

BYLAWS
OF
PROTECTION & EDUCATION: ANIMALS,
CULTURE, & ENVIRONMENT
(PEACE)

PURPOSE: MISSION AND VISION

This corporation shall be organized and operated exclusively for charitable, scientific, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes (or its corresponding future provisions) and Section 501(c)(3) of the Internal Revenue Code of 1986 (or its corresponding future provisions).

This corporation's primary purpose shall be to support Proteccion y Educacion de Animales Cultura y Ecologia, A.C., a Mexican non-profit corporation, in its efforts to meet the needs of children and families living in Mexico through direct cash grants and donations of needed equipment or items.

Beyond seeking funds and donations for basic needs and projects identified by our Board of Directors, this corporation will be concerned with potential future needs such as funding for:

1. Working hand in hand with communities in Mexico to provide holistic education combined with community action programs that enable people to improve their quality of life as well as their financial stability.
2. Providing hands-on learning that results in empowerment, increased ownership and social responsibility.

ARTICLE I - BOARD OF DIRECTORS

Section 1. Board Role, Qualifications, and Size. The business and affairs of Protection & Education: Animals, Culture, and Environment ("PEACE") shall be managed by the Board of Directors. The Board shall have up to twelve (12) and not fewer than three (4) directors. At least one director shall also be a member of the Board of Directors of Proteccion y Educacion de Animales Cultura y Ecologia, A.C. ("PEACE Mexico"). The Board of Directors should elect directors in order to maintain a well-balanced set of skills and experience, including legal, financial, grant writing, fundraising, marketing, public relations, programming, or volunteer management experience. One board member may hold two positions, e.g. Secretary and Treasurer.

Section 2. Election of Directors. Directors shall be elected to the board at the annual meeting in

January, by a majority vote of the current directors.

Section 3. Terms. Each director shall serve for a term of three (3) years. The term of office of directors shall be staggered by dividing the total number of directors into three (3) groups that are as near equal in size as possible. Directors should serve no more than two (2) consecutive terms, but may be considered for re-election.

Section 4. Vacancies. When a vacancy on the Board exists, directors shall submit nominations for new directors to the Secretary no less than fourteen (14) days before the regular or special meeting at which the Board will elect a director to fill that vacancy. These nominations shall be sent to each director no fewer than forty-eight (48) hours before that meeting. The term of office of a director chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the director was chosen to fill, or at such time as a successor shall be duly elected and qualified.

Section 5. Resignation, Termination and Absences. Resignation from the Board should be in writing and received by the Secretary. If a director misses more than two regular meetings in a year without receiving written permission from the President for such absence, that director may be removed from the Board by a three-fourths vote of the remaining directors. A director may be removed from the board for other causes or without cause by a unanimous vote of the remaining directors.

Section 6. Emeritus Board. PEACE may have an Emeritus Board composed of past leaders of the Board of Directors and volunteers who have given distinguished service to PEACE. The purpose of the Emeritus Board will be to maintain communication between PEACE and past board members and leaders. The Emeritus Board will also advise and assist the directors with community relations, fundraising, and other activities, as requested. The Emeritus Board shall have no voting rights with respect to PEACE or its activities. The members of the Emeritus Board shall be elected by a plurality of the votes cast by the directors. The members of the Emeritus Board shall serve for life, unless they are removed by a majority vote of the directors.

ARTICLE II – MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meetings. The Board of Directors shall meet in an annual meeting in January at such time and place as is set by the Board of Directors.

Section 2. Regular Meetings. The Board of Directors shall hold at least three (3) additional meetings per year, scheduled so that, including the annual meeting, the Board meets on a quarterly basis. The Board shall designate the time and place of all regular meetings, and no notice shall be necessary for a regular meeting.

Section 3. Special Meetings. A special meeting may be called by the President or by the Executive Committee upon at least seventy-two (72) hours' notice specifying the date, time, place, and purpose(s) of the meeting, given to each director either personally or by mail, electronic mail, facsimile transmission or telephone. Oral notice is authorized.

Section 4. Quorum. A meeting must be attended by at least a majority of the directors to reach a quorum and be able to transact business and make or pass a motion. If a quorum is present when

a vote is taken, the affirmative vote of a majority of the directors present when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.

Section 5. Participation. A director may participate in a regular or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting. Many of PEACE's regular meetings will be conducted via teleconference. The Board of Directors will make an effort to hold in person meetings once per year, and all directors must attend those meetings in person or receive written permission from the President to participate remotely. A director may only participate in these "in person" meeting remotely if they have received written permission to do so from the President.

Section 6. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

ARTICLE III – COMMITTEES

Section 1. Standing Committees. The Board of Directors may create committees as needed to make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of PEACE. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law. Directors may submit nominations for committee chairs of committees created under this Section 1 to the President, who shall appoint the chair from among those nominees.

Section 2. Executive Committee. The Executive Committee shall be comprised of the officers of PEACE. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3. Finance and Audit Committee. The Finance Committee shall be comprised of the Treasurer and three directors elected by the Board. The Treasurer is chair of the Finance Committee. The Finance Committee is responsible for developing and/or reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The Finance Committee shall oversee any audits of the Corporation's finances.

ARTICLE IV – OFFICERS

Section 1. Officers. There may be five officers of the Board consisting of a President, Executive

Vice President, Vice President, Secretary, Treasurer, and 1st Member-at-Large. One board member may hold two positions, e.g. Secretary and Treasurer.

Section 2. President. The President shall convene regularly scheduled Board meetings, shall preside at or arrange for another officer to preside at each meeting. The President, together with the Executive Vice President or Secretary, may execute contracts or other documents.

Section 3. Executive Vice President. The Executive Vice President shall evaluate and coordinate grants.

Section 4. Vice President. The Vice President will chair committees on special subjects as designated by the Board and will fulfill the role of President if the President is unavailable.

Section 4. Secretary. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board members, and assuring that corporate records are maintained. The secretary, together with the Chair, may execute contracts or other documents.

Section 5. Treasurer. The Treasurer shall make a report at each Board meeting. Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public. The Treasurer shall ensure that the Form 990 and any other required federal or state tax forms are filed annually.

Section 6. 1st Member at Large. The 1st Member at Large shall be available to fulfill the basic duties of any officer in the event of unexpected absence.

ARTICLE V – RELATIONSHIP WITH PEACE MEXICO

Section 1. Board Responsibilities. The Board of Directors is the fiscal and legal authority for PEACE. The Board is not responsible for programming of PEACE Mexico. The Board must approve final distribution of funds raised through PEACE, including any funds that are sent to PEACE Mexico. In the event that the Board determines that certain programming is beyond the scope of our charter and bylaws, the Mexico Board may elect to fund those programs via funds generated in Mexico.

Section 2. Mexico Board. The PEACE Mexico Board of Directors is based in Mexico and oversees the direct operations of PEACE Mexico. The Mexico Board meets every four months and provides programming and budgetary oversight as well as decision about hiring/firing and the direction PEACE Mexico will go in terms of expansion or reductions. Mexico Board members are invited to attend meetings of the Board of Directors of PEACE as non-voting participants, and vice-versa.

ARTICLE VI – GRANTS AND CONTRIBUTIONS

Section 1. Exclusive Power. The making of grants and contributions and otherwise rendering

financial assistance for the purposes expressed in the Articles of Incorporation of PEACE shall be within the exclusive power of the Board of Directors.

Section 2. Grants, Generally. In furtherance of the organization's purposes, the Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3. Board Review. The Board of Directors shall review all requests for funds, shall require that such requests specify the use to which the funds will be put, and if the Board of Directors approves the request, shall authorize payment of such funds to the approved grantee.

Section 4. Accounting. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes that were approved by the Board of Directors.

Section 5. Discretion. The Board of Directors may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

ARTICLE VII - MISCELLANEOUS

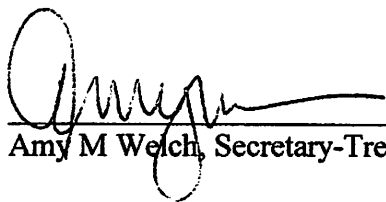
Section 1. Fiscal Year. The fiscal year shall begin on July 1 and shall end on the following June 30.

Section 2. Annual Reports, Records. Annual reports are required to be submitted to the Board of Directors showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the Board of Directors and the public.

ARTICLE VIII - AMENDMENTS

These Bylaws may be amended by the affirmative vote of a two-thirds majority of the Board of Directors. Directors must be given notice of proposed amendments at least ten (10) days prior to the meeting at which those amendments will be considered and voted on.

These Bylaws were approved at a meeting of the Board of Directors of PEACE on the 6th day of March, 2012.



Amy M Welch, Secretary-Treasurer