

**Alternatives to Violence Project/North SF Bay Council**  
**Articles Of Association**  
**Adopted December 18, 2018**

**I. DESCRIPTION AND PURPOSE**

The North SF Bay Council of the Alternatives to Violence Project (or AVP-North Bay Council or AVP/NBC), an unincorporated association, is a Local Council of the [\*Alternatives to Violence Project\*](#), a world-wide movement dedicated to learning to transform and resolve conflicts without resort to manipulation, coercion, or violence.

The purposes of AVP/NBC are to provide public workshops in Northern California, train and support AVP facilitators, support programs in prisons, and to help each other grow and more fully express AVP principles in our lives.

**II. CONFORMANCE TO IRC 501(c)(3)**

AVP/NBC is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Upon the dissolution and winding up of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code and which has established its tax-exempt status under that section.

**III. AFFILIATIONS**

AVP/NBC affiliates with AVP-USA, Inc., adheres to its Mission Statement, and is subject to its general supervision and control as detailed in its Bylaws and Policies.

AVP/NBC also cooperates and coordinates with AVP/California; in the event that AVP/California and AVP-USA, Inc. issue conflicting mandatory directives, AVP/NBC shall conform to AVP-USA, Inc.

**IV. MEMBERSHIP AND DECISION PROCESS**

AVP/NBC welcomes attendance by all AVP Facilitators, experienced, inexperienced, or new, including apprentices.

Members of AVP/NBC shall at any time consist of all AVP Facilitators who have attended at least three general meetings in the preceding 12 months.

All decisions shall require unanimous consent or abstention by all Members who participate in a given decision.

Decisions may be made using verbal discussion (including by teleconference) at any general meeting of Members. Decisions may also be made using email or any other communication method provided all participants can view all discussions, and all participating Members state their consent or abstention within a five-day period.

Decisions may only be made when a Recording Secretary records the meeting or other communication and a quorum of Members participate.

**QUORUM**

Herein, "quorum" means the minimum number of participating Members needed to make a decision.

The quorum for decisions at any regularly-scheduled meeting, or at a specially-called meeting when the special meeting and proposed actions were announced to all Members at least 7 days in advance, shall be four Members.

The quorum in all other circumstances shall be two-thirds of the total number of Members.

**V. OFFICERS**

Officers shall be appointed by the Membership or as specified in Bylaws.

The Treasurer, acting as a Fiduciary of AVP/NBC, shall operate financial accounts, receive and disburse funds, and keep accurate records of income and expenses. The Treasurer shall prepare an annual written Financial Report which lists income and expenses for the year, and shall file any returns required by tax authorities. The Treasurer shall serve until 30 days after giving notice of resignation, or until replaced or removed by the Membership.

A Recording Secretary is appointed for a specific meeting or other communication and shall make and keep an accurate record of binding decisions made in that meeting or communication. Recording Secretaries may certify decisions which they personally recorded, and may certify other decisions when the original Recording Secretary is unavailable.

**VI. BYLAWS AND AMENDMENTS**

There are no initial Bylaws. Bylaws may be adopted or amended using the decision procedures specified in these Articles. Bylaws must be consistent with these Articles of Association, except that Bylaws may modify or supersede provisions herein regarding membership and the rights of Members, and how decisions may be made.

Notwithstanding any Bylaws, these Articles may be amended only using the decision procedures defined herein.

**VII. RATIFICATION**

The following Officers hereby certify that these Articles of Association were duly adopted by the Members of AVP/North Bay Council in a vote conducted December 17-18, 2018:

<u>James L. Avera</u>	<u>«signed»</u>	<u>Recording Secretary</u>	<u>12/18/2018</u>
(Name)	(signature)	(capacity)	(date)

<u>Sharon Beckman</u>	<u>«signed»</u>	<u>Treasurer</u>	<u>12/19/2018</u>
(Name)	(signature)	(capacity)	(date)