corporation or within the committees set up by the Board.

He or she shall perform all duties incidental to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments which may from time to time be authorized by the Board of Directors.

Section 6—Duties of the Vice-Chair

The Vice-Chair shall:

- Perform those tasks of the Chairperson that he or she delegates to the Vice-Chair.
- In the absence of the Chairperson, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all the duties of the Chairperson, and when so acting shall have all the powers of, and be subject to all restrictions on, the Chairperson.

The Vice-Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

Section 7—Duties of the Secretary

The Secretary shall:

- Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
- Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- Be custodian of the records as authorized by law or provisions of these Bylaws, to duly executed documents of the corporation.

- Exhibit at all reasonable times to any director of the Corporation, or to this or her agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the directors of the Corporation.
- In general, perform all duties incidental to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 8—Duties of the Treasurer

The Treasurer shall:

- Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
- Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- Keep and maintain adequate and correct accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.
- Render to the Chairperson and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
- Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- In general, perform all duties incidental to the office Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9—Other Executive Offices.

The Board of Directors can create, modify or terminate any executive office through an amendment to the Bylaws, as provided by the Amendment process.

ARTICLE V

WORKING COMMITTEES OF THE CORPORATION

Section 1—Committees.

The Board of Directors may create Committees to perform tasks that help meet the Corporation's objectives. Such Committees may remain temporary or become permanent through an amendment to the Bylaws.

ARTICLE VI

CONFLICT OF INTERESTS

No member of the EPIC Staff or Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with EPIC. Each individual shall disclose to the Education for Peace in Iraq Center any personal, organizational, or professional interests which he or she may have in any matter pending before EPIC and shall refrain from participation in any decision on such matter.

ARTICLE VII

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1—Execution of Instruments.

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation 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. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2—Checks and Notes.

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by any employees.

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 depositories as the Board of Directors may select.

Section 4—Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the nonprofit purposes of this corporation.

ARTICLE VIII

CORPORATE RECORDS, REPORTS

Section 1. Maintenance of Corporate Records.

The corporation shall keep at its principal office:

- a) Minutes of all meetings of directors, committees of the board including telephone conferences, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- c) A record of its Contributors/Supporters, if any, indicating their names and addresses;
- d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date of the corporation at all reasonable times during office hours.

Section 2. Director's Inspection Rights.

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to visit the principal site of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of the Bylaws, and provisions of law.

Section 3. Periodic Report.

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of the District of Columbia to be so prepared and delivered within the time limits set by law.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 1—Amendment.

Active directors may propose amendments to the Bylaws that must be formally submitted to the Board at least two weeks prior to amendment. The amendment can only be made if approved by at least two-thirds of the active directors.

ARTICLE X

CONSTRUCTION AND TERMS

Section 1—Construction.

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Section 2—Severability.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of the District of Columbia and used to establish the legal existence of this corporation. All references in these Bylaws to a section or sections, of the Internal Revenue Code shall be to such sections of the Internal Revenue code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

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