

Bylaws of Citizens for Global Solutions, Inc. dba Citizens for Global Solutions Action Network

Adopted November 8, 2003; Amended November 19, 2008; Amended March 17, 2012; Amended Oct 12, 2015; Amended June 13, 2016; Amended October 29, 2016; Amended October 21, 2017

Article 1: Name

1. The legal name of this 501(c)(4) Corporation is “Citizens for Global Solutions, Inc.” The corporation may also be known and legally do business as “Citizens for Global Solutions, Inc.” and the “Citizens for Global Solutions Action Network.”

Article 2: Vision & Mission

1. Vision: A peaceful, free, just and sustainable world community
2. Mission: Build political will in the United States for global cooperation and democratic international institutions that respect the rights of people and nations

Article 3: Membership

1. All persons who support the goals of the Corporation may become voting members upon payment of dues set by the Board of Directors and meeting any other criteria set by the membership or the Board, and shall receive such services as designated to further the goals of the Corporation.
2. The Board of Directors may deny membership or may dismiss a member when it finds by a two-thirds majority vote of directors in attendance at a meeting where a quorum is present that membership of the individual would be detrimental to the vision, mission and operating values of the Corporation.
3. An Annual Meeting of the Members shall be held for the transaction of business as may properly come before the Members on a date to be fixed by the Board. Special meetings may be called by the Chair, the Secretary, or the Board. Special meetings may also be convened by Members entitled to cast ten percent of the total number of votes entitled to be cast at such meeting.
4. Written or printed notice stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each Member entitled to vote at such meeting. Notice shall be communicated in person, by fax, by e-mail, or by overnight delivery.
5. Whenever notice is required to be given to any Member under any provision of law, the Certificate of Incorporation or these Bylaws, a waiver in writing signed by the Member entitled to such notice, whether before or after the time stated therein, shall be the equivalent to the giving of such notice. The presence of any Member at a meeting, in person, by conference telephone, or by proxy, without objection to the lack of notice of the meeting, shall also waive notice by such Member.

6. Members having at least five percent (5%) of the votes entitled to be cast represented in person or by proxy shall constitute a quorum at a meeting of Members for the transaction of any business. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. If a meeting cannot be organized because the quorum requirement has not met, those present may adjourn the meeting until a subsequent meeting at which quorum is present, when any business may be transacted that may have been transacted at the meeting as originally called.

7. A Member entitled to vote may vote in person or may authorize another person to act for such Member by written proxy. No proxy shall be valid after eleven (11) months from the date of its execution by delivery to the proxy holder, unless a longer period (not to exceed three years) is provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

8. Each Member shall have one (1) vote. Whenever any corporate action is to be taken by vote of the Members, it shall, except as otherwise required by law, by these bylaws, or by the Certificate of Incorporation, be authorized by a majority of the votes cast at a meeting of Members by the Members entitled to vote thereon.

Article 4: Field Units

1. Chapters

Any group of Members may form a Chapter of the Corporation, provided they fulfill requirements established by the Board of Directors.

2. Regions

Any group of two or more Chapters may organize a Region, provided they fulfill requirements established by the Board of Directors.

3. Suspension

The Board of Directors may suspend any Chapter or Region that violates the requirements established by the Board of Directors or endangers the tax status of the Corporation.

Article 5: Board of Directors

1. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The number of directors constituting the entire Board of Directors shall not be more than twenty-five (25) nor fewer than (3) voting members. The Board shall include two (2) members of the Board of Directors of the World Federalist Association if such individuals have been designated by the World Federalist Association to serve on the Board of the Corporation. The Chair of the Grassroots Leaders Council shall serve as an ex officio voting member of the Board of Directors. The Executive Director and President (if such offices are filled) shall each serve as an ex officio non-voting member of the Board during their terms.

2. The balance of the Board shall be independently elected Directors. The independently elected Directors shall be elected by the members of the Corporation either by mail or at the annual meeting of the Members, as resolved by the Board. Directors shall be elected by a plurality of the votes cast at an election.
3. All voting Directors, including the two (2) members of the Board of Directors of the World Federalist Association and the Chair of the Grassroots Leaders Council, shall serve for terms of three (3) years. Each Director shall continue in office until his/her successor is elected or qualified, or until his/her death, resignation or removal. The terms of elected Directors shall remain staggered in three approximately equal groups elected each year.
4. Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a term may be filled by the Board. If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of the majority of the Directors remaining in office. A Director elected to fill a vacancy shall be elected for the remainder of the unexpired term of his or her predecessor and shall hold office until his or her successor is elected and qualified. A vacancy that will occur at a specific later date, by reason of resignation effective at a later date or otherwise, may be filled before the vacancy occurs but the new Director shall not take office until the vacancy occurs.
5. The Board shall meet in person at least once each year and at times and locations as decided by the Board. If it can be arranged, Board members who are unable to attend in person may participate by means of conference call or any other means of communication by which all persons participating in the meeting are able to hear one another. A majority of the number of Directors shall constitute a quorum for the transaction of business. Action by resolution of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these Bylaws. Proxy voting shall not be permitted. The Board may act without a meeting by unanimous written consent of all the directors. The Board may also meet by teleconference. Such meetings may be called at any time by the Board Chair, or by written request of six (6) or more members of the Board. Most meetings of the Board will be held jointly with the Board of World Federalist Association. This Board must also meet independently at least once per year. In any meeting held jointly with the World Federalist Association Board, the Corporation shall maintain separate minutes, shall take separate votes, and shall maintain separate records of all votes. No political or electoral activities shall be discussed at a joint Board meeting.
6. Notice of a meeting in person shall be given no fewer than thirty (30) days prior to the meeting and notice of a meeting by teleconference shall be given no fewer than three (3) days prior to the meeting. Notice may be given by telephone, fax, e-mail, or first class mail. Whenever any notice of a meeting is required to be given to any Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. The waiver must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records. A Director's presence at a meeting, in person or by teleconference, waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting, or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.
7. Any Director may be removed for misconduct, failure or inability to fulfill the duties of the office by a resolution approved by two-thirds of the full Board.

Article 6: Officers

1. There shall be four (4) Officers consisting of a Chair, Vice Chair, Secretary, and Treasurer. Each Officer shall be elected by the Board of Directors Annual Meeting and shall serve for a term of one (1) year. The terms of office shall expire at the next succeeding Annual Meeting and until an officer's successor has been elected and qualified. Elected Officers shall have the option of continuing to serve for more than one (1) term, provided they are members of the Board. The appointment of an officer does not itself create any contract right.
2. The Board Chair shall convene and preside at Board meetings. In consultation with the Board Chair of the World Federalist Association, the Board Chair shall be authorized to make emergency financial or program decisions as necessary to ensure continuity of operations, consistent with these Bylaws and any prior limitations set by the Board; the Board Chair shall immediately inform the Board of the details requiring such authorizations.
3. In the absence of the Board Chair, the Vice Chair shall have all powers, duties and responsibilities of the Board Chair and may also perform such duties as directed by the Chair and the Board of Directors.
4. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking and distribution of the minutes of all Board meetings.
5. The Treasurer shall assist in the preparation of the budget, help develop fundraising plans, and ensure financial information is made available to Board members and the public.
6. The Board may appoint a President with such responsibilities approved by the Board. The President will be an ex-officio, non-voting member of the Board. If no person is named as President by the Board, the Board Chair shall serve as President.
7. Any of the elected Officers of the Board may be removed for misconduct, failure or inability to fulfill the duties of the office by a resolution approved by a majority of the Board.

Article 7: Committees

1. The **Executive Committee** of the Corporation consists of the Chair, Treasurer and a third Board member selected by the Board. The Executive Committee is responsible for controlling the deliberative processes and agendas for the Board and its Committees, and shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors when prompt action is necessary and action by the full Board is impracticable. The power of the Executive Committee is subject to the direction and control of the full Board. The Executive Committee shall inform the Board of its actions immediately and present them to the Board for ratification at the next Board meeting. If the Board fails to ratify Executive Committee action, such action shall be null and void.
2. The **CGS Administrative Committee** consists of the Executive Committee of the Corporation with the Executive Committee of the World Federalist Association. The CGS Administrative Committee is responsible for controlling the deliberative processes and agendas for the joint Boards and their joint Committees. The Committee will have a Chair and Vice Chair, one from each of the Boards, as agreed by both Boards.

3. The **Finance Committee** is responsible for working with staff to develop and document the organization's budget for approval by the Board of Directors. The Committee will oversee and approve fiscal control and expenditure authorization procedures. The Committee will monitor compliance with budget, report regularly to the Board, and refer major changes in the budget to the Boards or the Executive Committee for approval. The Committee will monitor compliance with IRS regulations governing allowable use of tax-exempt funds and report findings to the Board. The Finance Committee shall consist of the Treasurer of the Corporation and at least two directors of the World Federalist Association. The Finance Committee will elect its Chair from among the voting members of the committee.

The fiscal year of the Corporation will end each year on September 30th. Annual reports are required to be submitted to the Board showing income, expenditures, assets, and liabilities. The Committee will arrange and oversee the performance of an independent audit by a certified professional accountant, and filing of required tax returns.

4. The **Leadership Committee** shall be elected each year by the Board of Directors from among its members. The Leadership Committee shall be responsible for creating slates of nominees for Board and the Grassroots Leaders Council if required, as well as Board training and leadership development. The Leadership Committee will also assess the effectiveness of the Board's operation. The Leadership Committee will operate jointly with the corresponding committee of the World Federalist Association and there should be an equal number of members from each corporation. The Committee will have a Chair and Vice Chair, one from each of the Boards, and agreed by both Boards.

The Leadership Committee shall solicit from Chapter Chairs and other members the names of potential nominees for election to the Board of Directors and/or the Grassroots Leaders Council. The Leadership Committee shall each year prepare a report with candidates for all open positions for Directors as specified by the Board. The Leadership Committee's report shall be completed and distributed to all Chapters and those members who have requested a copy and placed on the organization's website no fewer than 30 days prior to the elections. This slate of nominees shall be designated as "Recommended by the Board." Individuals may add to the proposed ballot the name(s) of other candidates by submitting a petition with the signatures of 100 members or 1% of the total membership, whichever is fewer. Petitions with signatures must be submitted to the Leadership Committee no fewer than 15 days prior to the elections. Ballots shall be sent to members by mail or otherwise and the Directors will be elected by a plurality of the votes cast.

5. The **Development Committee** is commissioned by and responsible to the Board of Directors. A majority of members of the Development Committee must be selected from among the Directors. The Committee will be responsible for strengthening and increasing the organization's capacity to generate contributed revenue resulting in financial stability and growth. The Development Committee provides leadership and oversight. The Development Committee of this Corporation will meet together with the Development Committee of the World Federalist Association when fund raising for joint programs; therefore there should be an equal number of members representing each Corporation. Committee business will generally be conducted by consensus and with collegiality

6. The **Program Committee** will be a Joint Committee with the World Federalist Association. Working with the staff, the Program Committee will provide leadership and oversight of planned strategies for educational efforts and lobbying campaigns, along with goals and metrics that can be used to assess the effectiveness of the programs. This committee will also work in concert with the World

Federalist Institute and Grassroots Leadership Council to recommend, support, and assess advocacy, membership participation, and efficacy of educational efforts and grassroots lobbying campaigns. The membership of the Program Committee must have a majority of Board members and equal number of representatives from each corporation. The Committee will have a Chair and Vice Chair, one from each of the Boards, and agreed by both Boards.

7. The business of all committees will generally be conducted by consensus and with collegiality. If committees of Citizens for Global Solutions Action Network and World Federalist Association are joint committees or meet together, each Board's committee will vote independently. In any committee meeting, each corporation shall maintain separate minutes, shall take separate votes, and shall maintain separate records of all votes. No political or electoral activities shall be discussed at any joint committee meeting.

8. The Board of Directors may establish additional *ad hoc* or standing committees by resolution and delegate to such committees the responsibilities to discuss, organize and recommend actions to the Board. The Board of Directors may decide to limit membership of an ad hoc Committee to Board Members, or may permit other individuals to serve on the Committee either as voting or non-voting members, except that only Board members may sit on the Executive Committee or Leadership Committee. No committee shall have the power to amend or repeal any resolution previously adopted by the Board, approve a dissolution or merger, or the sale of all or substantially all of the Corporation's assets; appoint or remove directors or officers; authorize distributions; make, alter or repeal the Certificate of Incorporation or these bylaws; approve or submit to the Members actions that by law must be approved by the Members, and as otherwise restricted by law

9. The Chair will be ex-officio member of all committees.

Article 8: Grassroots Leaders Council ("Council")

Chapters may be formed pursuant to Article 4.1 of these Bylaws. Each year Chapter Chairs (or their designees) shall be invited to meet, share best practices, and elect a nine (9) person Grassroots Leaders Council nominated by the Leadership Committee or by other means determined by the Council. The Chair of the Grassroots Leaders Council shall serve as an ex officio voting member of the Board of Directors.

Article 9 Executive Director

The Board is responsible for the employment of an Executive Director, who shall in turn be responsible for the execution of Board policy, the day to day operations of organization, and the organization's long-term strategies and strategic partnerships. The same individual shall serve as the Executive Director of the Corporation and of the World Federalist Association and shall report directly to both Boards.

Article 10: Amendments

Amendments to these Bylaws may be made only by the affirmative vote of two-thirds of the Board of Directors, except that no amendments that would limit or remove the rights of the members or amend the articles of incorporation, change the purpose of the corporation, or dissolve the corporation shall be effective unless also approved by a majority of the members.