

**BYLAWS
OF
VOLUNTOWN PEACE TRUST, INC.**

**ARTICLE 1
NAME AND PURPOSE**

Section 1.1. NAME. The name by which the Corporation shall be known is **VOLUNTOWN PEACE TRUST, INC.** (the “Corporation”).

Section 1.2. APPLICABLE LAW. The Corporation is a nonstock corporation and incorporated under the Connecticut Revised Nonstock Corporation Act, Section 33-1000 et. Seq. (the “Act”) and shall have all the powers of a Connecticut nonstock corporation, provided that the activities of the Corporation are consistent with Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended.

Section 1.3. MISSION. As described in the Certificate of Incorporation, the purpose and mission of the Corporation is to support efforts for peace, social and economic justice through owning and maintaining a peace community in Voluntown, Connecticut as a center for nonviolent organizing, teaching nonviolence through conflict resolution retreats and conferences, developing and sustaining a peace community that emphasizes faithful stewardship of the land, encouraging participants, including inner city youth, to disengage from a materialist culture while developing a culture based on simplicity and discipline, and to promote diversity by encouraging multi-racial representation on the Board of Directors and in the Membership.

**ARTICLE 2
MEMBERS**

Section 2.1. MEMBER CLASSES. The Corporation shall have five classes of members, four of which shall be voting member classes, and one class shall be members with no voting rights. There are three Core Program Classes: (i) the Nonviolence Education CNVA Core Program Class; (ii) the Land Stewardship Core Program Class; and (iii) the Hartford Catholic Worker Urban Youth Core Program Class. The fourth Member Class is the Community Member Class, which shall be comprised of individual members who have an interest in community-building activities consistent with the overall mission in addition to the three Core Programs. In all matters requiring a vote of the Members, other than the election of Directors as described in Section 2.2 below, each of the four classes of voting members shall carry one quarter of the voting weight of the Corporation. The fifth Member Class, which shall have no voting rights, is the Donor Member Class.

Section 2.2. MEMBER ELECTION OF DIRECTORS. The Members of the Corporation shall elect Directors in the following proportions: at least one director shall be elected from each Core Program Class, and a number of directors equal to the total number of Core Program Class Directors shall be elected from the Community Membership Class. In addition, the elected directors shall have the authority to appoint up to three additional directors at any time to provide necessary expertise to the Board of Directors. The Membership and the Board of Directors shall

strive towards electing a board that reflects the multi-racial commitment of the mission of the Corporation. The Board shall be a staggered board, divided as evenly as possible into three classes, so that at each Annual Meeting, upon the completion of the Member election, approximately one-third of the elected Directors' terms shall expire. Active members of Core Program leadership groups are not eligible to run for Board of Directors as a Community Member.

Section 2.3. BENEFITS AND RESPONSIBILITIES OF MEMBERSHIP. People interested in becoming active in the work of the Corporation are all eligible and encouraged to become Community Members with benefits and responsibilities as stated in the Corporation's *Membership Benefits and Responsibilities* document.

Section 2.4. MEETINGS OF MEMBERS.

(a) Annual Meeting. The Annual Meeting of the Corporation shall be held each year during the month of June, or at a date and time to be set by the Board of Directors. At the Annual Meeting, all Member Classes shall elect the Board of Directors for the year. In addition, the Board of Directors shall present an Annual Report to the Members at the Annual Meeting, which shall include the accomplishments of the previous year and the plans for the coming year.

(b) Membership Meetings. In addition to the Annual Meeting, the Members may conduct regular meetings at a date and time set by the Board of Directors.

(c) Special Meetings. Special Membership meetings shall be held upon the call of the Chairman or upon written request of at least three-quarters of the Member Classes.

(d.) Notice. Notice of any meeting shall be given to each Member, by mail or email, no less than ten days prior to the meeting, with the exception of the Annual Meeting, which shall require notice of at least thirty days. Any Member who is in good standing as of any membership meeting, having paid dues and met the participation requirements, shall receive notice and be eligible to vote at the meeting.

Section 2.5. QUORUM. The quorum for Membership meetings shall require that three of the four voting Member Classes must be represented by one or more representatives in order to take action at a meeting.

ARTICLE 3
BOARD OF DIRECTORS

Section 3.1. ROLES & RESPONSIBILITIES. The Board of Directors is responsible for all functions and business of the Corporation and delegates responsibility for the day-to-day operations to the staff and contracted organizations, and to appropriate committees. Each Director is encouraged to participate in and attend events and activities at the Farm, in addition to Board meetings held on site, as a critical element of his or her responsibility as a Director.

Section 3.2. COMPOSITION. The Board of Directors shall consist of between six and

eighteen Directors, as determined each year by the Board of Directors.

Section 3.3. REMOVAL AND VACANCIES. A Director shall be deemed to have resigned if he or she has three unexcused absences from Board of Directors meetings in a year. By a two-thirds vote of the Board of Directors, the Director may retain his or her seat if he or she resumes attending Board of Directors meetings on a regular basis. When there occurs a vacancy on the Board, the Board shall make a good faith effort to fill that vacancy until the next Membership Meeting.

Section 3.4. QUORUM AND VOTING. At least a majority of the Directors in office at the time of the meeting must be present to constitute a quorum eligible to vote on any issue. Once a quorum is present, any decision of the Board of Directors requires the use of a consensus decision-making process, which process will be codified in a policy to be adopted by the Board, to foster consensus building among the varied interests represented on the Board . If a consensus cannot be reached upon the conclusion of a consensus approach to any decision, decisions shall be made based on a two-thirds (2/3) majority vote of the full Board. At all meetings of the Board of Directors, each Director is entitled to cast one vote. Proxy voting by Directors is not permitted.

Section 3.5. MEETINGS. The Board of Directors shall meet at least quarterly, as decided by the Board of Directors. All meetings shall require at least one week notice.

Section 3.6. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the Chair at any time, and shall be called by the Chair upon the written request of a third of the Directors of the Board of Directors serving at any time.

Section 3.7. UNANIMOUS CONSENT. In lieu of any regular or Special meeting and vote of the Board of Directors, the unanimous written consent of all of the Board of Directors may be executed with respect to any action taken or to be taken by the Board of Directors, and said consent shall have the same force and effect as an action taken by the Board of Directors at a duly called or held meeting.

Section 3.8. PARTICIPATION IN MEETING BY TELEPHONE. A Director may participate in a meeting of the Board of Directors by means of a conference telephone or similar communication equipment enabling all Directors participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

ARTICLE 4 **OFFICERS**

Section 4.1. IDENTITY. The officers of the Corporation shall be the Chair, a Vice Chair, a Secretary and a Treasurer. Officers shall be Directors.

Section 4.2. ELECTION; TERM. Every year, at the Annual Meeting, the Directors shall elect all the officers. All the elected officers shall serve for a term of one (1) year and until their

successors are duly elected and qualified.

Section 4.3. DUTIES OF OFFICERS The duties and powers of the officers of the Corporation shall be as follows:

(a) CHAIR. The Chair shall represent the Corporation before the general public and shall perform such other duties as are properly required of him or her by the Board of Directors. The Chair shall convene and preside at all meetings of the Board of Directors. The Chair shall appoint Standing and ad hoc committees.

(b) VICE CHAIR. The Vice Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe and shall perform such other duties as may be prescribed by these Bylaws. At the request of the Chair, or in the case of his or her absence or inability to act, the Vice Chair shall perform the duties of the Chair and, when so acting, shall have the powers of and be subject to all the restrictions upon the Chair.

(c) SECRETARY. The Secretary shall oversee the keeping of the minutes of the meetings of the Board of Directors and shall give notice of all meetings. The Secretary shall have custody of all minutes and the Corporation's records, except to the extent that the Board of Directors authorizes another person to have such custody and possession. The Secretary shall manage official correspondence of the Board of Directors.

(d) TREASURER. The Treasurer shall serve as the Chair of the Finance Committee and shall oversee the keeping of the fiscal accounts. The Treasurer shall exhibit at all reasonable times his or her books and accounts to any member of the Board of Directors. The Treasurer shall ensure that a statement of the condition of the finances is presented at each regular meeting of the Board of Directors, at such other times as shall be required by the Board of Directors, and at all Membership meetings. The Treasurer shall prepare or have prepared a balance sheet and statement of income showing the financial condition of the Corporation on an annual basis as of a date not more than four months earlier than the date of the balance sheet. The financial statements shall be presented to the Board at the Annual Meeting and shall be deposited at the principal office of the Corporation and kept there for at least ten (10) years. Upon request of the Board, the Treasurer will provide these statements to an outside auditor for verification before presentment. The Treasurer or another person authorized by resolution of the Board may endorse checks, notes and other obligations on behalf of the Corporation, for collection only. The Treasurer or another person authorized by resolution of the Board shall have custody of the stock, securities or other investment instruments owned by the Corporation, and shall have the power to endorse them for transfer on behalf of the Corporation.

Section 4.5. REMOVAL AND VACANCIES. The Board may remove any officer by a two-thirds vote at any time. The Board shall fill vacancies among officers.

ARTICLE 5 COMMITTEES

Section 5.1. STANDING COMMITTEES. The Board of Directors shall establish the

following Standing Committees and appoint members to those committees. Each committee shall have a board member liaison, who may or may not serve as committee convenor, and may include non-board members to accomplish the Committee's tasks. Except in situations where the Board of Directors has specifically authorized a committee to act on behalf of VPT, Committees shall only provide recommendations for action by the board. In addition, the Board may establish an Executive Committee, a Nominating Committee, a Board Development Committee or any other Committees they determine to be advisable, and the Board shall determine the charge, authority and duration of each Committee.

Finance Committee: Oversee the development of the annual budget, ongoing payment of bills and loans, periodic financial reports to the Board and membership, annual reporting to the federal and state agencies and assess long term capital budget requirements of both the existing property and any proposed additions.

Fund Raising: (a subcommittee of the Finance Committee) Grant proposals planned by any of the three program projects must be cleared with this committee to avoid duplicate applications to the same grant sources and to maximize effectiveness of certain grants by coordinating efforts - gardening for urban youth in the summer program, for example, or a model environmental justice project that a co-op member might spearhead. The Fund Raising Committee would also maintain the list of Supporting Donors and engage in an annual appeal and/or other fund raising activities as needed.

Facilities Committee: Work with the Facilities Manager to assess and carry out ongoing maintenance and improvement projects on the Voluntown property.

Land Use and Stewardship: Until the Land Stewardship Program is in place, this committee would oversee interim stewardship of the Voluntown property, including issues arising concerning forest and pasture management, conservation of water resources, and development of sustainable energy practices such as geo-thermal, wind and solar and any other issues related to the stewardship of the land.

Communications: Maintain the website, publish information such as pamphlets, newsletters, an Annual Report and other forms of advertising or publicity.

Operations and Personnel Committee: Develop and review the Letters of Agreement between the Board of Directors and (i) each of the Core Programs, (ii) the Facilities Manager and (iii) anyone else resident on the property connected to any of the Core Programs such as a summer garden intern or an intern for CNVA program work. This committee would oversee annual reviews of everything – programs, performance of any staff, and any other accountability elements, and make recommendations to the full Board. This committee would also be the place to refer any conflicts, pursuant to an adopted Conflict Resolution Process, arising among the various groups or individuals. This committee would also be in charge of board development training, including consensus decision making and conflict resolution training rotating biannually. These training workshops would be mandatory for all VPT board members and open to all other members of the VPT and could be made available to members of the wider community possibly for a fee.

Membership Committee: Develop the individual Community Membership base for VPT. The Membership Committee would help develop events and activities to further the development of the mission of the VPT and engage in outreach, especially to the local community and fund raising events. Outreach already includes such activities as yoga, handcrafts, movie nights, art shows.

ARTICLE 6
FISCAL YEAR

The fiscal year for the Corporation shall end on December 31.

ARTICLE 7
CONFLICTS OF INTEREST

The Corporation shall adopt procedures to assure that any potential “conflicting interest transactions,” as that term is defined in Section 33-1127 of the C.G.S., or any potential “excess benefit transaction,” as that term is defined in Section 4958 of the Code, involving a disqualified person, including directors and officers of the Corporation, shall only be undertaken after the requisite disclosure and voting by directors of the Corporation as provided in Sections 33-1129 and 33-1130 of the C.G.S. and under any relevant regulations of the I.R.S. to avoid any conflict of interest or any other violation of such statutes and regulations.

ARTICLE 8
AMENDMENTS

These bylaws may be amended when necessary by a two-thirds vote of the Board of Directors and a vote of three quarters (3/4) of the Membership Classes at a Membership Meeting called for such purpose. The Board of Directors will recommend amendments and the proposed amendments must be submitted to the Secretary to be sent out with regular announcements.

These amended bylaws were approved at a meeting of the Board of Directors of the Corporation on February 4, 2012, and the Board recommended these Bylaws for approval at a Membership Meeting of the Corporation on June 16, 2012, when they were approved and became the Bylaws of the Corporation.