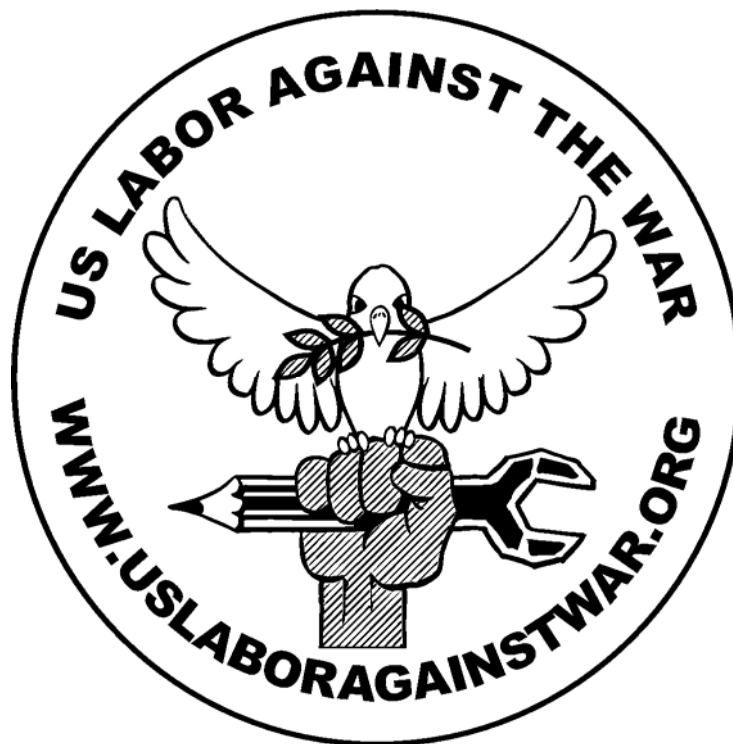


U.S. Labor Against the War By-Laws



Presented for Adoption by the 2006 USLAW National Assembly
Cleveland, Ohio - December 2, 2006

Rev. 12/02/06



Guide to the Bylaw Changes

Bylaws are the principle governance document for an organization. Delegates to the 2006 USLAW Assembly will be asked to vote on what amounts to a complete rewrite of our bylaws. The reason is primarily to address legal requirements of the District of Columbia Non-profit Corporation Code. USLAW is now incorporated in DC as a 501(c)4 non-profit organization. Some changes, however, go beyond the requirement of the law. This guide will help you to identify and understand the changes being proposed. It is not, however, a substitute for a careful reading of the document. The copy you will be provided at the Assembly will have a table of contents and every paragraph is numbered for easy reference.

Purpose: This introductory section draws on our corporate filing and represents a synthesis of our Mission Statement.

Art. II. Offices & Registered Agent: language required by the corporation code.

Art. III. Organizational Membership: No substantive change.

Art. IV. Financial Guidelines: Section 4 incorporates an policy that has been in place for more than a year of crediting individual membership fees toward an organization's affiliation fee, if requested.

Art. V. Associate Members: No substantive change.

Art. VI. Chapters: No substantive change.

Art. VII. Steering Committee: The corporation code requires that we identify a board of directors who are legally accountable for the affairs of the organization. This section establishes the Steering Committee as that Board. It changes the relationship between the Steering Committee and the Leadership Council, which is composed of one representative of every affiliate, so that the SC, rather than the LC is the place where the buck stops, legally speaking. The LC becomes more of a consultative and advisory body.

The next significant change is in Section 2. Small local unions, which had five seats on the SC, would now have eight; and regional organizations, which had three, would have five. Large local unions (10,000 or more members) and national organizations automatically have seats. Central labor councils already have five. This change is intended to reflect areas of growth in the organization.

Section 5 provides that the SC may establish an executive committee. Until now the co-convenors have served this function. This provision allows for expanding the executive, should that be desirable in the future. Much of the language that follows spells out the executive committee's responsibilities and methods of operation.

Section 7, Term of Office, is not so much a substantive change as a more careful exposition.

Section 8, Vacancy, also more carefully spells out what happens should one occur.

Sections 9-13 address the operational details of the SC.

Art. VIII. Leadership Council: Changes here correspond to the changes in authority of the SC, transforming the LC into more of a consultative and advisory body.

Art. IX. Executive Officers: While the co-convenors have served as executive officers since the founding, this article delineates specific functions and the duties of each required by the law. Under these bylaws, in order to increase or decrease the number of co-convenors, there would have to be a formal amendment. Section 2(b) provides for transparency in record-keeping and financial matters. Section 3 and 4 more carefully spells out their terms of office, and how to handle a vacancy.

Art. X. Executive Director: This is an entirely new article for a position that does not yet exist but which provides for the possibility. It defines the responsibilities and authority of the position.

Art. XI. Financial Affairs: This is also a significantly expanded article that both meets the requirement of the law and better defines the level of accountability required by the organization to those who contribute to its maintenance.

Art. XII. National Assembly: While there are no substantive changes to the role of the Assembly as the highest governance body, this article more carefully spells out its function, handling of resolutions and election of leadership. Some of these provisions are intended to meet the requirements of the law.

Art. XIII. Decisions by Consensus: No substantive change.

Article XIV. Affiliations: No substantive change.

Article XV. Rules of Order: No substantive change.

Art. XVI. Adoption and Amendments: This provision spells out more clearly and carefully the process for amending the bylaws.

Art. XVII. Amending Articles of Incorporation: This is a new article that derives directly from our incorporation and establishes the means by which the articles of incorporation can be amended.

Art. XVIII. Miscellaneous: This establishes our fiscal year as the calendar year and defines who gets to sign checks.

Art. XIX. Separability: This article is new. Anyone who has negotiated a contract is familiar with the concept that if one provision of the document is found to be unlawful or defective, the balance of the bylaws remain in effect.

U.S. Labor Against the War By-Laws

Table of Contents

PURPOSE	3
ARTICLE I: NAME.....	3
ARTICLE II: OFFICES AND REGISTERED AGENT.....	3
Section 1. Offices	3
Section 2. Registered Agent.....	3
Section 3. Changes	3
ARTICLE III: ORGANIZATIONAL MEMBERSHIP	3
Section 1. Types of Affiliates	3
Section 2. Request for Affiliation.....	3
Section 3. Executive Committee Review of Request.....	3
ARTICLE IV: FINANCIAL GUIDELINES FOR AFFILIATED ORGANIZATIONS	3
Section 1. Affiliation fee.....	3
Section 2. Exceptions to Fee Schedule	4
Section 3. Annual Fees	4
Section 4. Application of Associate Member Fees to Affiliation Fee.....	4
Section 5. Fee Adjustment	4
ARTICLE V: ASSOCIATE MEMBERS	4
Section 1. Associate Membership	4
Section 2. Basis of Admission to Associate Membership	5
Section 3. Service on Committees.....	5
Section 4. Delinquent Member	5
ARTICLE VI: CHAPTERS	5
Section 1. Conditions to Establish	5
Section 2. Chapter Funds	5
Section 3. Chapter Meetings	5
ARTICLE VII: STEERING COMMITTEE (BOARD OF DIRECTORS)	5
Section 1. General Powers and Duties.....	5
Section 2. Composition	5
Section 3. Election by Ballot	6
Section 4. Meeting Diversity Objectives	6
Section 5. Steering Committee Executive	6
Section 6. Standing and Working Committees and Task Forces of the Steering Committee.....	7
Section 7. Term of Office	7
Section 8. Vacancy in Office	7
Section 9. Frequency of Meetings	8
Section 10. Steering Committee Quorum	8
Section 11. Decision by Majority Vote	8
Section 12. Decision without Meeting	8

Section 13. Meeting by Telephone Conference.....	8
ARTICLE VIII: LEADERSHIP COUNCIL.....	9
Section 1. Function	9
Section 2. Membership	9
Section 3. Methods of Consultation	9
Section 4. Ex Officio Members.....	9
ARTICLE IX: EXECUTIVE OFFICERS.....	9
Section 1. Co-Convenors as Officers.....	9
Section 2. General Powers and Duties.....	9
Section 3. Term of Office	10
Section 4. Termination and Vacancy of Office	10
ARTICLE X: EXECUTIVE DIRECTOR	10
Section 1. Discretionary Hire	10
Section 2. Duties.....	11
Section 3. Accountability and Removal	11
Section 4. Serving as Agent of Officers	11
ARTICLE X: FINANCIAL AFFAIRS	11
Section 1. Budget	11
Section 2. Financial Report	11
Section 3. Conflict of Interest.....	11
Section 4. Compensation	11
ARTICLE XI: NATIONAL ASSEMBLY.....	11
Section 1. Authority of the Assembly	11
Section 2; Right to Vote	12
Section 3. Convening the Assembly	12
Section 4. Resolutions at the Assembly	12
Section 5. Election of Leadership.....	12
ARTICLE XII: DECISIONS BY CONSENSUS	12
ARTICLE XIII: AFFILIATIONS	12
ARTICLE XIV: RULES OF ORDER.....	12
ARTICLE XV: ADOPTION AND AMENDMENT OF BY-LAWS.....	12
Section 1. Adoption.....	12
Section 2. Amendment.....	12
ARTICLE XVI: AMENDMENT OF ARTICLES OF INCORPORATION.....	13
ARTICLE XVII: MISCELLANEOUS.....	13
ARTICLE XVIII: SEPARABILITY	13

1. **Purpose**

2. U.S. Labor Against the War (hereinafter also known as USLAW) is organized by individuals representing labor organizations in the United States who seek peaceful solutions to international disputes, public education on international issues, and the domestic impact and consequences of U.S. foreign policy, particularly as they affect working people. USLAW seeks to protect its members and the lives and livelihoods of working people everywhere by advocating, educating and mobilizing the U.S. labor movement for a just foreign policy that strengthens international treaties, supports human rights, respects national sovereignty and upholds the right of self-determination for all peoples; a foreign policy that solves disputes by diplomacy rather than war; promotes global economic and social justice; redirects the nation's resources to meet human needs; supports our troops and their families; protects workers' rights, civil rights, civil liberties and the rights of immigrants; and acts in solidarity with workers and their organizations around the world

3. **Article I: Name**

4. We pursue these objectives as ***U.S. Labor Against the War (USLAW)***.

5. **Article II: Offices and Registered Agent**

6. **Section 1. Offices:** USLAW shall continuously maintain in the District of Columbia a registered office, in compliance with the District of Columbia Nonprofit Corporation Act, at such place as may be designated by the Steering Committee. The principal office of USLAW and such other offices as it may establish, shall be located at such place(s), either within or without the District of Columbia, as may be designated by the Steering Committee.
7. **Section 2. Registered Agent:** USLAW shall continuously maintain within the District of Columbia a registered agent in compliance with the District of Columbia Nonprofit Corporation Act. Such registered agent shall be designated by the USLAW Steering Committee.
8. **Section 3. Changes:** Any change in the registered office or registered agent of USLAW shall be accomplished in compliance with the District of Columbia Nonprofit Corporation Act and as provided in these Bylaws.

9. **Article III: Organizational Membership**

10. **Section 1. Types of Affiliates:** USLAW is a network of labor organizations that includes local unions, labor councils, regional union bodies, state labor federations, ad hoc labor antiwar committees and caucuses within unions, national labor organizations and unions, constituency group organizations, community-based worker organizations, and other allied labor groups that have a constituency and membership base that has taken a stand against the war and in opposition to militarism, in defense of civil liberties, human and worker rights, social services and the public sector as reflected in the principles set forth in the Purpose to these by-laws and the USLAW Mission Statement.
11. **Section 2. Request for Affiliation:** Organizational affiliation is accomplished by a request made by an authorized officer or other representative of an organization affirming the organization's support for the principles set forth in the Purpose to these by-laws, or by adoption of a similar position or resolution, and providing contact information for the person or persons who will serve as the organization's liaison to whom communications should be directed. An affiliation application form will be provided which must be completed and returned with the organization's appropriate affiliation fee, as set forth below.
12. **Section 3. Executive Committee Review of Request:** Requests and applications for affiliation shall be considered by the Executive Committee, which shall make a recommendation to the Steering Committee whether to accept or reject the application. The determination of the Steering Committee shall be final. Any organization that is not accepted for affiliation is permitted to reapply.

13. **Article IV: Financial Guidelines for Affiliated Organizations**

14. **Section 1. Affiliation fee:** Affiliating labor organizations are required to make an annual financial contribution to support the organization, its objectives and program at the time of or shortly after affiliating, and annually thereafter. The amount of the contribution will be based on the type of the organization, its size and resources, as suggested by the following levels and ranges, or as subsequently determined by the USLAW Steering Committee, subject to the approval of a majority of the Leadership Council representing all affiliates. By request to the officers, an affiliate may make partial payment of affiliation fees in quarterly or semi-annual installments.

15. a. National unions and other national labor organizations: \$100 or more annually for every 10,000 members.
16. b. Intermediate labor bodies such as central labor councils, district councils and statewide or regional organizations: \$250 or more annually if they represent fewer than 100,000 members, and \$500 or more if they represent more than 100,000 members.
17. c. Local unions having fewer than 100 members: from \$50 to \$250 or more annually;
18. d. Local unions having from 100 to 500 members: from \$250 to \$500 or more annually;
19. e. Local unions having from 501 to 2500 members: from \$500 to \$2,500 or more annually;
20. f. Local unions having from 2,501 to 10,000 members: from \$1,500 to \$5,000 or more annually;
21. g. Local unions having more than 10,000 members: from \$5,000 to \$10,000 or more annually.
22. h. Worker centers, ad hoc labor antiwar committees, union antiwar caucus formations, local units of allied constituency group organizations (such as CLUW, PAW, APALA, LCLAA, CBTU, A. Philip Randolph, Jobs with Justice), and other forms of labor organizations: \$100 or more annually. National levels of these allied organizations: \$250 or more annually.
23. Section 2. Exceptions to Fee Schedule: The affiliation fees suggested here establish the normative minimum level of support to which all affiliates are expected to contribute, however, each affiliate shall determine its own fee consistent with its resources, capacity and commitment. Organizations which do not fit into the above definitions, or those which face special conditions requiring that an exception be made should consult with the USLAW Co-Convenors and submit a proposal for consideration by and approval of the Co-Convenors, subject to the approval of the Steering Committee.
24. Section 3. Annual Fees: Reaffiliation fees shall be due annually on the anniversary of affiliation or within thirty (30) days thereof.
 25. a. An organization that fails to pay their reaffiliation fee within sixty (60) days following the anniversary date of their affiliation shall be declared delinquent and no longer in good standing, unless the organization requests an extension of time to make payment and said request has been approved by the Executive Committee. The voting rights of an organization that is delinquent shall be suspended until such time as the has reestablished good standing by payment of delinquent fees.
 26. b. An organization which remains in arrears for ninety (90) days following the anniversary date of their affiliation, unless granted an extension, shall cease to be an affiliate of USLAW, but may reinstate their affiliation by reapplying and paying all amounts in arrears, or as agreed upon by the Steering Committee.
 27. c. Upon application and for good cause, an organization experiencing financial difficulties may request a waiver of fees. Such request must be approved by a majority vote of the Steering Committee.
28. Section 4. Application of Associate Member Fees to Affiliation Fee: An organization may satisfy its affiliation fee, or a portion thereof, by submitting individual associate member applications, accompanied by the requisite individual associate member fees for each application, on behalf of its own members who have agreed to become associate members of USLAW. The amount of each individual associate member fee paid shall be deducted from the organization's annual affiliation or reaffiliation fee.
29. Section 5. Fee Adjustment: The Steering Committee, by majority vote and subject to ratification by the Leadership Council, may adjust the level of recommended affiliation fees at any time, but in no event more often than once per calendar year.

30. **Article V: Associate Members**

31. Section 1. Associate Membership: While USLAW will primarily be an organization of affiliated organizations, there are workers in some organizations where it may not yet be possible to secure organizational affiliation, individuals who do not have an opportunity to belong to a labor organization, or in affiliated organizations, members who also want to make a personal commitment to USLAW. To these individuals, USLAW offers associate membership.
 32. a. Individual members of affiliated organizations are invited and encouraged to demonstrate their personal support for USLAW's mission and activity by becoming an individual associate member.
 33. b. Wherever possible USLAW encourages individuals in unaffiliated organizations to become individual associate members and to recruit others to such membership, and then to establish committees or other formations to do the education and organizing needed to secure the affiliation of the organization.

- 34. c. Associate membership fees must be paid annually in an amount as determined by the Steering Committee for a member to remain in good standing. Members who fail to pay their annual fee shall have no voting rights at National Assemblies unless all arrears have been paid.
- 35. Section 2. Basis of Admission to Associate Membership:
 - 36. a. They accept and agree to the principles set forth in the Preamble of these By-laws;
 - 37. b. They agree to abide by provisions of these By-laws;
 - 38. c. They contribute an annual membership fee in the amount of \$25.00 or as otherwise determined by the USLAW Co-Convenors and Steering Committee;
 - 39. d. They agree to work within their own union or other labor organization to secure affiliation.
- 40. Section 3. Service on Committees: Associate members are eligible to serve on all program and other working committees and task forces established to further the objectives of USLAW. At National Assemblies, they will be entitled to participate as at-large delegates with votes to be apportioned in a ratio of one (1) vote for every twenty-five (25) at-large delegates or in whatever ratio and/or rules that may be established by the Steering Committee.
- 41. Section 4. Delinquent Member: Associate members who fail to pay their annual affiliation fee within thirty (30) days following the anniversary of their membership shall be considered delinquent. Those who fail to pay their fee within sixty (60) days following their anniversary shall cease to be members but may reinstate their membership by paying all amounts in arrears.

42. Article VI: Chapters

- 43. Section 1. Conditions to Establish: Wherever possible, affiliated organizations operating in the same geographic area are encouraged to establish a chapter. Chapters should have a minimum of six (6) affiliated labor organizations whose leadership commits to meet regularly and to cooperate in organizing and promoting USLAW activities and program, and to recruit other organizations to affiliate with USLAW. Application for chapter status must be approved by the Steering Committee after applicants submit a request that includes information on all participating labor organizations and the joint activities they intend to undertake.
- 44. Section 2. Chapter Funds: Chartered chapters are encouraged to undertake their own fundraising and in most circumstances to fund their own activities. Chapters may request that the national organization return a portion of the contributions made by their constituent organizations to underwrite the costs of chapter programs that require more resources than they are able to raise or generate locally. Requests should be submitted in writing to the Co-Convenors in conformity with guidelines that the Steering Committee shall establish.
- 45. Section 3. Chapter Meetings: Chartered chapters shall meet at least once during each calendar quarter and shall report on all activities to the Co-Convenors and Steering Committee.

46. Article VII: Steering Committee (Board of Directors)

- 47. Section 1. General Powers and Duties: The affairs and property of USLAW shall be managed, controlled and directed by a Board of Directors, which shall also be known as the Steering Committee. The Steering Committee shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the District of Columbia Nonprofit Corporation Act, which are necessary or convenient to carry out the purposes of USLAW.
 - 48. a. The Steering Committee shall approve the organization's budget and oversee the work of its officers, staff and representatives.
 - 49. b. The Steering Committee may delegate specific responsibilities to the Co-Convenors, its Executive Committee or sub-committees it may create.
 - 50. c. However, the Steering Committee shall retain all authority for policy and significant financial decisions and shall serve as or designate from among its members a board of review for all disputed personnel decisions.
- 51. Section 2. Composition: The initial Steering Committee shall be comprised of the individuals named as Directors in the Articles of Incorporation. These Directors shall serve until their successors are chosen and qualified by election at a National Assembly, or as otherwise provided by these Bylaws.
 - 52. a. Successor members of the Steering Committee shall be chosen at each National Assembly in a manner described in these Bylaws and according to the rules established for that National Assembly. The Steering Committee shall oversee the work of the organization, implement its decisions, and oversee the work of its staff and other personnel matters. Each affiliated organization in good standing shall be entitled

to nominate its representative to the Leadership Council to serve on the Steering Committee, to fill positions by category of affiliated organization described below:

53. b. National Unions and other Labor National Organizations shall each be entitled to one (1) seat each on the Steering Committee;
 54. c. Regional/State Union & Labor Bodies shall together be entitled to a maximum of five (5) seats;
 55. d. Large Local Unions (with more than 10,000 members) shall each be entitled to one (1) seat each;
 56. e. Small Local Unions (with fewer than 10,000 members) shall together be entitled to a maximum of eight (8) seats;
 57. f. Central Labor Bodies shall be entitled together to a maximum of five (5) seats;
 58. g. Ad Hoc Labor Antiwar Committees shall be entitled together to a maximum of three (3) seats;
 59. h. Non-Union Labor Organizations (e.g., Worker Centers) shall be entitled together to a maximum of three (3) seats;
 60. i. Local Allied Labor Organizations (e.g., local affiliates of CLUW, Jobs with Justice, PAW, CBTU, LCLAA, APALA, A. Philip Randolph Institute) shall together be entitled to a maximum of three (3) seats;
 61. j. Each Task Force established by the organization shall be entitled to designate one representative to the Steering Committee;
 62. k. Local chapters with six (6) or more participating affiliates shall together be entitled to a maximum of three (3) seats;
 63. l. The Co-Convenors and Executive Director shall serve as ex officio members of the Steering Committee and any Executive Committee it may create, as well as to all task forces and other working committees established by USLAW.
64. Section 3. Election by Ballot: If more nominations are received than there are places allotted for that organization's constituency group, a ballot shall be distributed to all affiliates in good standing within that constituency group to elect those who shall serve on its behalf.
65. Section 4. Meeting Diversity Objectives: Once constituted, the Steering Committee may by a simple majority vote add additional members to its ranks to assure appropriately diverse representation - geographically, by industry sector, demographically and from among affiliated types of organizations (unions, regional and state bodies, central labor councils, ad hoc committees, constituency group organizations, workers centers, etc.).
66. Section 5. Steering Committee Executive: The Steering Committee may at its discretion establish an Executive Committee of the Steering Committee (hereinafter "the Executive Committee"), and hire staff and appoint regional and national spokespersons and/or organizers. In the absence of an Executive Committee, the Co-Convenors shall function as the Executive Committee. In the event a separate Executive Committee is established, the Co-Convenors and Executive Director shall automatically be included among its members.
67. a. Authority: The Executive Committee shall act for USLAW between meetings of the Steering Committee, except that any such actions taken by the Executive Committee may be overridden by a majority vote of the Steering Committee.
 68. b. Minutes: The Executive Committee shall keep regular minutes of proceedings and shall report the same to the Steering Committee when required.
 69. c. Removal: A member of the Executive Committee may be removed with cause by a two-thirds (2/3) majority vote of the Steering Committee at a meeting specifically called for such purpose, provided at least fifteen (15) days' notice is given to each Steering Committee member specifying the purpose of the meeting.
 70. e. Vacancies: The Steering Committee at a regular meeting or special meeting shall fill vacancies on the Executive Committee.
 71. f. Meetings of the Executive Committee: A meeting of the Executive Committee shall be held by written request of one-half (1/2) of the members of the Executive Committee. The time, place and manner of all meetings of the Executive Committee shall be determined by decision of a majority of the Co-Convenors. The meetings may be held within or without the District of Columbia, either in person or by telephone conference or other electronic means by which all participants can speak and be heard by all other participants at the same time. A special meeting of the Executive Committee can be convened with at least five (5) days' written, electronic or telephone notice stating the time, place and manner of the meeting. Such notice need not specify the purpose for the meeting or the business to be transacted.

Notice must be either delivered personally, including by telephone, to each Executive Committee member, or mail, including the sending of a fax or electronic mail, to his or her business address on record with USLAW. It is the member's responsibility to keep USLAW informed of his or her current mailing address and any changes thereto. If such notice is given by postal service mail, it shall be deemed delivered when deposited in the United States mail properly addressed and with sufficient postage thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a member of the Executive Committee may waive notice of any regular or special meeting of the Executive Committee by written statement filed with the Co-Convenors, or by oral statement at any such meeting. Attendance at a meeting of the Steering Committee shall also constitute a waiver of notice, except where a member states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.

72. d. Quorum: One-half (1/2) the members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. In the absence of a quorum, a majority of the Executive Committee members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Executive Committee members from the meeting, provided at least one-third (1/3) of the Committee is present at all times.
73. e. Majority Vote: Except as otherwise provided by these Bylaws, all matters before the Executive Committee shall be decided by affirmative vote of a majority of Executive Committee members present at a meeting at which a quorum exists.
74. f. In Lieu of Meeting: Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting, provided all members consent in writing and set forth in the same writing the action or decision taken or made. Such consent in writing shall have the same force and effect as a vote of the Executive Committee at a meeting and may be described as such in any document executed on behalf of USLAW.
75. g. Telephonic Meeting: Any or all Executive Committee members may participate in a meeting of the Executive Committee by means of conference telephone or by any means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.
76. h. Sub-Committees: The Executive Committee may create other committees consisting of one or more Executive Committee members and such other persons as are designated by the Executive Committee. These committees shall have such authority as the Executive Committee may by law and these Bylaws direct. All members of the Executive Committee shall be informed of the business, decisions and actions of any committee established under this provision in a timely manner following the transaction of such business, decisions or actions.
77. Section 6. Standing and Working Committees and Task Forces of the Steering Committee: The Steering Committee may constitute such standing and working committees or task forces as are deemed necessary for the efficient conduct of USLAW's business and to affect the implementation of its decisions. Membership of committees and task forces shall be appointed by the Executive Committee subject to review and approval of the Steering Committee. Membership of committees and task forces shall be drawn from among the members and officers of affiliates and individual associate members of USLAW. These committees shall have such authority as the Steering Committee may by law and these Bylaws direct. All proceedings, decisions and actions of such committees or task forces shall be reported to the Executive Committee in a timely manner following the transaction of such business, decisions or actions and shall be subject to its review and approval. No committee or task force established in accordance with this section may act on behalf of or in the name of USLAW without the expressed authorization by the Executive Committee by decision made at a regular or special meeting of the Executive Committee.
78. Section 7. Term of Office: Steering Committee members shall be elected at and by each National Assembly in accordance with these Bylaws. The term of a Steering Committee member shall terminate upon the effective date of his or her resignation, which may be made at any time by giving written notice thereof to the Co-Convenors; upon his or her death; upon relocation outside the United States; or upon removal from the Steering Committee by the affiliate that appointed the member, with written notice of such removal given to the Co-Convenors by the executive officer or other duly authorized representative of that affiliate.
79. Section 8. Vacancy in Office:
 80. a. Vacancy: A vacancy in the position of Steering Committee member shall exist in the event of the death of the member, relocation outside the United States, resignation by the member with written notice to the Co-

Convenors, or removal by the affiliate that appointed the member, with written notice thereof given to the Co-Convenors by the executive officer or other duly authorized representative of the affiliate.

81. i. A vacancy shall also exist in the event that the affiliated organization disaffiliates, or fails to renew its affiliation by remitting its annual affiliation fee within ninety (90) days of its due date, with appropriate written notice of such delinquency having been given by USLAW to the affiliate.
 82. ii. In the event of vacancy due to death, relocation outside the United States, resignation, or removal by the affiliate, the affiliate shall designate a replacement representative or notify USLAW in writing of its intention that its principal or chief executive officer shall serve as its representative.
 83. iii. In the event of vacancy due to disaffiliation or failure to renew affiliation as provided by these Bylaws, the Steering Committee may, at its discretion fill the vacancy by designating another affiliate to appoint its representative to serve, with written notice of such appointment to be provided to the Co-Convenors within thirty (30) days of said appointment.
84. Section 9. Frequency of Meetings: Regular meetings of the Steering Committee, in person or by conference call or other electronic medium shall be held in no event less frequently than once every two months, but to the extent practical monthly.
85. a. Notice of Meetings: The schedule of all regular meetings shall be announced in advance and shall be open to all members of the Leadership Council. Special meetings may be called by the Co-Convenors or upon written request of one-half of the members of the Steering Committee.
86. i. The time, place and manner of all meetings of the Steering Committee shall be determined by the Co-Convenors in consultation with the members of the Steering Committee. The meetings may be held within or without the District of Columbia.
 87. ii. A regular meeting of the Steering Committee may be held upon two (2) weeks' notice. A special meeting may be called upon one (1) week's notice. Notice shall be provided in writing by electronic mail or postal service delivery or by telephone communication to all members of the Steering Committee, provided, however, that it shall be the responsibility of the Steering Committee members to provide current electronic mail and postal addresses and phone number(s) and any changes thereto to the Co-Convenors for delivery of such notice. If such notice is given by postal service mail, it shall be deemed delivered when deposited in the United States mail, properly addressed and with sufficient postage thereon. If such notice is given by fax or electronic mail, it shall be deemed delivered when transmitted. Notwithstanding the foregoing, a member of the Steering Committee may waive notice of any regular or special meeting of the Steering Committee by written statement filed with the Co-Convenors, or by oral statement at any such meeting. Attendance at a meeting of the Steering Committee shall also constitute a waiver of notice, except where a member states that he or she is attending for the purpose of objecting to the conduct of business on the ground that the meeting was not lawfully called or convened.
88. Section 10. Steering Committee Quorum: Twelve (12) members of the Steering Committee, as fixed in these Bylaws, shall constitute a quorum for the transaction of business at any Steering Committee meeting. In the absence of a quorum, a majority of Steering Committee members present may adjourn the meeting to another time, without further notice. When a quorum is once present to organize a meeting, it is not broken by the subsequent departure of one or more Steering Committee members from the meeting, provided that at least eight (8) members of the Steering Committee are present at all times.
89. Section 11. Decision by Majority Vote: Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Steering Committee shall be decided by an affirmative vote of a majority of the members present at a meeting at which a quorum exists whenever consensus has not been achieved.
90. Section 12. Decision without Meeting: Any action required or permitted to be taken at any meeting of the Steering Committee may be taken without a meeting, provided all members consent in writing and set forth in the same writing the action or decision(s) taken or made. Such consent in writing shall have the same force and effect as a vote of the Steering Committee at a meeting and may be described as such in any document executed by or on behalf of USLAW.
91. Section 13. Meeting by Telephone Conference: Any or all members of the Steering Committee may participate in a meeting of the Steering Committee, or a committee of the Steering Committee, by means of conference telephone or by any other means of communication by which all persons participating in the meeting can speak to and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

92. **Article VIII: Leadership Council**

93. **Section 1. Function:** The Leadership Council shall advise the Steering Committee on matters of substantial import to USLAW, including changes of policy and program, significant financial obligations, changes to the financial structure and obligations, and all affiliations. The Leadership Council shall be composed of one (1) representative from each affiliated organization in good standing.
94. **Section 2. Membership:** Representatives who will serve on the Leadership Council shall be designated by the affiliated organization within thirty (30) days following affiliation. Affiliates may change their representatives at any time by written notice to the Co-Convenors. In the event that no representative is designated or the position is vacated by the designated representative, the principal or chief executive officer of the affiliate shall serve as the representative until another representative is appointed by the affiliate. Notice of appointment of representative, vacancies or changes of representative shall be given to the Co-Convenors within thirty (30) days of such appointment, vacancy or change by a duly authorized representative of the affiliate.
95. **Section 3. Methods of Consultation:** Consultation with the Leadership Council may be by letter, email, telephone or in person meetings. Its members shall receive a semi-annual financial report reflecting all revenues and expenses. An in-person meeting may be called at the discretion of the Steering Committee, or by a petition signed by sixty percent (60%) of affiliated organizations in good standing.
96. **Section 4. Ex Officio Members:** USLAW Co-Convenors shall serve as ex officio members of the Leadership Council.

97. **Article IX: Executive Officers**

98. **Section 1. Co-Convenors as Officers:** The Executive Officers of USLAW shall be five (5) Co-Convenors, who shall be nominated and elected by a majority vote of the duly authorized delegates to a National Assembly. The initial Co-Convenors of USLAW shall serve as its Executive Committee for the term of their office, or until such time as the Steering Committee decides to expand the number of members of the Executive Committee.
99. **Section 2. General Powers and Duties:** The duties of the Executive Officers shall be fixed by the Steering Committee, or as provided pursuant to these Bylaws, or (except to the extent inconsistent with these Bylaws or with any provision made pursuant hereto) shall be those customarily exercised by corporate officers holding such offices.
100. a. **Executive Duties:** The Co-Convenors shall distribute executive duties between them and shall have equal decision-making authority. The Co-Convenors shall designate one of their number to serve as Chairperson of the Executive Committee, who shall also function as "President" in accordance with the District of Columbia Non-Profit Corporation Act. The Co-Convenors shall also designate another of their number as Chief Financial Officer, who shall function as "Treasurer" in accordance with the District of Columbia Non-Profit Act. The Co-Convenors shall also designate another of their number as Secretary, who shall function in that capacity in accordance with the District of Columbia Non-Profit Corporation Act. The President, Chief Financial Officer and Secretary shall not be the same person. In the event of an unresolved dispute between the Co-Convenors, the disputed issue or decision shall be brought before the Steering Committee, which shall render a final decision by a majority vote.
101. i. **Chair (President):** The Chairperson shall be responsible for arranging or having arranged meetings of the Co-Convenors, Executive Committee and Steering Committee. Unless otherwise agreed between the Co-Convenors, the Chair shall convene and preside over all meetings of the Executive Committee and Steering Committee. The Chair shall have authority to sign or co-sign checks and other financial instruments and contracts in the absence of or jointly with the Chief Financial Officer. The Chair shall be bonded. He or she shall perform such other duties and responsibilities as the Steering Committee may prescribe
102. ii. **Chief Financial Officer (Treasurer):** The Chief Financial Officer shall work with the appropriate staff and officers to ensure the completion of the following duties: keep full and accurate account of the receipts and disbursements of USLAW, deposit or cause to be deposited all moneys and other assets in the name and to the credit of USLAW in such depositories as may be designated by the Executive Committee; disburse or cause to be disbursed USLAW funds, making proper vouchers for such disbursements; render to the officers, Executive Committee and Steering Committee, upon request, an accounting of all financial transactions, audits and the financial condition of USLAW; maintain affiliation and membership records; oversee the budget and prepare quarterly financial reports for the Steering Committee. The Chief Financial Officer shall serve as chair of the Finance Committee, should one be established, and together with appropriate staff, shall ensure that USLAW files all appropriate tax and corporate reports, and that USLAW carries proper

disability and other necessary insurance. The Chief Financial Officer shall have authority to sign or co-sign checks and other financial instruments and contracts. The Chief Financial Officer shall be bonded and shall perform such other duties as the Steering Committee may prescribe.

103. iii. Secretary: The Secretary shall be responsible for keeping and disseminating an accurate record of proceedings (including all votes and minutes) of all meetings of the Steering Committee, and such other actions of USLAW as the Steering Committee shall direct. He or she shall give or cause to be given notice of all meetings in accordance with these Bylaws or as required by law. The Secretary shall have custody of the corporate seal of USLAW, and he or she shall have the authority to affix same to any instrument requiring it. The Secretary shall ensure that procedures for elections are followed and serve on the Elections Committee, if not a candidate. The Secretary, in the absence or incapacity of the Chief Financial Officer or Chair, shall have authority to sign or co-sign checks and other financial instruments and contracts. He or she shall be bonded and shall perform such other duties as the Steering Committee may prescribe.
104. b. Inspections: Both the Chief Financial Officer and the Secretary shall permit any member of the Steering Committee or his or her duly authorized attorney by request in advance in writing to inspect all books and records of USLAW, for any purpose at any reasonable time.
105. c. Spokespersons: The Co-Convenors shall function as the principal spokespersons for the organization. They shall be accountable and make regular reports to the Steering Committee.
106. d. Responsibilities: The Co-Convenors shall give leadership in coordinating USLAW's National Assembly; propose an annual budget and maintain fiscal oversight of the business affairs of USLAW; help design and oversee the implementation of the activities and program of USLAW, including affiliation and membership recruitment, organizing and outreach, education and coalition-building; provide overall direction to and coordination of the activities of the Steering Committee; hire and oversee the work of staff, other employees and contractors; preside at Steering Committee meetings and National Assemblies; and such other duties and responsibilities as may be assigned to them by the Steering Committee, or as provided by these Bylaws.
107. e. Initial Officers: The initial Executive Officers of USLAW shall be the persons who were elected as Co-Convenors at USLAW's 2004 National Assembly. Thereafter, the Executive Officers of USLAW shall be elected at subsequent National Assemblies by delegates eligible to vote in such elections as established by these Bylaws and the rules of the National Assembly.
108. Section 3. Term of Office: The Executive Officers of USLAW shall hold office for a term to run from the National Assembly at which they were elected until the next National Assembly, but in no event for longer than three (3) years from the effective date of their election. Any individual may serve as an Executive Officer for succeeding terms without limitation.
109. Section 4. Termination and Vacancy of Office: The term of any Executive Officer shall terminate upon the effective date of his or her resignation, submitted orally or in writing to the Executive Committee; upon his or her death; in the event of long term or permanent incapacity to serve as a consequence of illness, disability or other health-related reason, with said incapacity existing or expected to exist for longer than six (6) months; or in the event of relocation outside the United States. or upon a two-thirds (2/3) majority vote of the Steering Committee to remove him or her from office. Such decision may be appealed to a referendum of the Leadership Council, following a presentation of facts and arguments by the Steering Committee and the Executive Officer subject to removal. The decision of the Leadership Council shall be final.
110. a. Mid-Term Vacancy: In the case of a mid-term vacancy for any Executive Officer, the Steering Committee, at its next scheduled meeting following the vacancy, may nominate and elect by a majority vote, a successor Officer to fill such vacancy, or leave the office vacant until the next regular election.
111. b. Term of Successor: The term of the successor Officer elected to fill a mid-term vacancy shall be the unexpired portion of the predecessor Officer's term.
112. c. Requirements: Any candidate for an Executive Officer vacancy must be a current member of the Steering Committee and must be a member of USLAW or one of its affiliated organizations for at least six (6) months prior to taking office.
113. **Article X: Executive Director**
114. Section 1. Discretionary Hire: At the discretion of the Executive Committee and subject to approval of the Steering Committee, the Co-Convenors may hire an Executive Director

115. Section 2. Duties: The Executive Director shall manage the day to day affairs of the organization, supervise other staff, develop personnel policies, benefits and programs, represent and speak for the organization when requested by the Co-Convenors, participate in the development of a budget and financial plan, oversee the implementation of the decisions of the organization, and serve in ex officio capacity on all committees and task forces.
116. Section 3. Accountability and Removal: The Executive Director shall be accountable to the Executive Committee and Steering Committee and shall make regular reports to both. The Executive Director may be removed by decision of a majority of the Co-Convenors, or by a majority vote of the Steering Committee, whose decision may be appealed to a referendum the Leadership Council, following presentation of facts and arguments by both the Steering Committee and the Executive Director. Compensation and benefits provided to the Executive Director shall be approved by the Steering Committee based upon the recommendation of the Executive Committee.
117. Section 4. Serving as Agent of Officers: The Executive Director may, with the authorization of the Executive Committee, enter into and execute on behalf of USLAW contracts, leases, debt obligations and all other forms of agreements or instruments, whether under seal or otherwise, permitted by law, the Articles of Incorporation and these Bylaws, except where such documents are required by law to be otherwise signed and executed, or where the signing and execution thereof shall be exclusively delegated to some other officer or agent of USLAW. The Executive Director, may, subject to the authorization of the Executive Committee, hire staff to perform duties on behalf of USLAW.

118. Article XI: Financial Affairs

119. Section 1. Budget: The Co-Convenors, or Executive Committee if one exists, shall prepare an annual budget to be approved by the Steering Committee and shall make regular quarterly financial reports to the members of the Steering Committee.
120. Section 2. Financial Report: The officers and Steering Committee shall make a report on the financial affairs of USLAW at least once each calendar year. The report shall be made available to all members of the Leadership Council and upon written request to any individual associate member.
121. a. Audit: The Co-Convenors shall arrange for USLAW financial records to be independently audited at least once each fiscal year according to generally accepted accounting principles. The audit report shall be made available to all members of the Leadership Council and upon written request to any individual associate member in good standing.
122. Section 3. Conflict of Interest: No USLAW Co-Convenor, Steering Committee member, or any of its Committees, or the Executive Director shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with or in U.S. Labor Against the War. Each Steering Committee Member, Co-Convenor, and any other officer shall disclose to USLAW any personal interest which he or she may have in any matter pending before USLAW and shall refrain from participation in any decision on such matter.
123. a. Full Disclosure: Any member of the USLAW Steering Committee, any Co-Convenor, the Executive Director or staff member who is an officer, board member, a committee member or staff member of a borrower organization or a loan applicant entity shall identify his or her affiliation with such entity; further, in connection with any credit policy committee or Steering Committee or Executive Committee action specifically directed to that entity, he/she shall not participate in the decision affecting that entity and the decision must be made and/or ratified by the full body.
124. b. No Personal Use of Data: Any member of the USLAW Steering Committee, any Co-Convenor, the Executive Director or staff member or other employee shall refrain from obtaining or using any list of USLAW members or affiliates for personal or private solicitation purposes at any time during the term of their affiliation or association with USLAW.
125. Section 4. Compensation: Members of the Steering Committee and Co-Convenors shall receive no compensation for their services, but by resolution of the Steering Committee, may be reimbursed for any reasonable expenses incurred while acting on behalf of the organization. Compensation of the Executive Director, all other employees and contractors performing services for the organization shall be determined by the Executive Committee, subject to the review and approval of the Steering Committee. Reimbursement for any expense shall be made only upon presentation of suitable documentary or other evidence to support the claim for reimbursement.

126. Article XII: National Assembly

127. Section 1. Authority of the Assembly: The highest decision-making body of USLAW shall be its National Assembly. The National Assembly shall be a delegated convention at which the general policies and principal programs of the organization shall be established and changed as deemed appropriate by the delegates.

128. Section 2: Right to Vote: Only affiliated organizations and associate members in good standing shall be entitled to cast votes. The number of delegates to which any affiliate is entitled, and the voting strength of any associate member shall be determined by the Steering Committee in accordance with these Bylaws.
129. Section 3. Convening the Assembly: National Assemblies shall be convened at the call of the Steering Committee, but in no event less often than once every three (3) years. The call to an Assembly shall be issued at least sixty (60) days in advance of the date on which it is to open. All affiliates and members shall be informed of the date and city in which the Assembly will be held at least sixty (60) days in advance of the scheduled convening. Assembly rules shall be established by the Steering Committee and shall be issued and made available no less than forty-five (45) days in advance of the Assembly.
130. Section 4. Resolutions at the Assembly: Delegates shall be entitled to submit resolutions regarding the policies and program of the organization for consideration at a National Assembly, which shall be acted upon in accordance with the rules established for that Assembly. The Steering Committee may establish a deadline for advance submission of resolutions to be considered by the Assembly. A resolutions committee established by the Steering Committee may amend resolutions and consolidate resolutions that address the same or substantially similar issues and shall report same to the Assembly for consideration, with or without a recommendation for action.
131. Section 5. Election of Leadership: Delegates to a National Assembly shall elect Co-Convenors and members to the Steering Committee.
132. a. Election by Mail Ballot: In the event that the Assembly is unable or fails to vote on Steering Committee nominees submitted by the various constituency caucuses provided by these By-laws prior to the adjournment of the Assembly, a ballot containing the names of those nominated shall be delivered to the appointed representative of each affiliate within that constituency group. Ballots, to be counted, must be received by USLAW at the address provided in the ballot instructions no later than thirty (30) days following issuance of the ballot (date of mailing).
133. b. Certification of Results: The Co-Convenors, or Executive Committee if one exists, shall count the ballots timely received, and shall certify the results and report same in writing to all affiliates.
134. c. Appeal: An appeal may be registered to the certification of an election, if received by the Executive Committee no later than fourteen (14) days from the date of certification. Any appeals to the certification shall be heard by the next regular or special Steering Committee meeting, whose decision shall be final.

135. **Article XIII: Decisions by Consensus**

136. The organization at all levels will seek and endeavor to make its decisions by consensus. However, where a vote may be required in Steering Committee deliberations, each member of the Steering Committee participating may cast one vote. In deliberations of the Leadership Council and in all Assemblies, any duly authorized representative or delegate may request a weighted ballot, in which case each organization shall be entitled to cast the number of votes to which it would be entitled under the rules used to determine delegate status at the most recent National Assembly.

137. **Article XIV: Affiliations**

138. Upon request, the Steering Committee may, at its discretion but subject to review, if requested by any affiliate's representative, by the Leadership Council, affiliate the organization with coalitions and other organizations whose mission, objectives and program are consistent with that of USLAW.

139. **Article XV: Rules of Order**

140. Except as provided by these by-laws and applicable law, the deliberations and governance of USLAW shall be in accord with generally accepted Robert's Rules of Order.

141. **Article XVI: Adoption and Amendment of By-laws**

142. Section 1. Adoption: These By-laws shall be presented to and ratified by the 2006 National Assembly by a simple majority vote of the delegates in accordance with the rules of the Assembly.
143. Section 2. Amendment: These By-laws may be amended by a sixty (60) percent majority of votes cast by delegates to a National Assembly, and between National Assemblies by a sixty (60) percent majority of votes cast by members of the Steering Committee, whose decision must be ratified by a majority of members of the Leadership Council. Proposed amendments, except as otherwise herein provided, must be submitted in writing by

an affiliated organization or by action of the Steering Committee at least forty-five (45) days in advance of an Assembly in order to be considered by that Assembly. Amendments referred by the Steering Committee for ratification by the Leadership Council shall be made available at least forty-five (45) days prior to the deadline for return of Leadership Council ballots. Amendments shall be posted to the USLAW website at least two (2) weeks prior to the opening of the Assembly or within ten (10) days following adoption by the Steering Committee for ratification by the Leadership Council, except that amendments submitted during a National Assembly may be considered without advance notice if recommended by a two-thirds (2/3) majority vote of the Steering Committee or by a motion from the floor by a duly authorized delegate supported by a two-thirds (2/3) majority vote of all delegates then voting.

144. **Article XVII: Amendment of Articles of Incorporation**

145. The Articles of Incorporation may be altered, amended, or repealed, or new Articles of Incorporation adopted, at any meeting of the Steering Committee, but only if (1) the action taken is approved by the affirmative vote of two-thirds (2/3) of all Steering Committee members present at such meeting; and (2) at least ten (10) days' written notice is given of the intention to take such action at such meeting.

146. **Article XVIII: Miscellaneous**

147. Section 1. Fiscal Year: The fiscal year of USLAW shall be determined by resolution of the Executive Committee, and absent such resolution shall be consonant with the calendar year.

148. Section 2. Checks: All checks, drafts, or other orders for the payment of money shall require the signature of the Treasurer or Secretary or such other Executive Officer as shall be designated by the Executive Committee.

149. **Article XIX: Separability**

150. Should any provision of these By-laws be found to be in violation or conflict with any state or federal law or lawful regulation or by order of a court of competent jurisdiction, the remaining provisions shall be unaffected and shall remain in full force and effect.

Adopted by the 2006 USLAW National Assembly, December 2, 2006, in Cleveland, Ohio.

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