

**PEACE & JUSTICE CENTER OF SONOMA COUNTY
BOARD OF DIRECTORS HANDBOOK**

BOARD STRUCTURE

- A. The board shall consist of at least 3 but not more than 17 members.
 - a. The exact number of board members shall be fixed from time to time by the board of directors.
- B. All board members shall be elected at our annual organizational meeting in June. The annual meeting shall be held for the purposes of electing board members, appointing committees and committee members and transaction of other business.
 - a. If any board members are not elected at an annual meeting, they may be elected at any meeting held for that purpose.
 - b. A term starts on July 1 and ends June 30 the following year.
 - c. Each board member shall hold office until the expiration of his/her term, and unless removed from office, until a successor has been elected.
- C. Any board member may resign by giving a signed written notice to the president of the board.
 - a. Resignation is effective when the notice is given unless it specifies a later time for the resignation to become effective.
 - b. If the resignation is effective at a later time, the board may elect a successor to take office on the resignation date stated.
- D. Vacancies exist when the actual number of directors is less than the authorized number.
 - a. Vacancies may be filled by the remaining directors for the unexpired portion of the term.
- E. A director may be removed by the majority of directors then in office at any time, with or without cause.
- F. Special meetings of the board may be called by the president or any two directors at any time.
- G. A quorum is a majority of the board members then in office or in our case at the present time 6.
 - a. In no event shall the required quorum be less than one-fifth of the authorized number of board members, or 4 board members.
 - b. All actions and decisions made at a meeting where a quorum is present, shall be an act of the board.
 - c. If during a meeting enough board members leave during the meeting to make the remaining number less than a quorum, all actions and decisions shall be acts of the board.
- H. Actions without a meeting. .
 - a. Any action that the board is required or permitted to take may be taken without a meeting, if all members of the board consent in writing to the action.
 - b. Decisions by email - Originally formulated by Linda Sartor & Gary Melrose, 11-12-13, adopted 7-22-15 - Any two directors or staff member and a director may call for a decision by email. All calls will be titled EMAIL DECISION in subject line followed by specific topic. Called topics will be limited to items of minor consequence, urgent items that can't wait until the next board meeting, and items already discussed at board meetings that just needed some additional information or wording. Examples of email decisions might include co-sponsorships, written statements in the name of the PJC, called actions in response to current events. Should any director responding have a conflict with the proposed decision or if any discussion is needed, that email decision will cease. An email decision shall require board member response no later than 72 hours from the time of first email.

With a quorum agreeing, any action taken or decision made will be added to the minutes of the next regular meeting.

- c. All consents shall be filed with the minutes of the proceedings of the board.
- I. Board members shall not be personally liable for the debts, liabilities, or other obligations of the Center.
- J. Every board member shall have the right at any reasonable time to inspect the Center's books, records, documents of every kind, and physical properties. It is the duty of the Center Coordinator to provide these documents in a timely manner (24 hours or less).
- K. Officers of the board shall be a president, vice president, a secretary and a treasurer.
 - a. These officers shall be chosen annually by the board and serve under the pleasure of the board.
 - b. The president shall be the general manager of the Center and supervise, direct and control the Center's activities, affairs and board members.
 - c. The vice president shall perform the duties of the president if the president is absent or disabled and have such powers as the board or the bylaws may prescribe.
 - d. The secretary shall keep or cause to be kept, at the Center's office a book of minutes of all meetings, proceedings and actions of the board and committees of the board. Minutes shall include time, place where meeting was held and names of those present.
 - e. The treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct books and accounts of the Center's properties and transactions. The treasurer shall see that each board member has all financial statements as required by law and state the financial condition of the Center. The treasurer shall see all money and other valuables are deposited in the name of the Center in appropriate accounts.

DUTIES OF BOARD MEMBERS

- A. Be a current member of the Center.
- B. Attend all board meetings, retreats and trainings.
- C. Help raises funds for Center.
- D. Serve a full term on board.
- E. Be an ACTIVE member of 1 or more committees.
 - a. Learn how to be an effective member of committee.
 - b. Be the chair of a committee.
 - c. Recruit new member of committee and teach them your job.
 - d. After training your replacement, join a new committee and learn the workings of another committee.
- F. Learn nonviolence
 - a. Nonviolence is a state of mind as well as a state of being (physical as well as mental).
 - b. All of the actions of the Center are based on this principal.
 - c. Take nonviolence training at the Center.
- G. Board members are not Center spokespersons; only the president or Center Coordinator is.
- H. If you are having problems with policies, programs, other board members, the Center Coordinator or a volunteer, bring these problems to the president, executive board or the full board; never take these problems to the public. The image of the Center reflects its effectiveness.
- I. All board members can bring proposals, programs or policies to the executive board or the full board.

LEGAL RESPONSIBILITIES

- A. Know the policies and programs of the Center.
 - a. Policies: personal policy, employee conduct policy, room use policy, fiscal sponsorship policy, key policy, harassment policy, nonsmoking policy, nuclear policy, police accountability policy, event underwriting program policy, open door policy, drug and alcohol policy, etc.
 - b. Programs: Annual Awards event and other mutually decided events.
- B. Overseeing the implementation of these policies and programs.

FISCAL RESPONSIBILITIES

- A. Each board member is fiscally responsible for the Center.
 - a. Must be knowledgeable about the budget.
 - b. Must take active part in planning each new budget.
 - c. Must help with fundraising by actively engaging in raising the needed funds to run the Center.
- B. An Annual Report must be sent to board members within 120 days of the end of the fiscal year.

CONSENSUS

A process of reaching an agreement on a policy or program through gathering information and viewpoints, having discussions until everyone can agree or at least live with the decision. Ideally consensus synthesizes the ideas of all board members into one decision. Total agreement may not be reached but all have had their say and no discussion is finalized until all are comfortable with the decision and there is no resentment with the decision.

- A. Consensus builds mutual respect, trust and cooperation among board members.
- B. Consensus safeguards against ego/adversary attitudes, uniformed decision making, “rubber-stamping” of decisions, coercion, self interested positions and halfhearted agreements.
- C. Consensus lessens the possibility that a minority will feel that an unacceptable decision has been imposed on them.
- D. In the process of consensus a policy or program is introduced and discussed until all board members have had their say.
 - a. Consensus is then asked for; if all concur, then policy or program is passed.
 - b. If one or more board members does not concur then:
 - A board member in profound disagreement may block, then the policy or program is not passed.
 - A board member may voice objections but stand aside allowing the policy or program to pass.
 - If 2 or 3 board members stand aside then the facilitator should question whether the best decision has been made.
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THE CENTER’S RESPONSIBILITY TO BOARD MEMBERS

- A. The Center Coordinator will send minutes of board meetings, minutes of all committee meetings, financial reports and the agenda of all board meetings to all board members.
- B. The Center Coordinator will be available to discuss policies, procedures, programs, goals and objectives with all board members.
- C. Board members will answer all questions of another board member to assist in carrying out board duties.

TREATMENT OF BOARD AND STAFF

The Center Coordinator and all board members will be treated with respect and dignity. We will from time to time disagree on policy, program and methods but never lose sight that we are a team dedicated to the mission statement, which is above all personal conflict.

BOARD MEETINGS

- A. Board members are required to attend all board meetings.
 - a. If you are unable to attend you must inform the Center Coordinator or president.
- B. Board members are required to be on time to all meetings.
 - a. If you are unable to be on time you must inform the Center Coordinator or president.
- C. The pot luck dinner before the meeting is optional.
- D. Agenda of the meeting.
 - a. Submit agenda items to the President by Tuesday before the board meeting to be on the agenda before it is sent out to board.
 - b. All committee reports must be submitted by Tuesday before the board meeting.
 - c. Submit all background materials for agenda items to be included in board packet by Tuesday before the board meeting.
- E. Facilitator
 - a. Call meeting to order.
 - b. Ask for additional agenda items.
 - c. Keep discussion moving and on point.
 - d. Keep order of the queue of board members to speak.
 - e. Call an end to discussion by calling the question and asking for consensus on the topic.
 - f. At end of meeting ask for facilitator for next meeting.
- F. When you want to contribute to the discussion, raise your hand to get on queue list.
 - a. Don't speak out of turn. Wait to be called on.
 - b. Keep on topic.
 - Don't wander off on tangents.
 - Don't repeat what has been stated before
 - Keep comments short and to the point.
 - c. Don't have side conversations, if it is important the whole board should know it.

STATEMENT OF UNDERSTANDING FOR BOARD MEMBERS

- * As a member of the Board of Directors, I agree to fulfill the following duties and responsibilities:
- * I understand and support the mission of the Peach & Justice Center of Sonoma County and I am committed to carry out this mission.
- * I am legally responsible for knowing and approving the policies and programs of the organization and overseeing the implementation of these policies and programs.

- * I am fiscally responsible, with other Board members, for this organization. It is my duty to be knowledgeable about the budget and to take an active part in planning each new budget and the fundraising required.
- * I agree to attend all Board meetings. If I am unable to attend a meeting, I will inform the Center Coordinator in advance, and I will be available for telephone consultation when needed.
- * I will be a current member of the Peace & Justice Center of Sonoma County.
- * I will actively engage in fundraising activities for the Peace & Justice Center of Sonoma County.
- * I will be an active member of one or more committees of the Peace & Justice Center of Sonoma County.
- * I will serve on the Board for one full term which ends June 30th. If I am unable to serve for my full term, I will provide the Board an explanation for my resignation and try to help find a replacement to fill my commitment.
- * I will follow the Peace & Justice Center of Sonoma County's policy of nonviolence, in all actions and policies I participate in, in the name of the organization.
- * I will treat the Center Coordinator and all Board Members with respect and dignity. I will from time to time disagree on policy and methods, but never will I lose sight that we are a team dedicated to the mission statement, which is above all personal conflict.
- * I will learn the rules of consensus, by which the Board conducts business.

The organization, in turn, is responsible to me as a Board member in the following ways:

- * I will be sent minutes of all Board meetings and financial reports.
- * The Center Coordinator will be available to discuss policies and procedures, programs, goals and objectives with me.
- * Board and staff members will answer any questions I have that I feel are important to carry out my duties as a Board member.

Signed: _____ Date: _____

COMMITTEES OF THE BOARD

The board may create one or more committees each consisting of 2 or more board members and no persons who are not board members. These committees, to the extent provided in the board resolution establishing the committee, shall have all the authority of the board except as noted in the bylaws. Minutes of board committee meetings shall be kept and filed with Center records.

B. Executive Committee

- a. Made up of Center Officers, President, Vice President, Secretary and Treasurer.
- b. Sets agenda of board meetings, sifts through programs and proposals to bring to whole board.

B. Finance/Budget Committee

- a. Ensures financial accountability of the Center.
- b. Oversees the ongoing process of budget development, approval and review.
- c. Ensures that adequate funds are raised to support our policies and programs.
- d. Manages and maintains properties and investments of the Center.

C. Nominating Committee

- a. Finds personnel for Board, Advisory Board and committees.
- b. Job requirements for new board members:
 - A demonstrated interest in the Center's goals.

- Specific experience and/or knowledge in at least one area: Human Resources, Planning, finance, Community Relations or Organizational Operations.
- Representative of some aspect or segment of the whole community.
- Shows a willingness to expand knowledge of board responsibilities to the community.
- Shows a willingness to represent the organization to the community.
- Willing to work 6 to 10 hours per month for Center.

D. Personnel Committee

- a. Hires, fires, supervise and evaluate the Center Coordinator.
- b. Provides policy guidance about salaries, benefits and grievance procedures.

ADVISORY COMMITTEES

These committees are designated by board resolutions and may consist of nonboard members. These committees may only take actions approved by the board. These are examples of past and current committees.

- A. Fundraising Committee – Raises the funds that the Center needs for operation.
- B. Annual Dinner Committee – Organizes, puts on and evaluates our Annual Dinner.
- C. Peace Press Editorial Collective – Writes, publishes and distributes the Center’s newsletter.
- D. Hiroshima Day Committee – Organizes, puts on and evaluates our yearly anti-war – anti nuclear event.
- E. Thursday Night Committee – Organizes, puts on and evaluates Thursday Night event at Center.
- F. Building Committee – Maintains building and organizes the Center’s physical space.
- G. HOPE Committee – Develops and brings the HOPE counter recruitment program to schools and colleges.
- H. Tabling Committee – Organizes and coordinates the Center’s tabling at events through the year.
- I. Publicity Committee – Gets our message in the electronic and print media.
- J. Program Committee – Organizes, puts on and evaluates programs the Center brings to community.
- K. Advisory Board – list of community members who have concern for the Center and to call for advice.
- L. Social contract

INTERNAL MEDIATION POLICY **Going to the Source**

In order to facilitate the mission of the Peace & Justice Center of Sonoma County “to practice active nonviolence as a transforming way of life,” we, the Board of Directors affirm the following:

1. In a face-to-face participatory community, talking disrespectfully about others in their absence is a form of violence, potentially fostering an atmosphere of estrangement and mistrust. In order to demonstrate respect and sensitivity for the ideas, feeling and needs of others, Center Staff and Board members will attempt in good faith to practice forms of criticism and conflict resolution guided by the principle of “Going to the Source.”
2. “Going to the Source” means we will seek direct dialogue with those with whom we are in conflict; that we will bring our criticisms of others to them personally, so that we may potentially benefit from

shared insight; that we will avoid talking disrespectfully among ourselves or in public behind one another's back, and that if we are invited to do so, we will respond: "Go to the source."

3. That wherever direct dialogue is perceived as futile or impossible, we will seek mediation from Staff or Board members, or a member of the larger community experienced in conflict mediation.
4. That open disagreement and criticism respectfully and directly expressed are necessary parts of free association and mutual inquiry and should be considered as important as expressions of positive value and agreement. Respectful criticism includes self-critical awareness of the nature of conflict and seeks to avoid unconscious projection of blame onto others.
5. Conflicts between Board members should be resolved directly between themselves. If unresolved, they should be brought to the President of the Board.
6. Conflicts between Center volunteers or between a volunteer and a Board member should be taken to the Center Coordinator.
7. Conflicts regarding the Center Coordinator should initially be brought to the Center Coordinator. If unresolved, and only in those cases, the issue should be brought to the President of the Board of Directors.

BOARD NOMINATING PROCESS

1. Identify skills, and/or demographic representation needed.
2. Board Members and others identify candidates and identify people who could fill current Center needs and are potentially interested.
3. The nominating committees will pre screen board members regarding nominee If flags or concerns are raised, the person can be rejected.
 - a. If agreed, the candidate is sent an application to be completed.
4. A minimum of two board members arranges a personal meeting with prospective candidate to:
 - a. Present an overview of the organization.
 - b. Determine if the prospective candidate fits the criteria the Board is seeking.
 - c. Help the prospective candidate make an informed decision about serving on the board.
 - d. Help determine whether or not he/she is willing and available to make the required commitment.
5. If the prospective candidate seems to be a good fit:
 - a. Invite him/her to the next Board meeting and inform him/her of election process (steps 6-8).
 - b. Give/send him/her a board packet including relevant organizational materials and Board Member job description.
6. A nominee sits in on Board meeting Q & A
 - a. Nominee is asked to leave and told they will be contacted.
 - b. Board discussion takes place. (Board discussion will be last item on agenda so candidate can attend meeting.)
7. Board President follows up with the potential member within a week of the Board meeting.
 - a. If potential member is interested, the application has been checked out and the Board decided that prospect is a good fit for the Board, Board President will tell prospective member that he/she has been approved effective immediately.

- b. If potential member is not interested in pursuing Board Membership, the Board President will let the Center Coordinator know who will send a note to him/her thanking him/her for their interest.

New Vision, Mission and Values Statements as of September 1, 2016

Vision Statement

The Peace & Justice Center of Sonoma County envisions a world of Peace & Justice, where differences are respected, conflicts are addressed nonviolently, oppressive structures are dismantled, and people live in harmony with the earth and one another.

Mission Statement

The mission of the Peace & Justice Center of Sonoma County is to inform, support and energize the Sonoma County community to create peace and social justice through active nonviolence.

Values

Nonviolence is a transformative way of life and is a means of radical change

Diversity and equality

Justice in all forms

Compassion

Community

Education

Honest and transparency

All projects, policies and actions flow from the mission statement.

AUXILLARY DOCUMENTS

CENTER COORDINATOR JOB DESCRIPTION

The Center Coordinator, with the help of volunteers and the Board, enhances the utility of the Center as a meeting place and community hub for peace and social justice issues.

The following is a list of tasks central to the efficient day to day running of the Center. It is up to the Center Coordinator to see that these tasks are handled, whether by the Center Coordinator or by volunteers. The Board sets the policy on how volunteers are to be used and in what areas.

Office Tasks that anyone can perform

- * Open the Center, Monday through Friday, 1:00 pm to 4:00 pm.
- * Respond to phone calls and keep a complete phone log
- * Greet all visitors
- * Answer emails and correspondence in a timely manner
- * Renew supplies and services in a timely manner
- * Keep the Center clean and organized to create an optimal environment for all who use it
- * Maintain the wall calendar by the phone, book and video libraries, information tables, sales displays, website, referral lists
- * Prepare and send member renewal letters
- * Send thank you letters to donors

Office tasks to be performed only by the Center Coordinator

- * Pay all bills, payroll, tax deposits and Worker's Compensation on time
- * Provide the bookkeeper with payroll and income/expense figures by the 10th of the month
- * Prepare and transmit credit card deposits
- * Oversee scheduling of room use
- * Write Getting Centered for the *Peace Press*
- * Provide input to *Peace Press* Collective
- * Train, schedule and supervise the Center volunteers
- * Write appeal letters, arrange printing and bulk mailing of the appeals

Board Services

- * Provide support to the Board for major donor drives and events such as Annual Dinner
- * Prepare and send Board packets with agenda, minutes, financials and necessary supporting documents to all Board members at least 4 days before the Board meeting
- * Maintain and make available to the Board the Center's records, including meeting minutes, by laws, financials, insurance policies and archives
- * Preserve original documents of incorporation, nonprofit status, banking, and provide these as needed

Outreach

- * Communicate with the media
- * Create weekly email calendar of peace and justice and environment events
- * Communicate with police and city officials when actions and events are planned

Potential Expanded Tasks

- * Work with Board on fundraising, including grant writing
- * Work with the Board to develop a long range development plan
- * Make recommendations to the Board for new actions and projects

- * Provide support for projects
- * Communicate with other organizers and activists
- * Bring relationship of issues to members, donors, and community through the *Peace Press*, website, public forums and meetings
- * Work with Board members to develop position papers

Potential Projects

- * Activist Tool Kit
- * Grant Writing

PJC RESOURCES

- * Meeting space *Provide insurance for events *Fiscal sponsorship of groups
- * Book library
- * Pamphlets, handouts and periodicals
- * Events
- * PJC weekly email event calendar
- * PJC web site
- * Mail boxes for organizations and personnel
- * Equipment
 - * phone
 - * copy machine
 - * fax
 - * computers
 - * table and chairs
 - * kitchen and kitchen equipment
 - * poster materials and paints
 - * TV, VCR, DVD, CD tape player
- * *Peace Press*
- * Sales: T-shirts, bumper stickers, button, magnets, etc.

ROOM/KEY USE AGREEMENT

When using the Peace & Justice Center:

Please lock door following event (two locks on each door);

Please turn off all lights except light in back right cubicle;

Please leave overhead fans, radio and TV off;

Please return tables to the center of the room (if they were moved) and place chairs around them (stack extra chairs along the walls);

Please leave dishes washed and shelved and the kitchen clean;

Please unplug coffeemaker;

Please leave the main room and bathroom tidy;

Please place your trash and recycling in the outside bins and remove your compst (we have no bin for that);

Please do not leave food in the refrigerator;

Please do not adjust the thermostat – it is programmed;

Absolutely no smoking – even by the doors.

Thank you for your time and consideration.

Donations of toilet paper and paper towels are gladly accepted.

INSURANCE GUIDELINES

1. The Center holds an event at our building.

*No need to add event: if not open to the public – PJC EE's, volunteers and member orgs. ONLY – no flyers have gone out inviting general public.

*Need to add the event: if the above does not apply

2. Another group holds an event in our building.

*No need to add event: if PJC is the fiscal sponsor AND not open to the public (like above #1a)

*Group needs their own insurance: if we are not a fiscal sponsor, not a co sponsor

*Group fills out application for event insurance, unless they already have liability policy. Our agent can help them with event insurance.

*Group includes PJC as Additional Insured on event policy AND provides a Certificate of Insurance with PJC named as Additional Insured.

3. The PJC holds event at another venue

*PJC ALWAYS NEEDS TO ADD EVENT TO POLICY (No matter if sole sponsor, co-sponsor or just participant...such as an info booth)

4. Another group holds an event at another venue and we are sponsoring or co-sponsoring

*Need to add the event

5. We can insure an event if we have an interest and it goes with our mission [statement](#).

6. PJC's current policy includes full liquor liability, however, events still need to be added per the guidelines in 1-5.

Angela Gianni, Commercial Account Manager, Gaffney Insurance

FISCAL SPONSORSHIP OF GROUPS

The Board of Directors, according to its discretion and in accordance with its Articles of Incorporation and Bylaws, may accept tax deductible contributions intended for other organization under the following conditions:

1. The funds must only be used for educational or charitable purposes.
2. The funds must be administered only on an individual project basis.
3. The funds must not be used for lobbying (trying to influence legislation) or to provide support for a candidate for public office.
4. The organization receiving the funds will signify its agreement with the above stipulations by signing a document stating these terms, as well as other pertinent data concerning their organization and the project. Such a document must be in the possession of the Center before any funds are released. Violation of the agreement will be grounds for termination of the fiscal sponsorship.

In order to be considered for such funds an organization needs to submit an application in writing to the Center which contains the following:

1. Name of the organization and of the project.
2. Mission of the organization and purpose of the project.
3. Description of the project, statements regarding its educational or charitable purposes and how it accords with the mission of the Center.
4. Details as to duration and time of occurrence of the project, contact persons, address(es) and phone number(s).
5. Statement of exact amount of funds being requested.

Upon receipt of such information, the board may request a meeting with a representative of the applying organization to answer questions. If the Board is satisfied that the desired criteria have been met, it can approve the project by consensus or a simple majority. The Board acknowledges that acceptance of such a project by the Center is equivalent to direct responsibility for the project. The Board may also request up to 5% of designated donations to cover the costs of administration.

COOKING AND KITCHEN CHECK LIST

Things should be cleaned and put away by the end of the day

Cleanliness

1. Stove: Clean burners, broiler, general stove area
2. Refrigerator: Clean outside and inside, throw out old food and drinks
3. Wash and put away all dishes, utensils, pots, pans, other equipment
4. Clean sink and counter tops near sink
5. Return food to storage areas
6. Wipe tables with disinfectant
7. Floor: Sweep, mop, things off floor
8. Carpet: please do not prepare food in the front room. Use tables for prep in kitchen
9. All rooms left clean and neat
10. Bathroom: it is everyone's responsibility to keep a clean bathroom

Storage:

1. Food storage: Only keep dry and canned food
2. No storage of personal items
3. Separate trash and recycling. Put them in separate receptacles in the parking lot.
4. Compost: leave a closed bag or container in parking lot for _____ to pick up
5. Empty inside waste baskets
6. Store tables after each use
7. No storage in file/mailbox room
8. Regular users: store things in your designated areas

Infrastructure and Capacity

1. Cooking can be done in the morning with clean-up finished by 1:00 pm when the Center opens. Cooking cannot be done after 1:00 pm.
2. Please report missing and broken items. Please replace any items that you borrowed or broke.
3. Please use your own items and mark your spaces with your name.
4. Shared items will be marked, like disposables, soap, paper towels, tp, etc
5. Please contribute to the shared resources.
6. Each group should have a regular cleaning crew.
7. The parking lot will be clean and available for parking.
8. Coordinate with Susan when wanting to put something on the calendar

Accountability

1. The PJC point people are _____ and _____ when issues and questions arise.
2. Groups using the kitchen will have 2 point people.
3. Consistent communication will occur to address concerns and questions
4. An evaluation process will be set up for each group, an initial evaluation will happen after 30 days, and a second evaluation will happen after 90 days, with subsequent evaluations as needed. Evaluations are an opportunity to reassess and renegotiate the use of the PJC kitchen.
5. If agreements are consistently broken, with no resolution, a use agreement can be ended.