



"Fostering a culture of peace among ethnic and religious groups"

BYLAWS

of the
International Center for Ethno-Religious Mediation

PREAMBLE

These Bylaws of the International Center for Ethno-Religious Mediation (the "Agreement") are made and effective from Saturday, April 20, 2013.

ARTICLE I ORGANIZATION

Section 1. Name.

The name of this organization shall be the International Center for Ethno-Religious Mediation (hereinafter referred to as the Organization).

Section 2. Abbreviation.

The International Center for Ethno-Religious Mediation shall also be known by its acronym ICERM.

Section 3. Seal.

The Organization shall have a seal which shall be in the following form: [To be determined by the Board of Directors].

Section 4. Modifications.

The Organization may at its pleasure by a vote of the Board of Directors change its name, acronym, and seal.

ARTICLE II MISSION AND PURPOSES

Section 1. IRC Section 501(c)(3) Purposes.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Mission.

The mission of the International Center for Ethno-Religious Mediation is to develop alternative methods of preventing, resolving, and educating people about inter-ethnic and inter-religious conflicts in countries around the world. Working with the State of New York residents and diaspora associations, national governments, judiciary, schools, community

leaders, religious groups, peace advocates, media, local, regional and international organizations, etc., the Organization fosters the culture of peace among ethnic and religious groups through research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects.

Section 3. Specific Purposes.

The International Center for Ethno-Religious Mediation identifies ethnic and religious conflict prevention and resolution needs, and brings together a wealth of resources and mediation programs and services for community leaders, religious leaders, ethnic group representatives, political parties, public officers, lawyers, security officers, physicians, health-care workers, activists, artists, business leaders, women associations, students, teachers, etc., and their various communities and countries to support sustainable peace in countries around the world. ICERM adopts as its mandate the following:

1. To conduct technical, multidisciplinary and result-oriented research on ethno-religious conflicts in countries around the world;
2. To develop alternative methods of resolving inter-ethnic and inter-religious conflicts through research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects;
3. To nurture and promote a dynamic synergy within and among diaspora associations and organizations in New York State and in the United States in general, for a proactive ethno-religious conflict resolution in countries around the world;
4. To organize peace education programs for Youth & students in order to strengthen peaceful co-existence amidst cultural, ethnic and religious differences;
5. To create forums for communication, dialogue, inter-ethnic and inter-religious exchanges through the use of modern technology, social media, conferences, seminars, workshops, lectures, arts, publications, sports, etc.;

6. To organize ethno-religious mediation training programs for community leaders, religious leaders, ethnic group representatives, political parties, public officers, lawyers, security officers, physicians, health-care workers, activists, artists, business leaders, women associations, students, teachers, etc.;
7. To promote and provide inter-community, inter-ethnic, and inter-religious mediation services in countries around the world, through unbiased, culturally sensitive, confidential, regionally costed and expeditious processes;
8. To act as a resource center for mediation practitioners, scholars and policy makers in the area of inter-ethnic, inter-religious, and inter-cultural conflict resolution;
9. To co-ordinate the activities of and assist existing institutions concerned with ethno-religious conflict resolution in countries around the world;
10. To provide professional consultation services, such as research, conflict assessment, projections, and mitigation through mediation to formal and informal leadership, local, regional and international organizations, as well as other interested agencies, in the area of inter-ethnic, inter-religious, inter-community and inter-cultural conflict resolution.

Section 4. Core Values.

The core values of the Organization are:

1. *Independence.* The International Center for Ethno-Religious Mediation is an independent not-for-profit corporation, and is not dependent upon any government, commercial, political, ethnic or religious groups, or any other body. ICERM is not influenced or controlled by others. ICERM is not subject to any authority or jurisdiction, except to its clients, its members and the public to whom it is accountable as a not-for-profit corporation.
2. *Impartiality.* The International Center for Ethno-Religious Mediation is founded on and committed to impartiality, regardless of

who our clients are. In the execution of its professional services, ICERM's conduct is at all times free from discrimination, favoritism, self-interest, bias, or prejudice. In compliance with established international standards, ICERM's services are performed in ways that are fair, just, equitable, impartial, unprejudiced, and objective to all parties.

3. *Confidentiality.* By virtue of its mission in preventing and resolving ethno-religious conflicts, the International Center for Ethno-Religious Mediation is bound to keep confidential all information, arising out of, or in connection with, the execution of professional services, including the fact that a mediation is to take place or has taken place, unless compelled by law. Any information disclosed in confidence to ICERM mediators by one of the parties shall not be disclosed to the other parties without permission or unless compelled by law.
4. *Non-discrimination.* On no occasion or under no circumstance will the International Center for Ethno-Religious Mediation withhold its services, or programs for reasons related to race, color, nationality, ethnicity, religion, language, sexual orientation, opinion, political affiliation, wealth or social status of the parties.
5. *Integrity & Trust.* The International Center for Ethno-Religious Mediation is strongly committed to earning the trust and building the confidence of its clients and beneficiaries of its programs and services, as well as in society as a whole, by diligently and professionally carrying out its mission with responsibility and excellence.

ICERM officers, staff and members will at all times:

- a. demonstrate consistency, good character and decency in daily activities and behaviors;
- b. act with honesty and trustworthiness without consideration of personal gain;
- c. behave impartially and remain neutral to all forms of ethnic, religious, political, cultural, social or individual influences during the process of decision-making;

- d. uphold and promote the Organization's mission above that of personal interest and convenience.
 - c. being creative & resourceful in providing conflict prevention, resolution and mediation services;
 - d. being responsive & efficient, competent, dependable, responsible time-frame sensitive and result-oriented;
 - e. showing exceptional interpersonal, multicultural and diplomatic skills.
6. *Respect for Diversity.* Respect for diversity is at the heart of the mission of the International Center for Ethno-Religious Mediation and guides the development and implementation of the Organization's programs and services. In support of this guidance, ICERM officers, staff and members:
- a. identify, study, and help the public understand diverse values embedded in religions and ethnicities;
 - b. work effectively with people from all backgrounds;
 - c. are polite, respectful and patient, treating everyone fairly and in a non-discriminatory manner;
 - d. listen attentively and make every effort to fully understand the diverse needs and positions of clients, beneficiaries, students, and members;
 - e. examine own biases and behaviors to avoid stereotypical assumptions and responses;
 - f. demonstrate respect for and understanding of diverse points of view by: encouraging dialogue among and between differing constituencies; and challenging common current and historical prejudices, discrimination, and social exclusion;
 - g. give positive and practical support to the vulnerable and victims.
7. *Professionalism.* The International Center for Ethno-Religious Mediation shall exhibit the highest degree of professionalism in the provision of all services by:
- a. demonstrating commitment to ICERM's mission, programs and services at all times;
 - b. demonstrating high level of expertise and professional competence in the subject matter and implementation of ethno-religious mediation;
- Section 5. Nature and Power of the Organization.**
1. The Organization shall have all powers now or hereafter granted by law, and all powers lawfully necessary or required to carry out its mission, vision and purposes, either alone or in cooperation with others, subject to such limitations and conditions as are or may be prescribed by law, or in the organization's Articles of Incorporation or Bylaws.
 2. All of the purposes and powers of the Organization shall be exercised exclusively for charitable, scientific, and educational purposes in such manner that the Organization shall qualify as an exempt organization under Section 501(c)(3) of the Code, or any successor provision, and that contributions to the Organization shall be deductible under Section 170(c)(2) of the Code or any successor provision.
 3. No substantial part of the activities of the Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise permitted to an organization described in Section 501(c)(3) of the Code or any successor provision.
 4. The Organization shall not participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.
 5. Notwithstanding any other provisions of these Articles, the Organization shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal and state income taxes under Section 501(c)(3) of the Code or any successor provision or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or any successor provision.

6. No part of the net earnings of the Organization shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the organization is authorized or empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.
7. Upon the winding up and dissolution of the Organization, the assets of the Organization remaining after payment of or provision for payment of all debts and liabilities of the Organization shall be distributed to an organization or organizations, as determined by the Board of Directors, that are recognized as exempt under Section 501(c)(3) of the Code or any successor provision, and used exclusively to accomplish the purposes for which this Organization is founded.

2. Corporate Membership; and
3. Individual Membership.

Section 2. Executive Membership.

There shall be several classes of Executive Membership: Senior, Corporate, Academic, and Junior.

1. *Senior.* Senior Executive Membership may be granted by the Board of Directors, upon request of a qualified candidate. It shall be open to past government and non-government leaders as well as other highly profiled candidates who, during their work, were confronted by ethnic and religious conflicts, and, through their exemplary and outstanding formal/informal leadership, proactive and coordinated peace efforts were made to resolve these conflicts through mediation. Senior Executive Members include, but not limited to, Nobel Peace Laureates, Past Presidents, Vice Presidents, First Ladies, Senators, Congressmen, Ministers, Governors, Diplomats, Envoys, Religious Leaders, Ethnic Leaders, etc. Senior Executive Members shall have the right to participate fully in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.

ARTICLE III OFFICES

Section 1. Headquarters.

The headquarters of the Organization shall be fixed and located at such place as the Board of Directors shall determine. The Board of Directors is delegated full power and authority to change the headquarters from one location to another.

Section 2. Other Offices.

The Organization may have such other office or offices at such suitable place or places as may be designated from time to time by the Board of Directors. Such offices may include, but not limited to, regional and national offices.

2. *Corporate.* Corporate Executive Membership shall be open to present and past leaders of mediation, negotiation, facilitation, conflict resolution, nonviolent communication, interfaith dialogue or cooperation, ethnic studies or understanding, and related peace initiatives, whose primary functions are consistent with the mission, vision and purposes of the Organization. This membership is also available to distinguished leaders (present and past) of large corporations, civic organizations, think tanks, societies, businesses, and community groups, who have demonstrated interest in the mission of the Organization, and who, during their work, were confronted by ethnic and religious conflicts, and, through their exemplary and outstanding leadership, proactive and coordinated peace efforts were made to resolve these conflicts through mediation. Corporate Executive Members shall have the right to participate fully in the Organization's meetings and activities,

ARTICLE IV MEMBERSHIP

Section 1. Categories of Membership.

Membership in this organization shall be open to all those who care about, have an interest in, or wish to make contributions to help the Organization foster a culture of peace among ethnic and religious groups in countries around the world. The Board of Directors is delegated the power and authority to determine the different categories and classes of membership as well as their corresponding minimum requirements. The initial membership will be categorized as follows:

1. Executive Membership;

including the right to vote on some issues, as long as they remain active members.

3. *Academic.* Academic Executive Membership is open to all renowned academics, researchers, scholars, analysts, and journalists, whose backgrounds, expertise, publications, activities, and interests are consistent with or relevant to the mission, vision and purposes of the Organization. Academic Executive Members shall have the right to participate fully in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.
4. *Junior.* Junior Executive Membership is available for responsible, creative, devoted and peace-driven young people who are currently holding key leadership positions in international, regional or national youth organizations or associations; and whose functions are consistent with or relevant to the mission, vision and purposes of the Organization. Junior Executive Members shall be between twenty-one (21) years and forty (40) years of age. Junior Executive Members shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.

Section 3. Corporate Membership.

Corporate Membership shall be open to both for-profit and not-for-profit corporations, companies, organizations, institutes, institutions, associations, groups, clubs, centers, think tanks, etc., who care about, have an interest in, would like to partner with or wish to support ICERM develop alternative methods of resolving inter-ethnic and inter-religious conflicts in countries around the world, as well as help the Organization foster the culture of peace among ethnic and religious groups through research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects. It shall also be available to those corporations or companies, who, because they believe that the use of mediation in preventing and resolving ethnic and religious conflicts in countries around the world is the key to creating sustainable peace, would like to make generous contributions to the Organization. There shall be several classes of Corporate Membership: Regular, Affiliate, Philanthropy, and Honorary.

1. *Regular.* Regular Corporate Membership represents the most authoritative experts in the field of ethnic and religious conflict analysis and resolution. Regular Corporate Membership shall be open to corporations, organizations, institutes, think tanks, centers or associations whose primary functions are consistent with or relevant to the mission, vision and purposes of the Organization. This Membership allows each Regular Corporate Member to nominate up to three (3) delegates. Authorized delegates from each Regular Corporate Member shall have the right to participate fully in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain authorized. Regular Corporate Members are allowed to periodically review or change delegates when deemed necessary and appropriate. Each Regular Corporate Member shall have the right to designate one voting representative. The Board of Directors has the discretionary power to allow larger Regular Corporate Members to designate two or three voting Representatives, depending on organizational size and budget.
2. *Affiliate.* Affiliate Corporate Membership shall be available to corporations, businesses, organizations, institutes, think tanks, centers, associations, governmental and inter-governmental bodies, whose primary functions may not be consistent with or relevant to the mission, vision and purposes of the Organization, but who are looking for an opportunity to help ICERM:
 - a. foster the culture of peace among ethnic and religious groups;
 - b. prevent and resolve ethnic and religious conflicts in countries around the world;
 - c. create sustainable peace; and
 - d. save lives.Representatives from each Affiliate Corporate Member shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain authorized.
3. *Philanthropy.* Philanthropy Corporate

Membership represents a broad network of foundations, for-profit and not-for-profit corporations, banks, trust companies, and other philanthropic entities and programs that want to support the mission, vision and purposes of the Organization by making generous contributions for the realization of any of these programs: research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects. Representatives from each Philanthropy Corporate Member shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain authorized.

4. *Honorary.* Honorary Corporate Membership may be conferred by resolutions of the International Center for Ethno-Religious Mediation to any organizations, whether or not members of ICERM, which, in the opinion of the Board of Directors, have contributed significantly to foster the culture of peace among ethnic and religious groups in countries around the world. Such organizations may remain as Honorary Organization Members until such time as the Board of Directors retracts the designation. Representatives from each Honorary Corporate Member shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain authorized.

Section 4. Individual Membership.

Individual membership at the International Center for Ethno-Religious Mediation shall be open to any individual person who cares about, has an interest in, or wishes to support ICERM develop alternative methods of resolving inter-ethnic and inter-religious conflicts in countries around the world, as well as help the Organization foster the culture of peace among ethnic and religious groups through research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects. It shall also be available for those outstanding individual philanthropists, who, because they believe that the use of mediation in preventing and resolving ethnic and religious conflicts in countries around the world is the key to creating sustainable peace, would like to make generous contributions to the Organization. There shall be several classes of Individual membership: Fellow, Associate, Affiliate, Philanthropy, Honorary, and Student.

1. *Fellow.* ICERM Fellow Membership Award is established by the Board of Directors to recognize and honor leading, outstanding, innovative, and creative men and women of peace for their extraordinary accomplishments in ethnic and religious conflict resolution, and for their significant contributions to the promotion of peace among ethnic and religious groups through research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects. ICERM Fellow Membership Award shall be conferred by the Board of Directors upon distinguished men and women of peace with excellent records of accomplishments in areas consistent with or relevant to the mission, vision and purposes of the Organization. The Board of Directors shall determine and set the criteria for nomination and election for ICERM Fellow Membership Award. ICERM Fellow nominations shall be open to the public and reflect a diverse range of areas in the field of ethnic and religious conflict resolution. Final selection shall be made by ICERM Fellow Membership Award Committee which includes experts from diverse field of study. ICERM Fellows shall have the right to participate fully in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.
2. *Associate.* Associate Individual Membership shall be open to individuals whose interests, activities and backgrounds are consistent with or relevant to the mission, vision and purposes of the Organization. Associate membership includes, but not limited to, those who are actively engaged in peace work or activities. Associate Members shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.
3. *Affiliate.* Affiliate Individual Membership shall be available for individuals whose backgrounds and activities may not be consistent with or relevant to the mission, vision and purposes of the Organization, but who are looking for an opportunity to help ICERM:
 - a. foster the culture of peace among ethnic and religious groups;
 - b. prevent and resolve ethnic and

religious conflicts in countries around the world;

- c. create sustainable peace; and
- d. save lives.

Affiliate Individual Members shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.

4. *Philanthropy.* This class of Individual Membership represents a broad network of individual philanthropists or donors who want to support the mission, vision and purposes of the Organization by making generous contributions for the realization of any of these programs: research, education and training, expert consultation, dialogue and mediation, and rapidly implementable projects. Individual philanthropists shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.
5. *Honorary.* Honorary Individual Membership may be conferred by resolutions of the International Center for Ethno-Religious Mediation upon any individuals, whether or not members of ICERM, who, in the opinion of the Board of Directors, have contributed significantly to foster the culture of peace among ethnic and religious groups in countries around the world. Such individuals may remain as Honorary Individual Members until such time as the Board of Directors retracts the designation. Honorary Individual Members shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.
6. *Student.* Student Membership shall be open to recent graduates, graduate students, undergraduates, and high or secondary school students whose interests, areas of study and anticipated professional careers are within the field of conflict analysis and resolution, conflict transformation, conflict prevention, mediation, peace studies, ethnic studies, theology and religious studies, international relations, international law, economics, public policy, communication, political or social sciences, or related field or related area. Student Membership also includes those students

who are actively engaged in peace work or activities in their various schools and communities. Student Members shall have the right to participate in the Organization's meetings and activities, including the right to vote on some issues, as long as they remain active members.

Section 5. Equal Participation.

1. Every effort will be made to ensure that ICERM members represent both genders, and a wide-range of ethnicities and faiths.
2. Any corporations, organizations, or NGOs that have been identified to exclude certain faiths, races, or ethnicities from THEIR own membership, or known to be based solely on one political identity will be ineligible for ICERM membership. However, such corporations, organizations, or NGOs may petition the Board of Directors if they wish to plead their cause.

Section 6. Eligibility.

Procedures for determining eligibility and approving members shall be set by the Board of Directors or a committee that the Board of Directors may set up for that purpose.

Section 7. Membership Classes and Definitions.

The Board of Directors may establish additional classes of Executive Membership, Corporate Membership and Individual Membership as it so chooses, and may discontinue any membership class it previously established. The Board of Directors reserves the right to interpret and further define requirements for any membership class, including those established in the Bylaws.

Section 8. Membership Committee.

The Board of Directors may establish a Membership Committee in order to recommend and administer policy and establish requirements and dues for membership classes.

Section 9. Dues of Membership.

Membership dues for each category and class of membership, and rules concerning the payment of dues, shall be set by the Board of Directors or a membership committee given such authorization. The membership fees may

be varied for region (for example, Africa, Europe, North and South America, etc.), economic status (for example, student, professor, etc.), or other such distinction that the Board of Directors or membership committee deems proper. The annual dues for an Executive, a Corporation, or an Individual may be deferred or waived in whole or in part by the Board of Directors, upon request of the President.

Section 10. Termination of Membership.

1. *Resignation.* Membership of, or affiliation with ICERM, may be terminated at any time by resignation in writing.
2. *Removal of member for cause.* Suspension or removal of an Executive, Corporate or Individual Member shall occur by action of the Board of Directors for cause based upon actions inimical to the core values or purposes of the Organization, or due to failure to comply in a satisfactory manner with the Articles of Incorporation and Bylaws of this Organization. Should any Executive, Corporate, or Individual Member be guilty of an action of the type defined above, the Board of Directors may immediately suspend such member until the case can be formally reviewed. Failure to pay annual dues in a timely fashion likewise constitutes termination of membership. The Board of Directors is the final authority as to whether an Executive, a Corporate, or an Individual Member is adhering to the core values and purposes of ICERM and the requirements of membership.

ARTICLE V BOARD OF DIRECTORS

Section 1. Responsibility.

The Board of Directors shall be responsible for the general direction, control and management of the affairs, work and property of the International Center for Ethno-Religious Mediation. For this reason, the Board of Directors shall always be and act as the supreme governing body of the Organization. All Board members shall have important legal and fiduciary responsibility to ICERM that requires a commitment of time, skills, and resources. The primary responsibility of the Board of Directors shall include, but not limited to, supervising, making and approving decisions affecting the mission, vision and purposes of the Organization, its programs and

services, goals, plans, strategies, policies, values, as well as basic responsibility for funding all programs and specific projects.

While observing the duties of care, loyalty, and obedience, ICERM board members shall carry out the following responsibilities.

1. Determine mission and purpose: review and adopt the statement of mission and purposes that articulates the organization's goals, means, and primary constituents served.
2. Select the chief executive: reach consensus on the chief executive's responsibilities and undertake a careful search to find the most qualified individual for the position.
3. Support and evaluate the chief executive: ensure that the chief executive has the moral and professional support he or she needs to further the goals of the Organization.
4. Ensure effective planning: actively participate in an overall planning process and assist in implementing and monitoring the plan's goals; establish plans and goals for dues, membership, fundraising, marketing, donor enlistment, contributions-in-kind, etc; review and approve annual report.
5. Monitor and strengthen programs and services: determine which programs are consistent with the organization's mission and monitor their effectiveness; mobilize resources, and coordinate outside agencies.
6. Ensure adequate financial resources: Secure adequate financial resources for the Organization to fulfill its mission.
7. Protect assets and provide proper financial oversight: assist in developing the annual budget and ensuring that proper financial controls are in place; approve financial commitments, review the annual financial statement, approve the budget.
8. Build a competent board: articulate prerequisites for candidates, orient new members, and periodically and comprehensively evaluate their own performance.
9. Ensure legal and ethical integrity: promote

the adherence to ICERM legal standards and ethical norms; set criteria for officers and periodic internal assessment, appoint transparency review panels.

10. Enhance the Organization's public standing: clearly articulate the Organization's mission, accomplishments, and goals to the public and garner support from the community; represent the views of outside constituencies.

Section 2. Board Membership.

The membership of the Board of Directors shall consist of at least fifteen (15) members, to include a Chair, Vice Chair, President of the Organization, Secretary of the Organization, Treasurer of the Organization, Legal Officer, Public Relations/Media Officer, Editor/Publications Officer, Organizational Liaison Officer, and Administrative IT Support Officer. The remaining members will be nominated and selected according to how closely their background, skills, experience, education, and natural character align with the following preferred criteria. The Board of Directors reserves the right to review and change the size of the Board of Directors depending on the structure and needs of the Organization.

Section 3. Candidates for BOD Membership.

ICERM Board of Directors will be selected among those professionals who represent the broadest possible views and expertise from the field of interfaith and interethnic dialogue and mediation and the most comprehensive range of expertise across nations, disciplines and sectors. To that end, ICERM encourages women, and those individuals representing a minority race, ethnicity, or faith (and those raised in multi-ethnic/faith households) to be included in the nomination process.

Section 4. Criteria For Selection Of Board Members (And Their Designated Alternates).

1. Board members should possess a deep and abiding commitment to international peace.
2. Board members must be free from any gender, political, racial, ethnic, or religious bias.

3. Board members should possess an understanding of ICERM's mission and the scope of challenges this mission represents.

4. Board members should possess an understanding of the current state of affairs in the area of interfaith and interethnic conflict, as well as the successes and failures of these affairs in the past with the education / knowledge to intelligently engage in related discourse.

5. Board members must be willing and able to commit 4-6 hours per month to ICERM business

6. Board members should possess an unimpeachable character and uphold ICERM Core Values in all related responsibilities, and be open to having their ICERM meeting transcripts and decisions available for member review.

7. Board Members must be willing and able to represent and promote the mission of ICERM publicly through their words and actions.

8. Board members must possess diplomatic sensitivity and open-mindedness to an unlimited variety of attitudes, beliefs, values, opinions, and behaviors; and, must be able to respond and interact with those who possess them without judgment.

9. While ICERM welcomes nominations of those who are disabled / differently –abled, Board members must be willing and able to participate in Board responsibilities as described, either verbally or in writing, and be well-enough to commit 4-6 hours per month to ICERM duties.

10. Board members will be responsible for keeping track of any expenditure previously authorized by the President of the Organization in writing (for required travel or other directed ICERM business), and will provide receipts that are eligible for reimbursement to the Treasurer of the Organization within 20 days of incurring the expense.

11. Board members must be fluent (oral & written) in English.

12. Board members must have functioning communications linkages such as telephone, computer and email.

Section 5. Preferred Experience And Expertise Of Board Members.

1. A minimum of 15 years of professional experience in peace-building, conflict analysis, mediation, and mitigation, preferably with time spent in front-line roles in crisis, conflict / post-conflict zones.
2. Experience working with representatives of minority faiths, races, and / or ethnicities.
3. Fluency in other languages, in addition to English, especially those commonly found in crisis / conflict zones, would be an asset.
4. Mediation and negotiation skills with vulnerable populations.
5. Backgrounds that include combinations of academic, NGO, and government / military / NGO work in various sectors, are considered advantageous.
6. The ability and capacity to communicate comprehensively and effectively within and between relevant constituencies.
7. Familiarity with managing large budgets and providing input on financial controls.
8. Experience coordinating with outside agencies, governments, community councils, religious bodies, & advocates.
9. Experience determining progress indicators of qualitative processes and selecting individuals to perform periodic assessments and evaluations.
10. A history of representing the views of various constituencies in crisis, conflict, or post conflict environments.
11. Experience procuring and mobilizing resources.
12. Have a background that includes working in a professional capacity with individuals across social strata, class, and castes; political association, alignment; without prejudice.
13. Experience bringing disparate groups to consensus.

14. Maintain connections with a wide-range of NGOs & INGOs, Donor Agencies, Humanitarian, and Peace building / keeping organizations and other groups which seek to serve similar and corresponding needs as ICERM.
15. Experience with the oversight of workshops, seminars, teleconferences /seminars, trainings, and mentorships.
16. Experience coordinating the efforts of researchers, consulting and advisement teams.

Section 6. Term of Membership.

1. Board members shall be elected to three-year terms, but may be re-elected. Board members will have the option of requesting that their membership either be renewable or rotating with their designated alternate, who shall be allowed to vote in situations where a board member may be ill or unavailable. A Board member's three-year term is considered to begin with his or her election until the election of his or her successor (or his or her re-election), whether this be greater, less than, or exactly three years from the time of his or her election.
2. Cessation of appointment will be effective immediately at 5:00 p.m. EST at the end of term, or upon written resignation, or by majority vote following a petition of conflict of interest, or any other grounds that may interfere with or prevent a Board member from exercising his or her duties. A Board Member's resignation will be accepted immediately upon a board member's declaration of no longer being able to continue duties as a result of health, change in time, constraints, or commitment due to conflict of interest. A Board member may retain his / her seat in cases where only one issue is of conflict of interest – in which case the alternate could be called in for a particular vote.

Section 7. Election of Board of Directors.

1. The Board of Directors shall be elected by vote of the current Board members of the Organization. They shall be elected from nominations approved by the Nominating Committee. The election of Board members shall be done by the current Board members of the Organization (or their designated alternates) present at the

annual Board of Directors meeting. During years in which the annual Board of Directors meeting is not held, election of Board members will be held either by mail or by electronic means (for example, Cyber voting) in September or October of that year, with all current Board members of the Organization (or their designated alternates) receiving electronic or paper ballots or the equivalent.

2. A designated alternate will be named, and approved, for each Board member of the Organization.
3. Board members of the Organization who are not able to participate in the voting process either at the annual Board of Directors meeting or by other means described in this section, due to illness or other serious reasons, may authorize their designated alternates who shall be allowed to vote on their behalf.

Section 8. Election of Board Officers.

The election of the Officers of the Organization – the Chair, Vice-Chair (or Vice-Chairs if and when necessary), President of the Organization, Secretary of the Organization, and Treasurer of the Organization - shall be by majority vote of the Board members present at the annual meeting of the Board of Directors, which, as specified in Section 13 of this Article, is to take place after the election of the new Board members by the current Board members of the Organization.

Section 9. Quorum and Voting.

1. At any meeting of the Organization, a majority of the number of the voting members of the Organization fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Board members, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter that may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute or by the Certificate of Incorporation or these Bylaws.
2. The presence of not less than eighty (80 %) percent of the members shall constitute a quorum and shall be necessary to conduct the business of this organization;

but a lesser percentage may adjourn the meeting for a period of not more than three (3) weeks from the date scheduled by these Bylaws and the Secretary of the Organization shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

Section 10. Expansion of Board Membership.

The Board of Directors may expand the size of the Board of Directors, within the stipulations of sections 2, 3, 4, and 5 of this Article, as long as such proposed expansion be presented to all Board members of the Organization at least ten days prior to the annual Board of Directors meeting at which such changes are to be introduced and voted on. Such newly created Board Memberships are to be filled by majority vote of the Board members then in office.

Section 11. Board Vacancies.

A vacancy on the Board of Directors shall occur on the death, incapacity, resignation, or removal of any Board member, or otherwise as provided by law. A majority of the remaining Board members then in office, though less than a quorum, may elect any qualifying member in good standing to fill any vacancy for the remainder of the term. A member may be removed from office, with or without cause, by the affirmative vote of four-fifths (4/5ths) of the Board of Directors in the manner provided by these Bylaws.

Section 12. Powers and Duties.

The Board of Directors shall be responsible for the general direction, control and management of the affairs, work and property of the Organization. For this reason, the Board of Directors shall always be and act as the supreme governing body of the Organization. The Board of Directors shall exercise all such powers of the Organization and do all such lawful acts and things as are not restricted by statute or by the Articles of Incorporation or by these Bylaws. The Board members may delegate certain of their duties to an additional Committee, created by the Board members according to Article X, or to the Officers of the Organization.

Section 13. Annual Meeting.

The Board of Directors shall meet at least once a year in the last week of every September and as often as necessary to conduct the business of the Organization. Special meetings may be called at the request of the Chair of the Board of Directors or the Board Executive Committee. In years in which the annual membership meeting of this Organization is held, a meeting of the Board of Directors will be held without notice immediately following and at the same place as the annual membership meeting for purposes of electing officers and transacting such business as may properly come before the meeting. The Secretary of the Organization shall cause to be sent to every member at his or her address as it appears in the membership record of this organization and / or through email a notice telling the time, place and agenda of such annual meeting.

Section 14. Special Meetings.

Special meetings of the Board of Directors may be called by the Chair or by a majority of the Board Executive Committee when such meetings are deemed for the best interest of the Organization. Notice of the time and place of the meeting shall be served, either personally or by mail (including via facsimile transmittal or via E-mail using the Internet), not less than seven (7) days before the date of the meeting, and if mailed, such notice shall be (i) directed to the Board member at his or her residence or business address as it appears in the records of the Organization, and (ii) deemed to be delivered when deposited in the United States mail addressed to the member. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

Section 15. Locations.

The regular and special meetings of the Board of Directors as well as the annual membership meeting of this Organization may be held either at the Headquarters of the Organization in New York or at any other location that shall be designated by the Board of Directors.

Section 16. Voting.

At all meetings of the Organization, each voting member of this Organization shall have only one vote. At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of Board of Directors and

Officers. At all votes by ballot the Chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chairman the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Section 17. Presumption of Assent.

A Board member of the Organization who is present at a meeting of the Board of Directors at which decision or action on any business of the Organization is taken shall be presumed to have assented to the decision or action unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such decision or action with the person acting as the secretary of the meeting before the adjournment of the meeting, or forwards such dissent by registered mail to the Secretary of the Organization immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board member who voted in favor of such action.

Section 18. Meetings by Teleconference or Internet.

Unless otherwise restricted by the Articles of Incorporation, the voting members of the Organization (or their designated alternates) and the Board members (or their designated alternates) may participate in the annual membership meeting of this Organization or in a meeting of the Board of Directors by means of teleconference, Internet communication, or similar communications equipment by means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meeting. All decisions made in teleconference or Internet meetings shall be confirmed in writing by the participating Board members.

Section 19. Action Without a Meeting.

Any decision or action which could be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the decision or action so taken is signed by all Board members. Such written consents may be signed in two or more counterparts, each of which shall be deemed

an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the Board of Directors.

Section 20. Compensation.

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XVI of these bylaws.

ARTICLE VI NOMINATING COMMITTEE

Section 1. Number.

The number and constitution of the Nominating Committee is at the discretion of the Board of Directors, but must be at least three.

Section 2. Appointment.

The members of the Nominating Committee are to be appointed by the Chair of the Board of Directors and subject to confirmation of the Board Executive Committee. The term of the members of the Nominating Committee is to be set by the Board of Directors. Recommendations for appointment can come from any of the Board members or the voting members of the Organization.

Section 3. Eligibility.

Any Executive Member, Corporate Member, and Individual Member of the Organization in good standing are eligible to serve on the Nominating Committee, including members of the Board of Directors. Membership on the Nominating Committee is maintained only so long as membership in the Organization is maintained.

Section 4. Purpose.

The Nominating Committee is charged with the responsibility for presenting candidates for election to the Board of Directors. The Committee is directed to consider candidates

who represent the broadest possible views and expertise from the field of interfaith and interethnic dialogue and mediation and the most comprehensive range of expertise across nations, disciplines and sectors.

ARTICLE VII EXECUTIVE COMMITTEE

Section 1. Responsibility.

The Executive Committee shall be responsible for the conduct of the affairs and work of the Organization and for the implementation of the decisions of the Board of Directors. The Executive Committee also convenes periodically a membership meeting for purposes of electing Board members and providing reports on the affairs of the Organization, with the membership meeting normally taking place at the same time as an international conference (annual, biennial, triennial, etc.) also convened by the Executive Committee. In years in which the membership meeting does not take place, the Executive Committee provides an annual report to the membership of the Organization and oversees the election of Board members by paper or electronic ballot.

Section 2. Number.

The number and constitution of the Executive Committee is at the discretion of the Board of Directors, but is to be not less than three or more than seven voting members.

Section 3. Committee Leadership.

The Chair of the Board of Directors serves as Chair of the Executive Committee. If the Secretary of the Organization is a member of the Board of Directors, then the Secretary also serves on the Executive Committee. If the Secretary is not a member of the Board of Directors, then the Secretary is to attend as a non-voting (ex-officio) member.

Section 4. Appointment.

The members of the Executive Committee are to be appointed by the Board of Directors from among members of the Board of Directors, for terms designated by the Board of Directors.

Section 5. Eligibility.

Any member of the Board of Directors is eligible to serve on the Executive Committee. Upon removal from the Board of Directors, the

member becomes ineligible for membership on the Executive Committee.

Section 6. Quorum and voting of the Executive Committee.

At any meeting of the Executive Committee, a majority of the number of committee members shall be necessary and sufficient to constitute a quorum for the transaction of all business. A majority of the votes cast at a meeting of the Executive Committee, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting.

Section 7. Meetings.

Meetings of the Executive Committee may be called by the Chair, or by a majority of the Executive Committee members, on two days' notice to each committee member, either personally or by mail (including facsimile transmittal or via the Internet), setting forth the time, place, and purpose of the meeting.

Section 8. Meetings by Teleconference or Internet.

Unless otherwise restricted by the Articles of Incorporation, members of the Executive Committee may participate in a meeting of the Executive Committee by means of teleconference, Internet communication, or similar communications equipment by means of which all persons participating in the meeting by use of such equipment shall constitute presence in person at such meeting. Written notice of teleconference meetings is not required. All decisions of the Executive Committee made in teleconference meetings shall be confirmed in writing by the participating directors.

Section 9. Action Without a Meeting.

Any action which could be taken at a meeting of the Executive Committee may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the members of the Committee. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of an Executive Committee meeting.

ARTICLE VII OFFICERS

Section 1. Designations.

The initial officers of the Organization shall be elected by the Board of Directors and shall be as follows: a Chair of the Board of Directors, one or more Vice Chairs of the Board of Directors, a President of the Organization, a Secretary of the Organization, and a Treasurer of the Organization. The officers of the Organization shall serve at the pleasure of the Board of Directors. The Board of Directors may also choose other officers, for instance, a Legal Officer, a Public Relations / Media Officer, an Editor / Publications Officer, an Organizational Liaison Officer, and an Administrative IT Support Officer as they shall deem necessary, who shall have such authority and perform such duties as shall from time to time be prescribed by the Board of Directors. The Board of Directors may, from time to time, specify qualifications for officers of the Organization. Any number of offices may be held by the same person, unless applicable law, the Articles of Incorporation or these Bylaws otherwise provide, except that the same person may not be Chair of the Board of Directors and Secretary of the Organization.

Section 2. Chair of the Board of Directors.

The Chair of the Board of Directors presides over the Board of Directors and Executive Committee. The Chair shall perform all duties incident to the office of the Chair of the Board of Directors including: to present at each annual meeting of the Organization an annual report of the work of the Organization; to appoint all committees, temporary or permanent; to see all books, reports and certificates required by law are properly kept or filed; to be one of the officers who may sign the checks or drafts of the Organization. The Chair shall have such powers as may be reasonably construed as belonging to the chief executive of any organization, and also perform such other duties as the Board of Directors may from time to time determine or as may be prescribed by these Bylaws.

Section 3. Vice Chair of the Board of Directors.

The Vice Chair or Vice Chairs shall have such authority and perform such duties as shall be prescribed by the Board of Directors. In the absence or disability of the Chair, a designated Vice Chair shall perform all the duties of the

Chair, and in so acting shall have all the powers of the Chair.

Section 4. The President of the Organization.

The President exercises general supervision over the affairs of the Organization as chief executive officer under the Board of Directors, and represents the Organization at official gatherings. The President shall see that all orders and resolutions of the Board of Directors are carried out. In general, the President shall perform all duties incident to the office of the President and such other duties as may from time to time be assigned to him or her by the Board of Directors. The President is to be elected by the Board of Directors for a term designated by the Board of Directors, and can be reappointed at the discretion of the Board.

Section 5. The Secretary of the Organization.

The Secretary shall attend meetings of the Board of Directors and the Executive Committee and record all the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. If the Secretary is unable to attend for any reason, the President may designate a replacement. If not an elected member of the Board of Directors, the Secretary of the Organization shall attend as a non-voting member. The Secretary shall be responsible for a register of the mailing address of each member of the Board of Directors, which shall be furnished to the Secretary by such member, and will give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he or she shall be. The Secretary shall have custody of the corporate seal of the Organization and he or she shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Organization and to attest the affixing by his or her signature.

Section 6. The Treasurer of the Organization.

The Treasurer shall have the custody of the Organization funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Organization and shall deposit all moneys and other valuable effects in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors or Executive Committee. The Treasurer shall disburse the funds on behalf of the Organization and in general perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be ordered by the Board of Directors, taking proper vouchers for such disbursements. The Treasurer shall render to the President and to the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all his or her transactions as Treasurer and of the financial condition of the Organization. If not an elected member of the Board of Directors, the Treasurer of the Organization shall attend the meetings of the Board of Directors as a non-voting member, and attend the Executive Committee meetings if requested by the Chair of the Board of Directors.

Section 7. Election, Term, Removal.

By majority vote, the members of the Board of Directors, at its first organizational meeting and at annual meetings, shall choose a Chair of the Board of Directors and a Vice Chair or Vice Chairs, as well as the other Organization officers as needed. The Board of Directors may appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority if the Board of Directors, with or without cause, whenever in their judgment the best interests of the Organization would be served thereby. Such removal shall be conclusive on the officer or employee so removed, but without prejudice to the contract rights, if any, of the officer so removed. Any vacancy occurring in any office of the Organization because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors, and can be provisionally filled by the Executive Committee until such time as the Board of Directors meets.

Section 8. Compensation of Officers.

The salaries of the officers, if any, shall be fixed from time to time by resolution of the board of directors. In all cases, any salaries received by officers of this corporation shall be reasonable and given in return for services actually rendered to or for the corporation. All officer salaries shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Article XVI of these bylaws.

Section 9. Budget.

The President shall propose an annual budget, including proposed compensation of all employees, and is subject to approval of the Board of Directors. Any payments made to an officer of the Organization as compensation, salary, commission, bonus, interest, or rent, or in reimbursement of entertainment or travel expense incurred by said officer, shall be, to the greatest extent practical, a deductible expense of the Organization for U.S. Federal income tax purposes.

Section 10. Use of Officer Titles.

In order to protect their distinctiveness and stature, the following titles, when used to designate any officer of the Organization, may be used only as designated with the approval of the Board of Directors, and may not be used by any subunit of the Organization: Chair of the Board of Directors, Vice Chair of the Board of Directors, President of the Organization, Secretary of the Organization, and Treasurer of the Organization.

ARTICLE IX CREATION OF NEW CENTERS

Section 1. National Centers.

The Organization may establish national centers to serve as coordinating bodies for activities in their territory and to give the Organization a local presence in countries around the world. Such national centers are under the direct supervision of the President, and under the authorization given by the Board of Directors.

Section 2. Regional Centers.

The Organization may establish regional centers to serve as coordinating bodies for activities in affiliated nations and sub-regional centers. Such regional centers are under the direct supervision of the President, and under the authorization given by the Board of

Directors, and are to be major organizational units such as Africa, Europe, South America, North America, Oceania, Caribbean, and so forth.

Section 3. Purpose and Powers of National Centers.

The national centers offer unique contributions to the Organization, through coordinating activities in their territory, giving the Organization a local presence, and providing counsel and recommendations to the Organization. National centers are to serve as coordinating bodies for the Organization, rather than separate entities with their own boards of directors. National centers are authorized to undertake such activities as are consistent with the purposes of the Organization. National centers shall share common goals and may conduct programs in cooperation with each other and the Organization. They shall carry out their activities in accordance to the national laws, and in conformity with the core values of the Organization. The Board of Directors shall determine and approve the budget for managing the affairs of national centers.

Section 4: Limitations on Activities.

The actions of each national center must be consistent with the nonprofit status of the organization. National centers may not be operated for the primary purpose of carrying on a trade or business unrelated to the mission and purposes of the Organization. National centers may not participate or intervene in any political campaigns to support or oppose any candidate(s) for public office, by publishing or distributing statements, or otherwise. National centers may not engage in any activities that are unlawful under the laws of the nation in which they are organized. National centers may not speak for or act in the name of the Organization without the prior written approval of the Board of Directors, or the Executive Committee acting between meetings of the Board of Directors.

Section 5. Purpose and Powers of Regional Centers.

The regional centers are to serve as coordinating bodies for the Organization, rather than separate entities with their own boards of directors. All programs and events carried out by these subsidiary bodies are to be approved by the President.

Section 6. Governance of National Centers.

Officers of the national centers are to be appointed by the President of the Organization, and are subject to approval of the Board of Directors or Executive Committee.

Section 7. Governance of Regional Centers.

Officers of the regional centers are to be appointed by the President of the Organization, and are subject to approval of the Board of Directors or Executive Committee.

Section 8. Regional and National Representatives.

The Board of Directors may authorize the establishment of national representatives and regional representatives. Such national representatives may be designated for any nation where ICERM is active but for which a national center is not established. National Representatives would serve as a coordinating agent for the Organization in those nations. Likewise, there may be several regional representatives of the Organization, one for each regional center established by the Board of Directors.

Section 9. Dues.

No dues shall be assessed or collected by either a national center or a regional center; however, consistent with the policies of the Board of Directors, national and regional centers may conduct fundraising and other activities that require members, as well as others, to pay a fee in order to participate. National and regional centers are entitled to receive from the Organization funds which shall be set by the Executive Committee or another designated committee, and fixed in the budget, which is to be approved by the Board of Directors.

Section 10. Suspension or Annulment of a National or Regional Center.

The Board of Directors may, by affirmative vote of at least four-fifths (4/5) majority of the full Board, suspend or annul a national or a regional center if, in the judgment of the Board of Directors, such action is in the best interest of the Organization.

ARTICLE X COMMITTEES

Section 1. Committees, Membership, Powers.

The Board of Directors may, by resolution passed by a majority of the Board members present at a meeting, designate one or more standing or temporary committees, each committee to consist of two or more of the members of the Board of Directors. Any Executive Member, Corporate Member, and Individual Member of the Organization in good standing are also eligible to serve on a committee. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Organization, and may authorize the seal of the Organization to be affixed to all papers which may require it; but no such committee shall have the power or authority in reference to amending the Articles of Incorporation; adopting an agreement of merger or consolidation; approving the sale, lease or exchange of all or substantially all of the Organization's property and assets; approving a dissolution of the Organization or a revocation of a dissolution; amending the Bylaws of the Organization; amending, altering, or repealing any resolution of the Board of Directors, increasing or decreasing the membership of the Board of Directors, or electing, appointing, or removing any member of any other committee, or any officer of the Organization, or any member of the Board of Directors. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors.

Section 2. Committees, Minutes.

Each committee shall appoint a secretary for each meeting and keep regular minutes of its meetings and report the same to the Board of Directors.

Section 3. Term.

Each member of a committee shall continue as such until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chair.

The Board of Directors shall appoint one member of each committee as its Chair.

Section 5. Quorum.

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of the majority of the members present at which a quorum is present shall be the act of a committee.

Section 6. Rules.

Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules promulgated by the Board of Directors.

Section 7. Advisory Panel.

The Board of Directors, by resolution or resolutions adopted from time to time, may designate an advisory panel, made up of prominent and knowledgeable individuals qualified to assist the Board of Directors, to advise the Board of Directors with respect to policies and programs.

ARTICLE XI WORKING GROUPS

Section 1. Formation and Function of Working Groups.

The Board of Directors may, by resolution passed by a majority of the Board members present at a meeting, establish standing member committees (working groups) whose purpose is to provide forums for members with common interests and expertise, and for advising the Board of Directors on programs of action. ICERM Working Groups shall be an interdisciplinary collaboration of experts who are mandated to work intensively on specific tasks or issues of great importance that require specialized experience and skills.

Section 2. Membership of Working Groups.

Upon establishment of a working group, the Board of Directors shall establish any rules and guidelines regarding qualification for membership in the working group. Recommendations for such membership rules and guidelines are to be sought from those Organization members active in advocating establishment of such a working group. Current members of the Board of Directors may be members of such established working

groups, but may not serve in an elected leadership position in the working groups.

Section 3. Governance of Working Groups.

The chief officers of a working group established according to this Article will be a President and Vice President, who are to be elected by the membership of the working group. The Board of Directors shall establish any rules and guidelines for the governance of the working group which are not part of these Bylaws and which the Board of Directors deems necessary or appropriate. Each working group may subsequently adopt rules for its own government not inconsistent with these Bylaws or with rules promulgated by the Board of Directors.

Section 4. Manner of Acting.

Working groups established according to this Article are not themselves to adopt policies or practices for the Organization, but rather may draft recommendations or provide advice. A majority of the number of members composing any working group shall constitute a quorum, and the act of a majority of the members of a working group present at a meeting at which a quorum is present shall be the act of the working group. Working groups shall keep public records of their operations, to be kept with the Organization records.

ARTICLE XII AFFILIATIONS

Section 1. Executive Committee Authority.

The President of the Organization has the authority to propose contracts of affiliation between the Organization and public, private, for-profit, or not-for-profit organizations. These contracts, upon ratification by a 2/3 majority of the members of the Executive Committee, shall become binding upon the Organization according to the terms contained therein. No group affiliates of ICERM shall have authority in the policy or administration of the Organization. These contracts can be terminated at any time by a majority vote of the Board of Directors.

ARTICLE XIII GENERAL PROVISIONS

Section 1. Contracts

The Board of Directors may authorize any officer or officers, or agent or agents, to enter

into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority may be general or confined to specific instances.

Section 2. Checks.

All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Organization shall be signed by the Treasurer of the Organization or any such other officer or officers, or agent or agents, of the Organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Fiscal Year.

The fiscal year of the Organization shall be fixed by resolution of the Board of Directors.

Section 4. Indemnification.

The Organization shall indemnify its officers and Board members to the full extent permitted by law. Further, the Organization may, upon approval by the Board of Directors, indemnify members, employees or other agents of the Organization to the full extent permitted by law. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the organization.

ARTICLE XIV AMENDMENTS

Section 1. Amendments.

These Bylaws may be altered, added to, amended, or repealed or new Bylaws may be adopted, provided that (i) such alteration, addition, or amendment shall be initiated by the Board of Directors and approved by a vote of two-thirds of the total membership of the Board of Directors; (ii) notice of any such proposed alteration, addition, amendment, repeal, or adoption of new Bylaws be provided to the members of the Board of Directors at least ten days prior to the meeting of the Board of Directors at which such changes will be introduced; and (iii) that such alteration, addition, or amendment shall receive a majority vote of the voting members of the Organization present and voting at an Annual Meeting of the Organization or by a majority of those responses received from voting

members of the Organization surveyed by electronic or paper ballot.

Section 2. Meaning of Bylaws.

All powers not clearly stipulated are under the authority of the Board of Directors. On all questions concerning the construction or meaning of these Bylaws and the rules of the Organization, the decision of the Board of Directors shall be final.

ARTICLE XV IRC 501(C)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations on Activities.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 3. Distribution of Assets.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government,

for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XVI CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 1. Purpose of Conflict of Interest Policy.

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a

direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Conflict of Interest Avoidance Procedures.

a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to

investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Board and Board Committee Proceedings.

The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation Approval Policies.

A voting member of the governing board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

a. the terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;

b. all members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):

1. is not the person who is the subject of the compensation arrangement, or a family member of such person;

2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;

3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;

4. has no material financial interest affected by the compensation arrangement; and

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

c. the board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:

1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size, purpose, and with similar resources;

2. the availability of similar services in the geographic area of this organization;

3. current compensation surveys compiled by independent firms;

4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement;

As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

d. the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:

1. the terms of the compensation arrangement and the date it was approved;

2. the members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;

3. the comparability data obtained and relied upon and how the data was obtained;

4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or

committee shall record in the minutes of the meeting the basis for its determination;

5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;

6. any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);

7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

Section 6. Annual Statements.

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

a. has received a copy of the conflicts of interest policy;

b. has read and understands the policy;

c. has agreed to comply with the policy; and

d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic

reviews shall, at a minimum, include the following subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Section 8. Use of Outside Experts.

When conducting the periodic reviews as provided for in Section 7, the corporation may, but need not, use outside advisors. If outside

ADOPTION OF BYLAWS

I, the undersigned, certify that I am the presently elected and acting Secretary of International Center for Ethno-Religious Mediation, Inc., and the above bylaws, consisting of twenty four pages, were adopted at a meeting of the board of directors held on Saturday, April 20, 2013.

Secretary of the Organization

April 20, 2013

Date