



Revision 2022

BYLAWS of THE PUBLIC POLICY AND INTERNATIONAL AFFAIRS PROGRAM

Adopted 7/17/2000. Amended 3/19/2001, 5/1/2003, 12/4/2003, 8/1/2006, 7/19/2013, 7/10/2015, 7/14/2016, 9/30/2016, 3/05/2020, 7/27/2021, 12/15/2022

Article I: NAME

Section 1. **Name.** The name of this organization shall be: "Public Policy and International Affairs Program," (hereinafter referred to as "PPIA"). It is a nonprofit organization incorporated under the laws of the District of Columbia.

Article II. PURPOSE

Section 1. This corporation is organized exclusively for charitable purposes.

Section 2. The mission of PPIA is to cultivate the next generations of diverse public service and international affairs professionals by investing in their education, essential skills, and networks to effect domestic and global change. Our vision is a thriving and equitable world uplifted by visionary, inclusive, and compassionate leaders.

Article III: BOARD OF DIRECTORS

Section 1. **General Powers.** The property, business, and affairs of PPIA shall be governed by its Board of Directors in accordance with these bylaws and the purposes of PPIA.

Section 2. **Board of Directors Election.** The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors are elected. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No vote on new members of the Board of Directors shall be held unless a quorum is present.

Section 3. **Composition.**

- a. The Board of Directors shall consist of at least thirteen (13) and no more than twenty-one (21) voting directors. The number of directors may be changed by a vote of a majority of the entire Board. No decrease shall shorten the term of any incumbent director.
- b. Board members will be selected to ensure a diversity of demographics, perspectives, experience, and competencies to benefit PPIA and its mission. PPIA is committed to ensuring that the Board of Directors represents the communities we seek to serve. We embrace and encourage our board of directors' differences in age, race, disability, ethnicity, family or marital status, gender identity or expression, language, national origin, physical and mental ability, political affiliation, religion, sexual orientation, socio-economic status, veteran status, and other characteristics that make our board members unique.

Section 4. **Categories of Directors:**

- a. *Voting directors:* (up to 12) represent a diverse set of stakeholders including but not limited to: alumni; employers; consortium schools; past board members; professional diversity, equity, and inclusion leaders; and others passionate about PPIA's mission and vision.
- b. *Voting ex officio directors:* (up to 9) representing Institutional Sponsors, National Office Host School, and Junior Summer Institute Host Schools as of 12/31/22. An entity that holds an ex officio seat may choose not to fill it.



Section 5. **Removal.** A director may be removed from office, with or without cause, upon a vote of a majority of the current directors. All directors need to have at least a 21-day notice of the proposed removal. The director in question shall have an opportunity to personally address the board.

Section 6. **Vacancies.** Vacancies among the directors shall be filled for the unexpired term.

Section 7. **Compensation.** No director shall receive any compensation for service on the board.

Section 8. **Term.** Directors shall serve for a term of three (3) years. An appointment is renewable one (1) time. Term limits will not apply to ex officio directors.

Article IV: OFFICERS

Section 1. **Officers.** The officers of PPIA shall be: Chair, Vice-Chair, Secretary, Treasurer, and any other subordinate officers as the Board of Directors may appoint.

Section 2. **Selection.** All officers of PPIA shall be appointed by majority vote of the Board of Directors.

Section 3. **Term.** All officer appointments to the Board shall be for a term of two (2) years in that position. An appointment is renewable two times. An officer shall serve no more than two (2) additional times for a total of six (6) consecutive years in one position.

Section 4. **Vacancies.** The Vice Chair shall fill a vacancy in the Chair. All other officers shall be filled pursuant to Section 2 of this Article.

Section 5. **Officer Duties.**

a. The Chair's duties are to:

- I. Preside at all meetings of the Executive Committee and Board of Directors.
- II. Provide general and active management of the business of Board of Directors.
- III. Serve as an ex-officio member of all standing committees.
- IV. Initiate the annual performance review of the executive director.
- V. Assign to board officers and members other duties as needed.

b. The Vice-Chair's duties are to:

- I. Serve as Chair of any committee as assigned by the Board.
- II. Act as Chair in the Chair's absence.

c. The Secretary's duties are to:

- I. Record all votes and taking minutes of all proceedings.
- II. With the Executive Director, make the arrangements and sending notices for all meetings of the board.
- III. Ensure and support the filing of all reports required by governmental authorities, with the Executive Director.

d. The Treasurer's duties are to:

- I. Oversee the financial administration of all funds, securities, accounts, audits, and assets of PPIA.



- II. Oversee the keeping of full and accurate records.
- III. Submit a regular financial report, with the support of the Executive Director, to the Board of Directors.

Section 6. **Removal.** An officer may be removed from office upon a vote of a majority of the current Board of Directors. All directors need to have at least 21 days' notice of the proposed removal. The officer in question shall have an opportunity to personally address the Board.

Article V: MEETINGS

Section 1. **Regular.** Regular meetings of the Board of Directors will be held at least quarterly.

Section 2: **Special.** Special meetings of the Board of Directors may be held upon the vote of a majority of the Board of Directors or notice by the Executive Director. Notice of the time, place and purpose of any special meeting shall be given at least forty-eight (48) hours before such meeting, unless the meeting must be held within forty-eight (48) hours, in which case special notice shall be sufficient.

Section 3: **Quorum.** A majority of the current directors shall constitute a quorum for the transaction of any business. If at any meeting of the board there shall be less than a quorum present, a majority of those present may adjourn the meeting.

Section 4. **Action without a meeting.** Upon initiative of the Board Chair or Executive Committee, an action that may be taken as a regular or special meeting, may be taken without a meeting if the Secretary, who may delegate this action to the Executive Director, sends an electronic or email ballot to every director entitled to vote on the action. The electronic or email ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval of the action is valid if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting.

Article VI: EXECUTIVE DIRECTOR

Section 1. **Appointment.** The Executive Committee may appoint and employ an Executive Director. The Board of Directors shall be informed of the Executive Committee's choice for Executive Director and offered the opportunity to discuss candidate qualifications in advance of hiring. The PPIA Executive Director's appointment is renewable based on performance reviews and PPIA's continued ability to fund the position.

Section 2. **Duties.** The Executive Director shall direct and execute all decisions of the Board of Directors and handle all day-to-day matters and duties for the operation of PPIA, represent the organization publicly, and build relationships with stakeholders. The Executive Director shall be an ex officio, non-voting, member of the Board of Directors.

Article VII: COMMITTEES

Section 1. **Committee Formation.** The Board of Directors may create committees as needed. The Board Chair appoints all committee chairs and members. Non-directors may be appointed to committees. Committee membership does not create board membership.

Section 2. **Executive Committee.** The four officers serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors. A quorum of the Executive Committee shall be 75 percent of the members.

Section 3. **Finance Committee.** The Treasurer is chair of the Finance Committee. The Chair will appoint up to four additional members. The Finance Committee will review the Treasurer's regular financial report to the Board of Directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, revenue strategy, and annual budget. The Board



must approve the annual budget. The fiscal year is October 1 through September 30. The 990's and annual financial statement of the organization shall be made available to the public.

Section 4: **Nominating Committee**. The Chair will appoint not more than 5 board and other members to the nominating committee. The Executive Director will serve as a non-voting member of the committee. The Nominating Committee is responsible for recruitment of board members and officers consistent with the goals of PPIA. The Nominating Committee will use a Board Matrix or other tool to assess and ensure diverse representation of constituencies, communities, and skills on the Board. The committee will report to the board on the recruiting process on a quarterly basis. It will present a slate of board member and officer candidates annually, and when vacancies arise, for board consideration and election.

Section 5. **Fundraising Committee**. The Chair will appoint not more than 5 board and other members, one of which is the Treasurer, to the fundraising committee. The Executive Director will serve as a non-voting member of the committee. The Fundraising Committee is responsible for developing an annual fundraising strategy and plan to support the mission and activities of PPIA. The committee's responsibilities do not displace individual board members' duties regarding fundraising.

Article VIII: INDEMNIFICATION

Section 1. **Indemnification**. Every person who is, shall be, or shall have been, a director or officer or committee member of PPIA, and his or her personal representatives, may be indemnified by PPIA against all costs and expenses actually and necessarily incurred by or imposed upon him or her in connection with the defense of any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of PPIA.

Article IX: DISSOLUTION

Section 1. **Dissolution**. PPIA may be dissolved, and its assets and liabilities liquidated in such manner as the Board of Directors shall resolve, provided that such dissolution and liquidation shall be in accordance with the PPIA Articles of Incorporation and any relevant laws and regulations.

Article X: AMENDMENT

Section 1. **Amendment**. These Bylaws may be amended upon the affirmative vote of a majority of the Board of Directors.

Section 2. **Notice required**. The text of such proposed change(s) must be delivered at least seven days prior to the vote unless notice is waived by unanimous agreement of the board.

Certification of Secretary

These bylaws were approved by a majority vote of the Board of Directors on December 15, 2022.