

# Bylaws of Communities in Transition, Inc.

An S-Corporation incorporated in the State of Maryland, USA

Revised: August 18<sup>th</sup>, 2020

## ARTICLE I: MISSION OF THE ORGANISATION

CIT's mission is to assist communities in their search for sustainable peace. We do so by:

- Advancing the understanding of complex crisis through comprehensive conflict analysis and assessments;
- Facilitating inclusive and sustainable conflict resolution dialogue processes; and
- Cultivating the knowledge and the self-determination of local peacemakers.

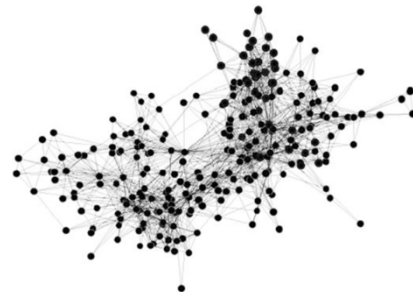
## ARTICLE II: GOVERNING PURPOSE AND PRINCIPLES

The purpose of CIT's Board of Directors is to advance the work of front-line practitioners to fulfill the mission of the organization. In their coming together, Board members make a collective commitment to finding solutions that meet those needs. The commitment is also to create a space where members<sup>1</sup> of the organization can fully express their passion and expand in their professional capacity, and do so while remaining aligned to one's own values. The Board's governing principles are based on:

- A balanced care for the whole of people, planet and profit;
- A nurturing of the inter-connectedness of all members of CIT; and
- A commitment to seeking out the consent of those impacted.

## ARTICLE III: BOARD MEMBERSHIP AND COMMITTEES

CIT has a self-organizing, non-linear and adaptive operational structure. The Board of Directors is composed of representatives of the people CIT serves and, in its composition, seeks to maintain religious, gender, regional, class and ethnic balance. Board members' roles arise from needs and committees are composed of people with different viewpoints. Special guests may be invited to provide guidance or to make presentations.



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<sup>1</sup> CIT members are people who provide consistent support to the organization for longer than 3 months through contractual or other relationships such as staff, consultants and volunteers.

## **ARTICLE IV: OFFICER ROLES AND SELECTION PROCESS**

The role of the Board of Directors is to engage in the oversight of CIT. The Board assumes this responsibility by getting involved with and invited into the lives and activities of CIT members. CIT's Board members are connections points to CIT members and respond back to the Board about the needs they uncover. *Selection criteria:* officers are those Board members who demonstrate additional effort towards implementing CIT's mission and emerge as having active relationships with CIT's members. Specifically, the:

*President:* cares<sup>2</sup> for all aspects of the Board and CIT. The president partners with CIT's leadership to promote CIT's mission and to accomplish its goals; facilitates board meetings and ensures that the organization's decisions are implemented and monitored.

*Vice-president:* is prepared at all times to assume the role of the Board president, if necessary, and mirrors the president's knowledge and commitment to the organization.

*Secretary:* serves as the administrative officer of the Board. The secretary prepares, maintains and shares meeting notices, minutes and other Board records as well as provides guidance on the application of the Board's by-laws. The secretary is prepared to assume the leadership role when the president and vice-president are unavailable.

*Treasurer:* serves as the financial officer of the Board. The treasurer partners with those in financial roles within CIT to understand operational needs, monitor finances, prepare financial reports and follows through on these findings for the Board.

The level of effort desired for each position is dependent on the breadth of CIT's work and the needs of CIT' front-line workers.

### **Vacancies, selection process and terms**

When a Board vacancy occurs, members who have demonstrated their capacity and willingness for a certain position submit their nomination to the Board. Nominations can shift based on needs and team-dynamics. The Board selects officers following CIT's decision-making process. External candidates are nominated to the Board by a member of the organization when no internal candidates are selected. All officers are elected for a term of three (3) years, renewable indeterminately.

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<sup>2</sup> "Care" is defined as seeking out and addressing as many needs as possible.

## **ARTICLE V: BOARD MEETING PARTICIPATION**

Board meetings are held at a minimum every 4 months and are open to all CIT members. For an official meeting of the Board to take place requires a quorum to be present, as defined by the numeric majority of Board members. Members of the organization who are not part of the Board and attend the meeting can be counted when determining if a quorum is present<sup>3</sup>. Only official meeting notes and decisions will be kept in the records of the organization.

The language of spoken during Board meetings will be that spoken by the majority of those present. Translations will be provided to ensure equitable language access.

## **ARTICLE VI: DECISION-MAKING PROCESS**

Decisions by the Board are based on the advice process. The Board's decision-making process happens as follows:

- Identify the issue on which a decision is to be taken during a Board meeting
- Collect information by seeking advice from all that are impacted by the issue being raised. Topic-relevant advice can also be sought out.
- Present a shortlist of proposals and facilitate a round of clarifying questions
- Select a proposal and amend it based on the previous comments
- Vote to approve the final proposal by a majority of those present, by proxy or via email. All present at a Board meeting may vote.
- Communicate results and implement the decision taken
- Evaluate the results using the feedback loop

All Board decisions can be changed using the same process. The scope of the Board's decision-making extends to all business of the organization.

## **ARTICLE VII: INFORMATION SHARING**

Board decisions and actions are communicated to the members of CIT. The activities of the members of CIT are communicated to the Board.

## **ARTICLE VIII: FEEDBACK LOOPS**

Feedback may be positive or negative. Board members will collect feedback from those impacted about issues being raised; activities implemented by CIT; and the performance of the

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<sup>3</sup> Example: if there are 9 Board members, 5 is the numeric quorum. If only 4 Board members attend a Board meeting and 3 mediators are present as well, this achieves a quorum because at least 5 people are present at the Board meeting.

CEO. Feedback should be sought from people inside and outside the organization. Feedback will be integrated using the decision-making process and the changes made shared using the information-sharing process.

### **ARTICLE IX: RESOURCE FLOW**

Funds generated must align with CIT's mission and operational principles. The Board will review quarterly activity and budget reports. The Board will lead an annual organizational budget review with all members of CIT. During the meeting, participants will assess the human, financial and logistical needs of the organization and identify internal resource flows, future commitments, and set annual goals. Board expenses can be reimbursed upon request.

### **ARTICLE X: CONFLICT ENGAGEMENT PROCESS**

Board members will use conflict to produce learning. The Board will support conflicts using the following process:

- The individuals in conflict will sit together and sort it out privately.
- If the parties cannot find a solution, they will find a colleague they both trust to act as a mediator. The mediator cannot impose a solution.
- If mediation fails, a panel of topic-relevant colleagues is convened. The panel's role is to listen and help shape the agreement. It cannot force a decision.
- As a last resort, the CEO will be called to advise the parties.

### **ARTICLE XI: DISMISSAL**

Conducting illegal activity is a cause for removal from CIT. In addition, if a Board member fails to follow through on commitments they made more than 3 times or does not use the advice process, that person can be dismissed from the Board. The decision to dismiss a Board member will be taken during a Board meeting.