

BY-LAWS OF ALTERNATIVES TO VIOLENCE PROJECT, INC

Approved October 8, 2006

Revisions approved November 5, 2011

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**BY-LAWS OF ALTERNATIVES TO VIOLENCE PROJECT, INC**  
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**ARTICLE I Purpose, Principal Territory, and Governing Bodies**

**Section 1: Purpose and Principal Territory**

The Alternatives to Violence Project, Inc. (hereinafter called either AVP, Inc., or the Corporation) was established on October 4, 1979, as a Type B Corporation under the Not-For-Profit Corporation Law of the State of New York with the purposes set forth in its Certificate of Incorporation. These purposes include, but are not limited to, promoting the highest level of positive feelings and behavior for every person by providing a coordinating organization which will plan and implement programs to develop skills and attitudes of creative response to human conflict and to overcome learned patterns of violent response. It was organized to function as an agency under the care of New York Yearly Meeting of the Religious Society of Friends (hereinafter called New York Yearly Meeting). The territory in which its activities are principally to be conducted was specified in its Certificate of Incorporation as the States of New York, New Jersey and Connecticut, understood as the State of New York and adjoining areas of New Jersey and Connecticut lying within the boundaries of New York Yearly Meeting. It may, however, disseminate its principles, techniques, training, manuals and other literature for use by other groups in any other locations.

**Section 2: Governing Bodies**

Its governing bodies consist of a Board of Directors and various Area Councils.

**Section 3: Policy Against Discrimination**

The Corporation shall not discriminate in any of its policies, appointments or other activities on account of race, sex, sexual orientation, age, or religious conviction; but this provision shall not be construed to be violated by any provision of New York Yearly Meeting that persons appointed to the Corporation's Board of Directors by said Yearly Meeting shall be members of said Yearly Meeting.

**ARTICLE 11 Board of Directors**

**Section 1: Function**

The Board of Directors is responsible to New York Yearly Meeting and the State of New York for the management of the property and affairs of the Corporation, including the activities of the officers, Area Councils, and all committees in performing their functions for the Corporation. Said Board has primary jurisdiction over matters concerning administration, finances, property, investments, fund raising, taxes and reports to New York Yearly Meeting and governmental authorities, except that any separately incorporated Area Council shall have independent corporate responsibility in these matters.

The Board also has jurisdiction over the training, program, and action work of the Corporation, oversight of the work of all committees, establishment of standards of facilitator competence, and support services to the area councils. It initiates policy discussions, sets up area councils, and oversees publications.

## **Section 2: Appointment, Number, and Terms of Office**

The members of the Board of Directors shall be appointed as follows: six (6) members by New York Yearly Meeting, two each year for terms of 3 years; one (1) by each Area Council; at least four (4) at-large members, of whom at least two shall be people who are incarcerated or were formerly incarcerated, by the Board of Directors. If an Area Council does not appoint a Director, the Board may appoint someone to be on the Board as a liaison with that Area Council. Members of the Board shall serve without distinction as to method of appointment. The Board of Directors shall be approved at the annual meeting in the fall.

The only terms of office are for President and Vice President, appointed by the Board for two-year terms; and for members appointed by NYYM. The President or Co-Presidents and the Vice President or Co-Vice Presidents may not serve more than two successive two-year terms.

Each Area Council is advised to appoint one Alternate. In the event an Area Council's appointee is unable to attend a Board of Directors meeting, the Alternate shall be empowered to so serve at that meeting.

In the event that a Director becomes incapacitated and unable to conduct the responsibilities of said office, said Director may be removed and serve as an emeritus board member. The vacancy created by such removal will be filled in accordance with Article II, Section 3 of these by-laws. All ex-officers of the Corporation shall serve as emeritus Board members, if so desired.

## **Section 3: Vacancies**

Vacancies occurring during the term of office of Directors appointed by New York Yearly Meeting shall be filled by the next meeting of the Yearly or Representative Meeting. Vacancies appointed by an Area Council shall be filled by the next meeting of that Council. Vacancies of at-large members or members appointed by the Board, shall be filled at a regular meeting after at least 10 days notification of all Board members by the Nominating Committee. The terms of persons appointed to fill vacancies of President and Vice President shall expire on the expiration of the term of the person creating the vacancy.

## **Section 4: Failure to attend Board meetings**

Any Board member who fails to attend two or more consecutive Board meetings without adequate excuse may be asked to resign by those present at a regular Board Meeting.

## **Section 5: Appointment of Certain Officers, Agents, Employees and Staff**

The President, Vice-president, Secretary, Treasurer, and such other officers, agents, employees and staff as the Board of Directors shall deem necessary (other than representatives required by these Bylaws to be appointed by the Area Councils) shall be appointed by the Board of Directors and approved at the annual meeting.

The President and Vice-president shall be appointed from among the members of the Board of Directors, but no other officer of the Corporation need be.

## **Section 6: Annual Meetings**

An annual meeting of the Board of Directors and Corporation shall be held in the fall. Attendance and participation shall be open to all members of the Board and all members of each Area Council of AVP, Inc.

The business of the Annual Meeting shall include a review of goals previously set for the Project for the preceding twelve months and the setting of goals for the succeeding twelve months.

The Board of Directors shall present a report at the Annual Meeting, verified by the President and Treasurer, showing: (a) the assets and liabilities at the end of the preceding fiscal year, (b) the principal changes in such assets and liabilities during said fiscal year; (c) receipts of the Corporation (designating those restricted to particular purposes) during said fiscal year; and (d) disbursements during said fiscal year. Such report shall specify the nature of the real and personal property owned by the Corporation, where located and where and how invested, the nature of the funds and property acquired during said fiscal year, and the manner of acquisition thereof and the purposes for which the disbursements were made. Such report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the Annual Meeting.

## **Section 7: Regular meetings and Executive sessions**

Regular meetings of the Board of Directors shall be held at such times and places and on such notices as the Board of Directors may by resolution determine. Except as otherwise provided by these by-laws, any business may be transacted at such meetings. Observers are welcome at all meetings of the Board unless the President declares executive session.

Executive sessions are open to all members of the Board and no one else except by invitation of the Board. The President may declare executive session for specific agenda items by designating the business to be dealt with and stating the reason for executive session.

## **Section 8: Special Meetings**

A special meeting of the Board of Directors shall be called by the President or Secretary at the request of any two Directors. At such meetings there shall be transacted only such business as shall be stated in the notice of such meeting or as shall be connected with, or incidental to, the business stated therein; provided however, that, if at said meeting all of the Directors of the Corporation are present, any business may be transacted thereat.

## **Section 9: Action Without a Meeting**

Any action by the Board, or by a committee thereof, may be taken without a meeting if all the members consent in writing or affirmation by voice or e-mail through a polling by the secretary, to a resolution authorizing the action, in which event, the resolution and consent thereto shall be filed with the minutes.

## **Section 10: Meeting by Conference Telephone Call**

All of the members of the Board, or any committee thereof, may participate in a meeting by a conference telephone call allowing all persons participating to hear each other at the same time, provided a person is appointed to take minutes of the meeting and such minutes are filed with the records of the Board or of such committee.

### **Section 11: Quorum**

At any meeting of the Board of Directors, a quorum shall constitute the following seven members: the President or Vice President, Secretary or Treasurer, and 5 other members of the Board.

### **Section 12: Notices**

Notices of regular or special meetings of the Board of Directors shall be given to all Directors at least ten days before the meeting is held. If mailed, notices of meetings of the Board of Directors shall be directed

to each Director at his or her address as it appears on the books or records of the Corporation and shall be deemed to be given at the same time that the same shall be mailed

### **Section 13: Adjournments**

If a quorum is not present at a scheduled Board meeting, the only action the Directors who are present may conduct is to schedule another Board meeting. However, the Board members who are present may propose actions that shall become operational only upon the written approval by half the absent Board members. Such approval must be submitted to the President.

### **Section 14: Compensation**

No Director of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation for services rendered as a Director.

## **ARTICLE III Forum Days**

### **Section 1: Purpose and Composition**

The purpose of Forum Days shall be to provide a gathering at which all AVP friends, including facilitators, other workers, and contributors, shall have an opportunity to explore concerns about the organization and its work. The Board of Directors shall appoint at least three persons to a Forum Day Committee, to schedule and facilitate Forum Days. The Board of Directors shall be expected to have at least two members in attendance at all Forum Days.

### **Section 2: Meetings**

At least one Forum Day a year shall be held during, before, or immediately after the Annual Meeting. Additional Forum Days can be scheduled by the Forum Day Committee at their discretion. Any three Board members or prison coordinators may call for a Forum Day by notifying the Forum Day Committee, which shall be required to schedule the event as soon as possible.

## **ARTICLE IV Area Councils**

### **Section 1: Composition and Functions**

Area Councils are set up by the Board of Directors in, and covering, geographical areas containing enough trained facilitators and persons interested in becoming facilitators or in offering support services to activate a workable council in the opinion of the Board. The Area Councils will carry on training activities in their respective territories, will conduct community and/or prison workshops as they may determine, and train participants in Basic, Second Level and Training for Facilitators workshops.

Area Councils may arrange for local publicity and fund raising for their own expenses and may maintain separate bank accounts as approved by the Board of Directors. Such activities shall be in coordination with AVP, Inc.

Each Area Council shall appoint a representative and an alternate to attend the Board Meetings and Forum Days and report back to their Area Council.

### **Section 2: Meetings**

Area Councils shall meet regularly, at such places within their territories as they may determine.

### **Section 3: Current Area Councils**

Area Councils existing at the time of the latest amendment to these By-laws are Adirondack, Albany, Catskill, Central New York, Elmira, Genesee Valley, New York City, Mid-Hudson, Niagara Frontier, Southern Tier, and Westchester.

### **Section 4: Workshop Responsibility**

The Area Councils have complete responsibility for determining where and when all workshops within their areas shall be held. A facilitator from outside the area must have permission from a local area council to do AVP work within its area.

### **Section 5: Banking**

With the permission of the Board of Directors, area councils may set up local bank accounts within their territory in the name of their Area Council, adding after its name the words "of AVP, Inc." Money shall be withdrawn by checks requiring one or more signatures by persons designated by the Area Council. Authority to sign checks must be given also to the Corporate Treasurer of AVP, Inc., on her or his sole signature.

### **Section 6: Accounting**

Each Area Council that manages its own funds or keeps a separate bank account shall submit to the Corporate Treasurer an annual financial statement during the month of January in each year. Any Area Council desiring its financial condition to be included in the monthly statements of the Corporation may send to the Corporate Treasurer more frequent statements of its financial condition for such purposes.

## **Section 7: Assets and Liability of Dissolved or Separating Area Councils**

If an Area Council not separately incorporated is dissolved by action of the Board of Directors, or attempts to separate itself from the Corporation, all assets and liabilities shall automatically pass to the Corporation and may be taken possession of by the Corporate Treasurer or other person thereunto authorized by the Board of Directors. If such an issue arises with an Area Council separately incorporated, the Board of Directors shall take the matter under advisement.

## **ARTICLE V. Officers and Employees**

### **Section 1: Officers of the Corporation**

All officers appointed by the Board of Directors are considered to be officers of the Corporation.

### **Section 2: Terms of Office, Vacancies, Powers and Duties of Officers, Employees and Staff**

The Officers of the Corporation named in this Article V shall normally be appointed at the Annual Meeting of the Board of Directors. Presidents or Co-Presidents shall be appointed for two year terms and may be reappointed for a second term. Officers and Directors without term limits may be reappointed at each annual meeting. Such officers, as well as all other officers, agents, employees and staff members, shall, nevertheless, serve at the pleasure of the body which appointed them: and, if their powers and duties are not set forth herein, shall exercise such powers and perform such duties as shall be determined from time to time by the body which appointed them.

### **Section 3: President/Clerk**

The President shall be the chief executive officer of the Corporation and shall exercise the usual functions of the presiding officer. The President shall have authority to sign on behalf of the Corporation all contracts and other instruments under seal. S/he shall preside at all meetings of the Board of Directors.

### **Section 4: Vice President/Co-clerk**

The Vice President shall perform the duties of President in case of the absence or inability of the President or upon the President's request. S/he shall have authority to sign on behalf of the Corporation all contracts and other instruments under seal.

### **Section 5: Secretary/Recording Clerk**

The Secretary shall attend all meetings of the Board of Directors, may attend all meetings of its committees, and shall keep records of the meetings which s/he attends. S/he shall have such other powers and duties as may, from time to time, be assigned to him/her by the Board of Directors or the President.



## **Section 6: Treasurer**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories and with such right of withdrawal and access as may be designated by the Board of Directors. The funds of the Corporation shall be disbursed as ordered by the Board of Directors, and the Treasurer shall make proper vouchers for such disbursements and shall render to the President and Board, whenever they may require it, an account of all his or her transactions and of the financial condition of the Corporation.

## **Section 7: Office Administrator**

The Office Administrator shall be hired by the Board of Directors. S/he shall be accountable to the President, or his/her designee, who shall serve as the channel for communication between the Office Administrator and the Board. The Board of Directors shall determine the amount of compensation and annually review the amount thereof, which shall be reasonable compensation for services rendered in effecting one or more of the purposes of the Corporation. Duties and work time shall be determined by the Board. S/he shall attend Board meetings and be reimbursed for travel expenses at a rate determined reasonable by the Board.

S/he shall have the custody of the seal of the Corporation and shall have charge of all records and papers of the Corporation three years past, with oversight by the secretary.

## **ARTICLE VI Committees**

### **Section 1: Conveners and Clerks of Committees**

Unless otherwise provided by the appointing body or these By-Laws, the first person named in appointments to Committees shall be the Convener of that Committee and the Committee itself shall appoint its own Clerk and other officers, if any.

### **Section 2: Nominating Committee - Composition and Function**

The Nominating Committee shall consist of two Directors and two Area Council members or their alternates. The convener of the committee shall be a member of the Board of Directors appointed by the Board. The function of this Committee is to match peoples' talents and gifts to the work needing to be done. The committee will submit nominations for the Board to the appointing body with the agenda for the annual meeting, and when requested, will submit nominations for committee members, including nominations to fill vacancies when they occur. Vacancies shall be posted in the minutes so that suggestions may be made to the Nominating Committee before the annual meeting.

### **Section 3: Leadership Team**

The officers of the Board, i.e., President or Co-Presidents, Vice President or Co-Vice Presidents, Secretary, and Treasurer, comprise the Leadership Team, which is empowered to act for the Board between meetings of that Board, when necessary. Additional members of the Board may be appointed to or released from the Leadership Team at each Annual Meeting.

#### **Section 4: Financial Oversight Committee**

The Board of Directors shall appoint a Financial Oversight Committee to exercise such functions as the Board may determine. Members of the Committee need not be members of the Board of Directors.

#### **Section 5: Forum Day Committee**

The Forum Day Committee, consisting of at least 3 persons, one a member of the Board, is appointed by the Board to schedule Forum Day(s) where AVP friends shall have an opportunity to explore concerns about the organization and its work.

#### **Section 6: Other Committees**

The Board may set up, lay down, and designate the functions of such other committees as it may deem necessary to assist in carrying out its functions. The members of such committees need not be members of the appointing body.

### **ARTICLE VII Miscellaneous**

#### **Section 1: Decisions by Sense of the Meeting in Unity**

All decisions by the different bodies, committees, and task groups of the Corporation shall be made by the “sense of the meeting in unity”. If any person(s) does not agree with a decision and is still willing to trust in the corporate discernment of the body, that person(s) can stand aside, and the decision is recorded as a minute. A minute may include the number of AVPers present, if they so wish, to be recorded as not in unity with the minute. In the event a person(s) chooses to “stand in the way”, and no deadline is involved, the decision may be postponed. Before the next scheduled meeting a small group selected from those present in the body will labor with the person(s), to examine together the objection(s) to the decision. At that next meeting of the body, having incorporated the dissenters’ insights into the group’s discernment, the small group shall report its findings. The body may then resume consideration of the decision and may declare a general sense of the meeting in spite of any unresolved opposition. The intent of this process is to empower each individual while not allowing any person(s) to obstruct the work.

#### **Section 2: Office**

The principal office of the corporation shall be situated in New York State, or at such other location as the Board of Directors may hereafter designate.

#### **Section 3: Seal**

The corporate seal of the Corporation shall be the seal impressed on this page of the By-Laws opposite this section.

**Section 4: Fiscal Year**

The fiscal year shall run from January 1<sup>st</sup> through the following December 31<sup>st</sup>

**Section 5: Corporate Securities**

All corporate securities owned by the Corporation may be registered in the name of a nominee or in the name of the Corporation. If registered in the name of the Corporation, all assignments and transfers thereof shall be executed on behalf of the Corporation by the President, Vice President, Treasurer, or by any two Directors and such signature or signatures shall be conclusive evidence of authority to make such assignment, and to sell, transfer and deliver the security or securities so assigned, and may be relied on by any person accepting said assignment in good faith.

**Section 6: Checks**

All checks, drafts, notes or other obligations of the Corporation shall be signed by such person or persons as may be authorized so to do by the Board of Directors, with two signatures required for any expenditure over \$200.

**ARTICLE VIII Amendment**

These By-Laws may be altered, amended or repealed by the Board of Directors of the Corporation.

**Signatures**

\_\_\_\_\_  
Jill McLellan, Co-President

\_\_\_\_\_  
Approval date

\_\_\_\_\_  
Carolyn Polikarpus, Co-President

\_\_\_\_\_  
Approval date

\_\_\_\_\_  
Russell Bowens, Vice President

\_\_\_\_\_  
Approval date

\_\_\_\_\_  
Margaret Lechner, Treasurer

\_\_\_\_\_  
Approval date

\_\_\_\_\_  
Peter Reiss, Secretary

\_\_\_\_\_  
Approval date