Bylaws of World Federalist Association dba Citizens for Global Solutions Education Fund

Adopted November 8, 2003; Amended November 19, 2008; Amended March 17, 2012; Amended October 12, 2015; Amended October 29, 2016; Amended February 20, 2019; Amended May 16, 2019; Amended Nov 2, 2019; Amended June 8, 2024

Article 1: Name

1. The legal name of this 501(c)(3) non-profit corporation is the "The World Federalist Association." The corporation may also be known and legally do business as the "Citizens for Global Solutions Education Fund."

Article 2: Membership

1. All persons who support the goals of the Corporation may become members upon payment of dues set by the Board of Directors and meeting any other criteria set by the Board, and shall receive such services as designated to further the goals of the Corporation. Members shall not have voting rights.

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.

Article 3: 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 4: 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 three (3) voting members. The Board shall include two (2) members of the Board of Directors of Citizens for Global Solutions, Inc. if such individuals have been designated by Citizens for Global Solutions, Inc. to serve on the Board of the Corporation. The Chair of the World Federalist Institute 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 at the annual meeting of the Board of Directors by an affirmative vote of a majority of the Directors then in office.

3. The independently elected Directors shall serve for terms of three (3) years. Each Director shall continue in office until his or her successor is elected or qualified, or until his or her death, resignation or removal. The terms of elected Directors shall remain staggered in approximately three equal groups elected each year. The two (2) members of the board of directors designated by Citizens for Global Solutions, Inc. shall serve until replaced by that body and the Chair of the World Federalist Institute shall serve as long as they remain Chair.

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. Ideally, 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 virtually using a 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 or email consent of all the Directors. The Board may also meet virtually using a means of communication by which all persons participating in the meeting are able to hear one another. 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 Citizens for Global Solutions, Inc. This Board must also meet independently at least once per year. In any meeting held jointly with the Citizens for Global Solutions, Inc 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 30 days prior to the meeting and notice of a virtual meeting shall be given no fewer than three (3) days prior to the meeting. Notice is given by e-mail.

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 5: Officers

1. There shall be four (4) Officers consisting of a Chair, Vice Chair, Secretary, and Treasurer. The Chair, Vice Chair, Secretary and Treasurer shall be elected by the Board of Directors, 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. Officers shall have the option of serving for more than one (1) term, provided they remain members of the Board. The appointment of an officer does not itself create any contract right. Unless the Board of Directors elects another individual to the position, the Board Chair, Vice Chair, Secretary and Treasurer shall serve as the Corporation's President, Vice President, Secretary and Treasurer respectively.

2. The Board Chair shall convene and preside at Board meetings. In consultation with the Board Chair of Citizens for Global Solutions, Inc., 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 full Board.

Article 6: 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 impractical. 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 Citizens for Global Solutions, Inc. 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 charitable funds and report findings to the Board. The Finance Committee shall consist of the Treasurer of Citizens for Global Solutions, Inc. and at least two directors of the Corporation. 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 **Governance Committee** shall be elected each year by the Board of Directors from among its members. The Governance Committee shall be responsible for creating slates of nominees for Board elections, as well as Board training and leadership development. The Governance Committee will also assess the effectiveness of the Board's operation and review the organization's by-laws periodically. The Governance Committee will operate jointly with the corresponding committee of the Citizens for Global Solutions, Inc. 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.

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 Citizens for Global Solutions, Inc. when fund raising for joint programs; therefore it should consist of an equal number of members representing each Corporation.

6. The **Strategy Committee** will be a Joint Committee with Citizens for Global Solutions, Inc. The Strategy Committee will provide leadership and oversight in the development of strategic plans and strategies to the Boards of both organizations. The committee is responsible to annually review, assess, and report the overall implementation of CGS's approved strategic plan to both Boards; and propose updates to CGS's strategic plan to the Boards whenever appropriate. Members of the Strategy Committee will be appointed by the Chairs of both Boards. The Chair of the Strategy Committee is elected by the committee members.

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 Governance 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 7: World Federalist Institute

The World Federalist Institute, a program supported and carried out by the Corporation, shall support the efforts of the Corporation to develop and promote a greater understanding of and interest in the values, concepts and principles of world federation and its components, among them democratic international institutions, the rule of law, and abolishing war. The World Federalist Institute (WFI) shall comply with policies set forth by the Board of Directors. It shall be open to by members of World Federalist Association meeting the requirements set forth by the Board. The WFI chair is elected by those members of WFI who have actively participated in discussions during the previous year. The Chair of World Federalist Institute shall serve as an ex-officio voting member of the Board of Directors for the duration of their term as Chair.

Article 8: Executive Director

The Board is responsible for the employment of the Executive Director who shall in turn be responsible for the execution of Board policy and the day-to-day operations of the organization, the medium term (i.e., fiscal year) operations and the organization's long-term strategies and strategic partnerships. The Executive Director shall report directly to the Board.

Article 9: Amendments

Amendments to these Bylaws, the dissolution of the Corporation, or any other action requiring amendment to the Articles of Incorporation may be made by the affirmative vote of two-thirds of the full Board of Directors.

Article 10: Dissolution

In the event of dissolution of the Association, all its assets shall be distributed to another organization designated by the Board of Directors that it finds has similar goals and purposes, and which is exempt under section 501(c)(3) of the Internal Revenue Code.