

BYLAWS
OF
INTERFAITH COMMUNITIES UNITED FOR JUSTICE AND PEACE,
a California Nonprofit Public Benefit Corporation

ARTICLE I
NAME

ARTICLE I - NAME, PURPOSE, OFFICES

The name of the organization is
Interfaith Communities United For Justice and Peace, aka
ICUJP.

ARTICLE II
OFFICES

SECTION 1. PRINCIPAL OFFICE.

The principal office for the transaction of the activities and affairs of the Corporation shall be established by resolution of the Board of Directors. The Board of Directors may from time to time change the principal office from one location to another.

SECTION 2. OTHER OFFICES.

The Corporation may also have offices at such other places, within or without the State of California, where it is qualified

to conduct its activities, as its business may require and as the Board of Directors may, from time to time, designate by resolution. The Board of Directors may change any office from one location to another or eliminate any office or offices.

ARTICLE III PURPOSES

This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. ICUJP is organized exclusively for charitable and educational purposes, more specifically to promote interfaith dialogue, education and action around the common vision that **RELIGIOUS COMMUNITIES MUST STOP BLESSING WAR AND VIOLENCE.**

In the context of these general purposes, the Corporation shall:

- (1) Educate religious communities on promoting alternatives to violence.
- (2) Promote civil liberties, justice and human rights.
- (3) Work to abolish weapons of mass destruction.
- (4) Educate the community regarding services and resources drained by the war economy.

ARTICLE IV MEMBERS

This Corporation shall have no members. Notwithstanding the foregoing and consistent with Corporations Code section 5056, the Corporation may, in its discretion, refer to persons associated with it as members who

- (1) publicly support the Corporation's mission, and (2) participate in the Corporation's activities. Such persons may participate in the

Corporation's meetings, educational events and other activities.

**ARTICLE V
DIRECTORS**

SECTION 1. POWERS.

(a) General Corporate Powers.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers.

Without prejudice to the general powers set forth in Article IV, Section 1(a) of these Bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

(i) Appoint and remove, at the pleasure of the Board, all the Corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation and provide supervision.

(ii) Change the principal office or the principal business office in California from one location to another; and cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California.

(iii) Adopt and use a corporate seal; prescribe the

forms of membership certificates; and alter the forms of the seal and certificates.

(iv) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

(v) Oversee fundraising

(vi) Establish annual budgets. Any major change in the budget must be approved by the Board.

(vii) Form and coordinate with standing, ad-hoc, and advisory committees.

(viii) Oversee selection of committee chairs.

(ix) Assure that all statements and activities are consistent with the mission of ICUJP.

(x) Take any action authorized by law, by the Articles of Incorporation or by these Bylaws.

SECTION 2. NUMBER OF DIRECTORS.

The authorized number of Directors of this Corporation shall be at least sixteen (16) but no more than twenty seven (27) members. The exact number of members shall be fixed within those limits by a resolution adopted by the Board.

SECTION 3. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS.

No more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is: (a) any person compensated by the

Corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this Section shall not affect the validity or enforceability of any transaction entered into by the Corporation.

SECTION 4. DESIGNATION AND TERM OF OFFICE.

(a) Each November the ICUJP Board shall appoint a Nominating Committee consisting of five persons, three of whom shall be Board members and the remaining two shall not be Board members.

(b) The Nominating Committee will consult with current Board members to determine whether or not each person desires to complete his or her term, or to seek re-election if the term is ending, or whether the individual desires to end his or her Board involvement.

(c) The names of the members of the Nominating Committee shall be communicated to the Sponsoring Group, together with a deadline for receiving nominations. Any member of the Sponsoring Group, or of the Board, may nominate him- or herself, or another member of the Sponsoring Group, for Board membership. Board members completing a term of service are eligible for nomination for re-election.

(d) ICUJP Founder/Convener George Regas will remain a voting member of the Board as long as he is willing and able to do so.

(e) The Nominating Committee will bring forth a slate of persons recommended to fill vacancies occurring from completion of a term of office, or from resignations prior to completion of a full term. It is expected that this slate, together with continuing Board members, will represent the diversity of ICUJP and will include skills and talents that will enhance the work of the Board. The slate will be presented to the Board at least one week prior to its regularly scheduled December meeting. Criteria for inclusion will include:

- a. Commitment to regular attendance on Friday mornings and Board meetings
- b. Active involvement in ICUJP in ways such as attendance at Friday morning meetings, fund raising and community outreach
- c. Representation of a spiritual group (or a community group that respects spiritual paths) with priority given to important constituencies currently underrepresented in ICUJP or on the Board.

(f) The Board shall elect new members at its regularly scheduled December meeting, or at a special meeting held no later than December 31, duly noticed at least two weeks in advance. Election will be by consensus unless at least one Board member calls for a vote on each nominee separately. If such a vote is taken, election of each individual shall require a majority vote of the Board members present.

(g) The term of a Board member shall be two years, beginning on January 1st of Year I and ending on December 31 of Year II. The newly elected Board shall be presented to the Sponsoring Group for its blessing at its first meeting of the new year.

Term. Each Director shall serve one two-year term. Elections shall occur every year, with half the number of board seats becoming vacant in alternating years.

(b) **Designation and Removal.** Upon adoption of these Bylaws, each Director then in office and subsequently elected shall remain in office until the next annual meeting of the Board and until a successor has been elected and qualified.

(c) **Removal Prior to Expiration of Term.** A Director shall be immediately removed from office (1) by a majority vote of the remaining members at any meeting of the Board duly noticed and held, and (2) upon the failure of any member of the Board to achieve re-election to the Board by a majority vote. Notwithstanding the provisions of subsection (a), above, the term of any Director so removed shall cease effective as of the date and time of the Board action.

SECTION 5. VACANCIES ON BOARD.

(a) **Events Causing Vacancy.**

A vacancy or vacancies on the Board shall exist on the occurrence of any of the following: (i) the death or resignation of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or (iii) the increase of the authorized number of Directors.

(b) **Resignations.**

Except as provided below, any Director may resign by giving written notice to the Chairman of the Board, if any, or to the Chair or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no Director may resign if the Corporation would be left without a duly elected Director or Directors.

(c) Filling Vacancies and Adding Members.

Vacancies on the Board may be filled, and new Directors appointed, by a majority of the Directors then in office, whether or not less than a quorum, or by a sole remaining Director. Upon the filling of any vacancy, each Director so elected shall hold office until the next annual meeting of the Board and until a successor has been elected and qualified.

(d) No Vacancy on Reduction of Number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

SECTION 6. DIRECTORS' MEETINGS.

(a) Place of Meetings.

Meetings of the Board of Directors shall be held at any place within or outside California that has been designated by

resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

(b) Meetings By telephone/email.

Any meeting may be held by conference telephone/email or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All such Directors shall be deemed to be present in person at such a meeting.

(c) Annual Meeting.

The Board of Directors shall hold an annual meeting for purposes of organization, election of Directors and officers, and the transaction of other business in January of each year. If for any reason said annual meeting is not held or the Directors are not elected thereat, then the Directors may be elected at any special meeting of the Directors called and held for that purpose.

(d) Regular Meetings.

Other regular meetings of the Board may be held without notice at such time and place as the Board may fix from time to time by resolution.

(e) Special Meetings.

(i) Authority to Call.

Special meetings of the Board for any purpose may be called at any time by the Chairman of the Board, Executive Committee member or any two Directors.

(ii) Notice.

(A) Manner of Giving Notice.

Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first-class mail, postage prepaid; (3) or by telephone/email, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director. All such notices shall be given or sent to the Director's address or telephone/email number as shown on the records of the Corporation.

(B) Time Requirements.

Notices sent by first-class mail shall be deposited in the United States mails at least four (4) days before the time set for the meeting. Notices given by personal delivery or telephone/email shall be delivered or telephone/emailed at least forty-eight (48) hours before the time set for the meeting.

(C) Notice Contents.

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(f) Quorum.

One-third (1/3) of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is

present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to: (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest; (ii) approval of certain transactions between corporations having common directorships; (iii) creation of and appointments to committees of the Board; and (iv) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

(g) Waiver of Notice.

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any Director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

(h) Adjournment.

A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

(i) Notice of Adjourned Meeting.

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four (24) hours. If the original meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

SECTION 8 ACTION WITHOUT MEETINGS

Any action that the Board is required or permitted to take may be taken without a meeting if all Directors consent in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

SECTION 9. COMPENSATION AND REIMBURSEMENT.

Directors and members of committees will serve without compensation for their services as Directors or officers, and with such reimbursement of expenses as the Board may determine by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

SECTION 10. COMMITTEES.

(a) Executive Committee: The Executive Committee (EC) shall be a standing committee of the Board and shall consist of the officers of the board. (Ref. Article VI, Section 1). The EC may

act in place of the Board when an action is compliant with the mission and policies of the Corporation and when said action cannot be delayed until the next scheduled meeting of the Board. Such action shall be reported to the Board at its next meeting. The EC shall act with the power of the Board when authorized by the Board to do so relative to a specific decision or set of decisions on a one-time or ongoing basis. Such authorization and the retraction thereof shall be recorded in the Board minutes.

(b) The Executive Committee shall be composed of eight members.

a. ICUJP Founder/Convener George Regas shall remain a voting member of the Executive Committee as long as he is willing and able to do so.

b. The Board Officers (Chair , Chief Financial Officer (CFO), and Secretary) are voting members of the Executive Committee and shall be elected for a term of one year by the Board at its regularly scheduled meeting in January, or at a special meeting held no later than January 31, duly noticed at least two weeks in advance. Election shall be by a majority vote of the Board members present.

c. Officers shall be eligible for re-election to their positions as long as they remain on the Board.

d. The Board shall elect an additional four of its members to serve for a term of one year as voting members of the Executive Committee representing an active committee with a strategic role—reflecting the interfaith and diversity for our vision. This election shall take place at the Board’s regularly scheduled meeting in January, or at a special meeting held no later than January 31, duly noticed at least two weeks in advance. Election shall be by a majority vote of the Board

members present. These members shall be eligible for re-election to their positions as long as they remain on the Board.

e. The Board shall make every effort to ensure that the eight voting members of its Executive Committee reflect the religious and other diversity of ICUJP. Election will be by consensus unless a member of the Board requests a secret written ballot.

f. ICUJP full-time staff will sit as non-voting members of the Board and of the Executive Committee, except that staff shall not be present when personnel issues are considered.

g. The Executive Committee must complete an annual review of the staff and review salary and cost of living increase, bonus or salary increase. The Executive Committee hires and terminates staff based on review of resume, interview and consultation with previous employment. When staff positions are vacant, the full Board and the Sponsoring Body shall be informed in a timely manner of the vacancy, the nature of the position, and the deadline for submitting applications.

h. The newly elected Executive Committee shall be presented to the Sponsoring Group for its blessing at the first Friday morning meeting following the election.

i. The members of the Board shall be listed on the website with a brief biography and picture for public acknowledgment and contact.

(c) Other Committees: The following applies to all committees with the exception of the EC. Committees shall be formed by the Board resolution and in accord with organizational capacity. Committee functions may include, but are not limited to, funding development, nominations, financial management, membership recruitment, and program. Program

committees may be formed for purposes such as educational outreach, political outreach, congregational outreach, and military outreach. Committees shall be designated as standing, ad-hoc, or advisory. All chair and vice chair appointments shall be made by the Board or with the approval of the Board. All committees shall have a member designated to be liaison between committee and Board, such as the committee chair, committee vice chair, or a vice Chair of the Board. Committee membership shall normally consist of members of the Board as well as nonmembers. A committee for personnel matters shall consist solely of members of the Board. Date and time of meetings shall be set by the Board or by committee. Minutes of all meetings shall be filed as corporate documents of no less than three years.

(d) Standing Committee: Any standing committee may form subcommittees and task forces to function for purposes and duration to be determined by the standing committee. Formation and dissolution of subcommittees and task forces shall be reported to the Board.

ARTICLE VI OFFICERS

SECTION 1. OFFICERS OF THE CORPORATION.

(a) There shall be eight officers of the Board of Directors consisting of the Founder/Convener, the Chair, the Secretary, the Chief Financial Officer and four representatives from active committees with a strategic role shall serve as Vice-chairs. The officers of the Board of Directors shall serve as the members of the Executive Committee (EC). Their duties are as assigned and authorized by the Board (Ref. Article V, Section 10).

(b): Selection of Officers: Officers shall be selected by a majority vote of the Board, in accordance with Article V, Section 10 (b).

(c): Duties of Officers of Board:

The Chair shall convene regularly scheduled meetings of Sponsoring Group, Board, and Executive Committee. The chair shall preside or arrange for other members of the Board or EC to preside at each meeting. The Chair shall also serve as direct supervisor to staff.

Each Vice-Chair will serve as a member of a committee considered strategic to the mission and maintenance of the Corporation, normally serving as the liaison between the committee and Board.

The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all meetings, sending out meeting announcements, and distributing copies of minutes and the agenda to each Board member.

The Chief Financial Officer shall chair the finance committee, may help develop fundraising plans, work with staff to make expenditure decisions, and shall approve staff's use of discretionary fund and petty cash resources when an expenditure exceeds \$500.

(d) Any number of offices may be held by the same person.

SECTION 2. FINANCIAL MANAGEMENT

The Finance Committee or Executive Committee shall prepare a budget for each fiscal year showing anticipated income and expenses. The proposed budget shall be submitted for Board approval. The fiscal year shall be a calendar year. The CFO or staff shall submit financial reports (including balance sheets) to the

Board bi-monthly (every two months) showing actual and anticipated income and expenses.

SECTION 3. REMOVAL OF OFFICERS.

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board of Directors and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

SECTION 4. RESIGNATION OF OFFICERS.

Any officer may resign at any time by giving written notice to the Corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

SECTION 5. VACANCIES IN OFFICE.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

SECTION 6. DUTIES OF CHAIR OF THE BOARD.

If a Chair of the Board is elected, he or she shall preside

at meetings of the Board and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no Chair , the Chair of the Board shall also be the Chief Executive Officer and shall have the powers and duties of the Chair of the Corporation prescribed by these Bylaws.

SECTION 7. DUTIES OF CHAIR.

Subject to such supervisory powers as the Board may give to the Chairman of the Board, if any, and subject to the control of the Board, the Chair shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. In the absence of the Chairman of the Board, or if there is none, the Chair shall preside at all Board meetings. The Chair shall have such other powers and duties as the Board or these Bylaws may prescribe.

SECTION 8. DUTIES OF VICE CHAIRS

If the Chair is absent or disabled, the vice Chairs, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice Chair designated by the Board, shall perform all duties of the Chair. When so acting, a vice Chair shall have all powers of, and be subject to all restrictions on, the Chair. The vice Chairs shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

SECTION 9. DUTIES OF SECRETARY.

(a) Book of Minutes.

The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board may

direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present at the Board or committee meetings. The Secretary shall keep or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and these Bylaws, as amended to date.

(b) Notices, Seal, and Other Duties.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

SECTION 10. DUTIES OF CHIEF FINANCIAL OFFICER.

(a) Books of Account.

The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board of Directors. The books of account shall be open to inspection by any Director at all reasonable times.

(b) **Deposit and Disbursement of Money and Valuables.**

The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board may designate, shall disburse the Corporation's funds as the Board of Directors may order, shall render to the Chair, Chairman of the Board, if any, and the Board of Directors, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

**ARTICLE VII
AMENDMENTS**

Section 1: These Bylaws may be amended when necessary by a two-thirds majority of the Board.

Section 2: Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**ARTICLE VIII
INDEMNIFICATION**

SECTION 1. RIGHT OF INDEMNITY.

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that Section. “Expenses,” as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

SECTION 2. APPROVAL OF INDEMNITY.

On written request to the Board of Directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board of Directors shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board of Directors shall authorize indemnification.

SECTION 3. ADVANCEMENT OF EXPENSES.

To the fullest extent permitted by law and except as otherwise determined by the Board of Directors in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Article 7 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified

by the Corporation for those expenses.

ARTICLE IX INSURANCE

The Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, Directors, employees, and other agents, against any liability asserted against or incurred by any officer, Director, employee, or agent in such capacity or arising out of the officer's, Director's, employee's, or agent's status as such.

ARTICLE X RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS.

The Corporation shall keep: (a) adequate and correct books and records of account; and (b) written minutes of the proceedings of the Board of Directors and committees of the Board of Directors.

SECTION 2. MAINTENANCE OF ARTICLES AND BYLAWS.

The Corporation shall keep as its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of the Articles of Incorporation and these Bylaws, as amended to date.

SECTION 3. INSPECTION BY DIRECTORS.

Each and every Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records,

documents of every kind, physical properties, and the records of each of its subsidiaries, if any. The inspection may be made in person or by the Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

SECTION 4. ANNUAL REPORT.

The Board of Directors shall cause an annual report to be sent to each of the Directors within one hundred and twenty (120) days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail, for the fiscal year:

(a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds;

(c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes;

(d) The expenses or disbursements of the Corporation for both general and restricted purposes; and

(e) Any information required by Section 5 of this Article 9 of these Bylaws.

The annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's

books and records.

This requirement of an annual report shall not apply if the Corporation receives less than \$25,000 in gross receipts during the fiscal year; provided, however, that the information specified above for inclusion in an annual report nonetheless must be furnished annually to any Director who requests it in writing.

SECTION 5. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS.

As part of the annual report to all Directors, or as a separate document if no annual report is issued, the Corporation shall annually prepare and mail or deliver to each Director a statement of any transaction or indemnification of the following kind within one hundred and twenty (120) days after the end of the Corporation's fiscal year:

- (a) Any transaction:
 - (i) In which the Corporation, its parent, or its subsidiary was a party;
 - (ii) In which an "interested person" had a direct or indirect material financial interest; and
 - (iii) Which involved more than \$50,000, or was one of a number of transactions with the same interested person involving, in the aggregate, more than \$50,000.

For this purpose, an "interested person" is either of the

following:

(A) Any Director or officer of the corporation, its parent, or subsidiary (but mere common directorship shall not be considered such an interest); or

(B) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent, or its subsidiary. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the Corporation under Article VII of these Bylaws.

ARTICLE XI CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of **INTERFAITH COMMUNITIES UNITED FOR JUSTICE AND PEACE**, a California nonprofit public benefit corporation, that the foregoing Bylaws are the Bylaws of this Corporation as adopted by the Board of Directors on June 4, 2007, and that they have not been amended or modified since that date.

Executed at Los Angeles, California, as of June 4, 2007.

Secretary