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**BYLAWS
OF
PEACE OPERATIONS TRAINING INSTITUTE**

**ARTICLE I
PURPOSE**

- Section 1. **Purpose of the Peace Operations Training Institute.** The purpose of the Peace Operations Training Institute is to serve the distance-training needs of the international peacekeeping community.

**ARTICLE II
OFFICES**

- Section 1. **Principal Office.** The principal office of the Corporation shall be located in Williamsburg, Virginia or any other location designated by the Board of Directors.
- Section 2. **Registered Office.** The registered office of the Corporation required by law to be maintained in the State of Virginia may be, but need not be, identical with the principal office.
- Section 3. **Other Offices.** The Corporation may have offices at such other places, either within or without the State of Virginia, as the Board of Directors may designate or as the affairs of the Corporation may require from time to time.

**ARTICLE III
BOARD OF DIRECTORS**

- Section 1. **General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors.
- Section 2. **Number and Qualifications.** The number of Directors constituting the Board of Directors shall be not less than four nor more than fifteen as the Board may determine from time to time.
- Section 3. **Election, Appointment, and Terms of Directors.** The Executive Director of the Corporation shall be a Director ex officio.

All other Directors (the "Appointed Directors") shall initially be selected by the Executive Director and Counsel based on their standing in the peacekeeping community, nationally or internationally, the academic community, their long-standing relationship with prior programmes, or other factors. The Appointed Directors shall be divided into three classes, as nearly equal in number as may be, to serve in the first instance for terms of one, two, and three years, respectively, and thereafter the successors in each class of Appointed Directors

shall be elected by the remaining members of the Board to serve for terms of three years. Appointed Directors are eligible for nomination as Elected Directors on expiration of their initial term. There is no limit on service as an Elected Director except that an Elected Director may not be reelected to serve for a third consecutive three-year term. In the event of any increase or decrease in the number of Directors, the additional or eliminated directorships shall be so classified or chosen that all classes of Directors shall remain or become as nearly equal in number as may be. The Elected Directors shall be elected at the annual meeting of Directors for the terms prescribed above by the vote of the Directors then in office, and those persons who receive the highest number of votes at a meeting at which a quorum is present shall be deemed to have been elected. If any Director so demands, the election of Directors shall be by written ballot.

Each director shall hold office until the expiration of his or her term unless earlier terminated by death, resignation, retirement, removal, disqualification or until his or her successor shall have been appointed or elected and qualified. Directors need not be residents of the State of Virginia, or of the United States of America.

- Section 4. **Removal.** Any Director may be removed at any time with or without cause by vote of a majority of the directors present at a meeting at which a quorum is present and for which written notice of the proposed removal has been given in accordance with the provisions of Section 3 of Article III of these bylaws.
- Section 5. **Vacancies.** Any vacancy occurring in the Elected Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. An Elected Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.
- Section 6. **Chair of the Board.** There may be a Chair of the Board of Directors elected by the directors from their number at any meeting of the Board to serve for such term as the Board may determine. The Chair shall preside at all meetings of the Board of Directors and perform other such duties as may be directed by the Board.
- Section 7. **Vice Chair of the Board.** There may be a Vice Chair of the Board of Directors elected by the directors from their number at any meeting of the Board. In the absence of the Chair, the Vice Chair shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.
- Section 8. **Compensation.** The Board of Directors may not compensate directors for their services as such, but by resolution may pay a fixed sum for attendance at meetings of the Board of Directors and may provide for the payment of any or all expenses incurred by directors in attending regular and special meetings of the Board.

ARTICLE IV

MEETINGS OF DIRECTORS

- Section 1. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held at the principal office of the Corporation or at such other place as the Board may designate. In addition, the Board of Directors may provide, by resolution, the time and place, either within or without the State of Virginia, for the holding of additional regular meetings.
- Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Executive Director or any two (2) directors. Such a meeting may be held either within or without the State of Virginia, as fixed by the person or persons calling the meeting.
- Section 3. **Notice of Meetings.** Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least ten days before the meeting, give written notice thereof delivered personally or sent by mail, e-mail, or fax to each director at his address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed with postage thereon prepaid. Due consideration should be given for international Directors. Such notice need not specify the purpose for which the meeting is called.
- Section 4. **Waiver of Notice.** Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 5. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- Section 6. **Manner of Acting.** Except as otherwise provided in these bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 7. **Presumption of Assent.** A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote or dissent by such director is recorded or is entered in the minutes of the meeting or unless such director shall file a written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.
- Section 8. **Informal Action by Directors.** Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action

in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

- Section 9. **Committees of the Board.** The Board of Directors, by resolution adopted by a majority of the directors present at a meeting at which a quorum is present, may designate directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the Corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed by law.
- Section 10. **Remote Meetings.** Any meeting of the Board of Directors or any meeting of a Board Committee may be held with the members of the Board or members of such Committee participating in such meeting by telephone or by any other means of communication by which all such persons participating in the meeting are able to speak to and hear one another.

ARTICLE V

OFFICERS

- Section 1. **Officers of the Corporation.** The officers of the Corporation shall consist of an Executive Director, a Secretary, a Treasurer and such other officers as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where action of two or more officers is required.
- Section 2. **Election and Term.** The officers of the Corporation shall be appointed annually by the Board of Directors and each officer shall hold office for one year or until a successor shall have been appointed and qualified. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.
- Section 3. **Compensation of Officers.** The compensation of all officers of the Corporation shall be fixed by the Board of Directors and no officer shall serve the Corporation in any other capacity and receive compensation therefore unless such additional compensation be authorized by the Board of Directors.
- Section 4. **Removal.** Any officer or agent appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.
- Section 5. **Bonds.** The Board of Directors may by resolution require any officer, agent, or employee of the Corporation to give bond to the Corporation, with sufficient sureties, conditioned on the faithful performance of the duties of the respective office or position, and to comply with such other conditions as may from time to time be required by the Board of Directors.

- Section 6. **Executive Director.** The Executive Director shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Corporation; preside at meetings of the Board of Directors if neither the Chair nor Vice Chair of the Board is not present or if there is no Chair or Vice Chair of the Board; sign, with the Secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general perform all duties incident to the office of the Executive Director and such other duties as may be prescribed by the Board of Directors from time to time.
- Section 7. **Secretary.** The Secretary shall: (a) keep the minutes of the meetings of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents the execution of which on behalf of the Corporation under its seal is duly authorized; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be prescribed by the Executive Director or by the Board of Directors.
- Section 8. **Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article V of these bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be prescribed by the Executive Director or by the Board of Directors, or by these bylaws.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

- Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless specifically

authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

- Section 3. **Checks and Drafts.** All checks, drafts or other orders for the payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution, such instruments shall be signed by the Treasurer and countersigned by the Executive Director.
- Section 4. **Deposits.** All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.
- Section 5. **Gifts.** The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the Corporation.

ARTICLE VII

GENERAL PROVISIONS

- Section 1. **Seal.** The corporate seal of the Corporation shall consist of two concentric circles between which is the name of the Corporation and in the center of which is a logo as may be selected.
- Section 2. **Indemnification.** Any person who at any time serves or has served as a director or officer of the Corporation shall have the right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees actually and necessarily incurred by him or her in connection with any threatened, pending or completed civil, criminal, administrative, investigative, or arbitral action, suit or proceeding (and any appeal therein), whether or not brought by or on behalf of the Corporation, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity, and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine penalty or settlement for which he or she may have become liable in any such action, suit or proceeding.
- In addition to the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability incurred or asserted to be incurred in any such capacity, or arising out of any such status, whether or not the Corporation would have the power to indemnify him against such liability.
- Section 3. **Fiscal Year.** The fiscal year of the Corporation shall be 1 January to 31 December.

- Section 4. **Amendments.** Except as otherwise provided herein, these bylaws or the Corporation's articles of incorporation may be amended or repealed and new bylaws (or amended articles of incorporation) may be adopted by the affirmative vote of two thirds of the directors then holding office at any regular or special meeting of the Board of Directors at which a quorum is present, provided that at least ten (10) days written notice is given of intention to alter, amend, repeal or adopt new Bylaws (or articles of incorporation) at such meeting.
- Anything herein to the contrary notwithstanding, the Corporation's articles of incorporation, as well as Sections 3 and 4 of Article II and Sections 4 and 5 of Article VI, may not be amended without the consent and approval of the Directors.
- Section 5. **Distribution Upon Dissolution.** In the event of the termination, dissolution or winding up of the affairs of the Corporation in any manner or for any reason whatsoever, the directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all of the remaining assets and property of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes under Section 501 (c)(3) of the Code as may be directed by the directors of the Corporation.
- Section 6. **Books and Records.** The Corporation shall keep correct and complete books and records and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors. The books, records and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any director. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any director at the principal office of the Corporation.