



CONSTITUTION And Bylaws

Abstract

These are the bylaws and constitution that will govern the day to day work and operations of the [Global Peace Lets Talk](#) NPO, put in place to safeguard it interests and that of its founder and the board of Directors.

Drafted for adoption by the GPLT board by Hunter Business Development and
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ARTICLE I: THE ORGANIZATION

- A. Name. The name of the organisation shall be the Global Peace Lets Talk (GPLT).
- B. Nature. GPLT shall be a not-for-profit organisation.
- C. **Principal Office.** The principal office of GPLT shall be in the United Kingdom with sub-offices in the USA, Holland the Switzerland, South Africa and any other place that the board will see fit to set up a chapter.

ARTICLE II: PURPOSE

Purpose. Global Peace Let's Talk is a program that is in direct response to the growing number of violent spot around the world. GPLT's **Peace-building** activities **aim** to resolve injustice in non violent ways and to transform the cultural & structural conditions that generate deadly or destructive conflict. The goal of the program is to identify problems and prevent them from happening, this will offer a positive support system to avoid the pitfalls that can derail the lives of all children. The focus is slightly different at each level of our project but the goal remains the same; prevent and stop violence and provide socially and economical ideas which will empower people to make positive changes in their lives, through training in sustainable economic empowerment projects such as training on sustainable development activities, sustainable agriculture, art and culture activism and above all storytelling with objectives and goals and that do not violate any international laws."

- D. **Goals.** To achieve this purpose, GPLT has established the following goals:
- Identify and assess emerging issues vital to achieving a sustainable world while maintaining business growth.
 - This constitution shall establish three GPLT Governing bodies, the International Executive Council (IEXCO), the International General Council (IGC) and the secretariat to help drive good governance for the organisation.
 - The three shall work independent of the other with the secretariat being the heart of the movement. It acts as an international coordinator and focal point for all National Chapters, which are spread across five continents. It is composed of 20 staff members
 - The IGC stands as the policy making body of GPLT, it shall oversee the implementation of all the policies and work on policy implementation, and is also responsible for the smooth running of the secretariat.
 - The IEC is the policy approval, as well policy monitoring and evaluation body for the organisation. It works with the board to establish and sun-set committees and task forces that oversee/monitor and evaluate the GPLT's international activities.
 - This constitution must be used to strengthen GPLT's reputation in the community as a relevant, effective organization with unique assets by effectively communicating the mission, vision and accomplishments of GPLT and its members to internal and external audiences.
 - Develop and maintain a vital membership of organisations that maintain strong peace-building initiatives, sustainability values and goals and are committed to continuous peace-building, sustainability improvement and excellence, and sharing of successful techniques.

- Develop and promote e-tools, guidance documents and other effective mechanisms that help businesses link and enhance Peace-building sustainability and business performance, drawing on the capabilities of international Peace-building organisations and other appropriate professionals in member companies.
- Promote the adoption of Peace-building -related best practices among members through bench-marking programs and networking opportunities.
- Create effective partnerships with other national and international groups including non-governmental organizations, government agencies and other industry groups to better understand critical Peace-building issues and promote cooperative solutions.
- Ensure long-term fiscal health through good financial management and controlling growth in costs

E. **Strategic Plan.** Membership shall review the organization's status every 4 years, effective from October 2023, to determine whether it is meeting its goals as they are written in GPLT's Strategic Plan.

ARTICLE III: MEMBERSHIP

- A. **Who May Join?** Membership is open to any individual, business organisation that is committed to fostering Peace-building. If a member organisation is in the business of evaluating the activities of or providing consulting services to others, solicitation of such activities and services is prohibited during GPLT meetings.
- B. **Obligations of Members.** Members are expected to follow and respect the GPLT bylaws. Furthermore, as a condition of membership, members are obligated to provide senior Peace-building managers or other appropriate human resources to actively participate in membership meetings and Work-group activities.
- C. **Application.** An organisation or individual may apply to become a member of GPLT by submitting a letter, along with a completed application package to the GPLT Chair requesting membership and agreeing to accept these Bylaws. The Board of Directors shall vote to accept or deny the application. If accepted, the organisation shall send to GPLT payment of annual dues prorated for the number of full and partial months remaining in the fiscal year on a schedule to be determined by the Board of Directors. Upon joining, a member shall have all the rights and obligations of membership. Member who resigns their membership may apply for reinstatement at any time.
- D. **Resignation..** A member may resign by submitting a letter of resignation to the Board of Directors with 60 days written notice provided, however said resigning member shall be and will remain liable to any information about GPLT they may share with none member after their resignation.
- E. **Expulsion.** A member, after having been provided with a written statement of charges against it as grounds why said member should be expelled from GPLT and after said member has been granted a reasonable due process opportunity to be heard by the Board of Directors, may be expelled upon the affirmative vote in favor of expulsion by two-thirds of all members eligible to vote. Reasons for expulsion may include lack of participation or behavior contrary to or inconsistent with the purpose of GPLT.
- F. **Termination.** Termination of membership may occur after a member has been given a written warning on the bylaws they would have violated.

ARTICLE IV: MEMBERSHIP MEETINGS

- A. **Annual Meeting.** As designated by The Executive Chairperson in consultation with other board members sitting as the IGC and the IEC preceding the start of the next fiscal year, there will be a meeting of the members ("Annual Meeting") to be held between March and May of each year.
- B. **Other Meetings.** The Board of Directors may call meetings of the executive council IGC, or invite the (IEXCO) to their meetings and or membership ("Membership Meeting"), at least 6 times each year or as it deems necessary before an International General Assembly.
- C. **Quorum.** Except where noted otherwise in these Bylaws, a quorum shall be necessary for the conduct of any business at the Annual Meeting or Membership Meetings. A quorum exists when more than 50% of the membership is in attendance in person or via teleconference.
- D. **Voting.**
1. **General.** All business of GPLT shall be transacted by vote of the membership except where responsibility and the authority for a matter are granted by these Bylaws to the Board of Directors or The Executive Chairperson of GPLT. Each individual member or paid up member organisation shall be entitled to one vote. Except as otherwise provided in these bylaws, a two-thirds vote of the members shall be required to approve business.
 2. **Right to Vote By Proxy.** Every member entitled to vote at a Membership Meeting or Annual Meeting or to vote by written consent may authorize another person or persons to act for it by proxy. The member must document the proxy appropriately and shall state the issue or issues for which the proxy is given. No proxy shall be valid after one year from the date of its execution unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.
- E. **Action by Written Consent.**
1. **Right to Take Action by Written Consent.** Any action required or permitted to be taken by the members at any Membership Meeting or Annual Meeting may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, shall be signed or appropriately documented by two-thirds of the members.
 2. **Adopted Law.** Action taken by written consent shall be taken in accordance with the law. Specifically, such written consents shall be delivered to GPLT at its principal place of business, or to an officer or agent of GPLT having custody of the book in which proceedings of meetings of members are recorded. Each written consent shall bear the date of signature of each member who signs the consent. No written consent shall be effective to take the corporate action referred to therein unless, within sixty days of the earliest dated consent delivered to GPLT. Prompt notice of the taking of the corporate action without a meeting with less than unanimous written consent shall be given to those members who have not consented in writing.
- F. **Agenda.** The Executive Chairperson of GPLT working with the Chief Executive and the board secretary shall prepare an agenda for each Membership Meeting or Annual Meeting and send it and relevant written materials to the membership (including a list of votes expected at the meeting) for review a reasonable time prior to the meeting.

ARTICLE V: IEC, IGC & BOARD OF DIRECTORS AND GOVERNANCE

- A. Composition. The constitution establishes three Governance bodies of the GPLT, the Composition of the IEC shall be four members, the sitting Chief Executive, the Executive Chairperson and two coopted members chosen and agreed to by both the chairperson and the Chief Executive.
- B. The Board of Directors of GPLT shall consist of 12 elected officials and sits as the IGC with 5 staff members from each county chapter at least 3 times each year, which are the voting members of the Board, and non-voting members. The number of officers shall never be less than three nor more than 12 as determined by the Board based on the organization's needs.
1. Officers:
 - a. The Executive Chairperson of GPLT ("Chair")
 - b. Vice-Chair
 - c. Secretary
 - d. Vice secretary
 - e. Treasurer/ membership
 - f. Communications and Marketing
 - g. Senior Advisory Council
 - h. 5 sub-committee members
 2. Non-Voting Members.
 - a. Chief Executive. Should a CE be selected by the membership, he or she/he shall serve as a non-voting member of the Board of Directors.
 - b. Chair Emeritus. The Executive Chairperson from the previous term may serve as a non-voting member of the Board of Directors until the term of their successor ends.
- C. **Responsibility and Authority.** The Board of Directors shall have responsibility for and authority to do those things specified in these Bylaws, to ensure the proper functioning of GPLT in accordance with these Bylaws, and to interpret these Bylaws when necessary.
- D. Work with the secretariat to implement policies formulated during its life time as well as amend polices recommended for amendments, they shall report to the IEC but maintains their own independent jurisdiction.
- E. **Limitations.**
1. All Board members, with the exception of a CE, must be employees or directors of member organisations and companies. If any Board member ceases to be such an employee or director, the Board position held by such person shall automatically be deemed vacant unless the employee and member organisation document in writing that the individual represents the organisation exclusively, then the position remains held by such person for the remainder of the existing term only.
 2. There shall be no more than one representative per organisation on the Board of Directors at any time.
 3. Officers of the Board, with exception of The Executive Chairperson Emeritus, shall be elected after every 3 years with exception of the founding board which shall serve two 3 year terms to allow them to implement the founding objectives of the GPLT.
 4. After this board officers shall hold office for 1 term of 3 year until officer's successor is elected and qualified, or until such officer's resignation or removal. The serving board members are allowed by the GPLT bylaws to stand for re-election once after serving.

F. Election of Officers.

1. **Each year**, The Executive Chairperson shall identify a current or former member of the Board to lead a nominating committee that shall develop a list of candidates for recommendation to the general membership.
2. The Board shall review the nominating committee's recommendations and, upon consensus, submit the recommendations to the general membership no later than 30 days prior to the Annual Meeting.
3. Elections of GPLT officers from the slate of candidates will be held at the 3rd Annual Meeting of the end of the term of the sitting board. A quorum (as defined in Article V) shall be in attendance to conduct a valid election.
4. In the case where there is more than one candidate for a Board position, the election of officers shall be done by plurality of those in attendance in person or via teleconference at the annual membership meeting or via written proxy vote. In case of a tie, those members in attendance (in person, via telephone, or by proxy) shall cast a second vote in a runoff ballot. The candidate receiving the most votes shall be duly elected.
5. New members of the Board shall begin their term of office at the start of the new fiscal year.
6. The new Chair and Vice-Chair shall work with the former Chair and Vice-Chair for 3 months to conclude the previous year's activities.

G. Process.

1. Meetings. The Executive Chairperson of GPLT shall call all meetings of the Board of Directors. In the event the office of Chair is vacant, two or more Board members may call a meeting of the Board.
2. **Business:** A Board Quorum must be present in order for the Board to take any required or permitted action or to make any required or permitted decision.
 - a. **Board Quorum.** A simple majority of the Board of Directors' voting members, in person or by phone, shall constitute a Board Quorum.
 - b. **Voting.** The Board of Directors shall set its own voting procedure.

H. Vacancies.

1. Should a vacancy occur in the office of Chair, the Vice Chair shall fill that vacancy for the remainder of the term?

If both the offices of Chair and Vice Chair are vacant the Board shall form a nominating committee, which shall promptly present to the membership one or more candidates to fill each position for the remainder of the term. Within one month of proposing such candidates, the Nominating Committee shall oversee an election to fill each vacancy. For each vacancy, the candidate receiving the plurality of votes cast by those members in attendance (in person, via telephone or by proxy) shall be duly elected. If there is a tie between the candidates for the most votes cast, those members in attendance (in person, via telephone or by proxy) shall cast a second vote in a runoff ballot. The candidate receiving the most votes cast in the runoff ballot shall be duly elected. Attachment B to these bylaws shall provide procedures, which control bylaws Article VI, Section F.

3. If a vacancy occurs in any of the following Board positions: Communications & Marketing, Finance, Membership, Senior Advisory Council or Programs, The Executive Chairperson of GPLT shall, subject to the limitations in Article IV, Section C, Paragraphs 1, 2, and 4, assign Officers to fill that vacancy for the remainder of the term. Specific functions of the vacant Board position(s) may be assigned to the CE by The Executive Chairperson.

ARTICLE VI: CHIEF EXECUTIVE

A. **Appointment.** If the person is not the Founder of the GPLT, the Chief Executive may be selected by the IEC and in turn she will employ the international secretariat.

B. Responsibility and Authority. The Chief Executive shall:

1. Serve as a nonvoting member of the Board of Directors.
2. Handle the day-to-day operations of GPLT and have direct responsibility and accountability for staff support to GPLT.
3. Sign and be the signatory to the GPLT bank accounts with two more people nominated by the board to serve for a period of 3 years
4. Signs checks and other documents as authorised by The Executive Chairperson and 2 other Board members.
5. Perform other functions in consultation with the Board of Directors.
6. Act as spokesperson for the organization as authorized by the Board.
7. Adhere to the principles and agenda of GPLT, rather than a different or personal agenda.
8. The Chief Executive shall have a deputy serving as the senior executive Director.

ARTICLE VII: COMMITTEES, NETWORKS, and WORK GROUPS

COMMITTEES

- A. **Definition: Committees** work on procedural, administrative or strategic issues and direction comes from Board as needs are identified.
- B. **Selection:** Committees shall be created, approved, and/or dissolved by discretion of the Board to advance particular goals of GPLT.
- C. **Committee Chair:** A Chair for each of GPLT's Committees shall be elected per Article VI and shall serve on the Board of Directors. Attachment A to these bylaws shall provide controlling definitions for the activities and responsibilities of the Committee Chairs.

Operation. Volunteers from the GPLT member companies shall participate in Committee activities. A Committee may invite participation by parties outside of the GPLT membership on an ex-officio basis as committee members. Each Committee shall have a work plan and a budget that is in line with and incorporated into the GPLT strategic plan.

NETWORKS

- A. **Definition.** A Network conducts on-going discussions to define and clarify topics of interest to GPLT members. When a Network discussion leads to the creation of a Work Group to develop a GPLT tool, the Network will facilitate continued learning and information sharing following tool development.
- B. **Selection.** Networks shall be created, approved, and/or dissolved by the discretion of the Board to advance particular goals of GPLT.

- C. **Network Chair(s).** A Chair and co-Chair for each of GPLT's Networks shall be appointed by the Board. The Executive Chairperson and co-Chair of each Network will work together and coordinate responsibilities to provide for common leadership and direction. Either The Executive Chairperson or co-Chair of each network will participate as a member of the Meeting Committee.
- D. **Operation.** Volunteers from the GPLT member companies shall participate in the Networks. The Network may invite participation by parties outside of the GPLT membership on an ex-officio basis. Each Network shall have a work plan and a budget that is in line with and incorporated into the GPLT strategic plan.

WORK GROUPS

- A. **Definition.** A Work Group is created by a Network to develop a GPLT tool through the end of the project plan. Work Groups have a budget and receive direction from members as needed.
- B. **Work Group Selection.** Work Groups shall be created, approved, and/or dissolved by the membership at every Annual Meeting or as needed to advance particular goals of GPLT. In addition, ad hoc Work Groups/Project Teams may be created and/or dissolved by the Board of Directors or by a vote of the membership to address a specific project, need or issue.
- C. **Work Group Chair(s).** A Chair and Co-Chair for each of GPLT's Work Groups shall be appointed by the Board of Directors, The Executive Chairperson and co-Chair of each Work Group will work together and coordinate responsibilities to provide for common leadership and direction. Either The Executive Chairperson or co-Chair of each network will participate as a member of the Meeting Committee.

Operation. Volunteers from the GPLT member organisation shall participate in the Work Groups. The Work Group may invite participation by parties outside of the GPLT membership on an ex-officio basis. Each standing Work Group shall have a work plan and a budget that is in line with and incorporated into the GPLT strategic plan.

ARTICLE VIII: TRADE ASSOCIATIONS

- A. **Liaison.** GPLT may maintain liaisons with selected trade associations in order to facilitate the transfer of Peace-building expertise, experience, and practices within industry to the fullest extent possible.
- B. **Selection.** The Board of Directors may nominate and membership may vote on designating those trade associations with which GPLT will maintain a regular liaison.
- C. **Representatives.** Each trade association selected by the membership may designate a representative to GPLT.
- D. **Participation.** Representatives of selected trade associations:
 - 1. Shall be entitled to observe all activities of the GPLT membership.
 - 2. Shall pay no fee or assessments other than charges for special events that also apply to all GPLT members.
 - 3. Shall not be entitled to vote.
 - 4. May, as appropriate, receive copies of materials sent to GPLT members.

- E. Removal. Representatives of selected trade associations may be denied further participation upon the recommendation of the Board of Directors and a vote of the GPLT membership.

ARTICLE IX: MISCELLANEOUS

- A. **Books and Records.** The Executive Chairperson working with his/her board of GPLT shall see that complete and accurate books and records of accounts are kept in accordance with generally acceptable accounting principles, as well as minutes of Board of Directors and Membership Meetings. An annual review of GPLT's books and records shall be conducted by an independent certified public accountant. The Finance committee Chair shall report to the members the results of such review. The Board of Directors shall determine the extent of such review.

- B. **Fiscal Year.** The fiscal year of GPLT shall be from May 1 through April 30.

Indemnification. GPLT may indemnify any director, employee or agent, any former director, employee or agent, any person who may have served at its request as a director, officer, employee or agent of another organisation, partnership, joint venture, trust or other enterprise, whether for-profit or not-for-profit (individually, an "Indemnifiable Person" and collectively, "Indemnifiable Persons") against any expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of being or having been an Indemnified Person, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of GPLT.

However, there shall be no indemnification in respect of a claim, issue or matter as to which he or she shall be adjudged to be liable to GPLT unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

GPLT may pay expenses incurred by an Indemnifiable Person in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Indemnifiable Person, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by GPLT under this Section. Such expenses incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The provisions of this Section shall be applicable to claims, actions, suit or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

The indemnification and advancement of expenses provided by this Section shall not be deemed exclusive of any other rights to which any such Indemnifiable Person may be entitled under any statute, bylaw, agreement, vote of disinterested members or the members of the Board of Directors, or otherwise, and shall not restrict the power of GPLT.

The indemnification and advancement of expenses provided by this Section shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, employee or agent and inure to the benefit of the heirs, executors and administrators of such a person.

The Board of Directors may authorize the purchase of insurance on behalf of any Indemnifiable Person against any liability asserted against or incurred by him or her in any such capacity, or which arises out of such person's status as an Indemnifiable Person whether or not GPLT would have the power to indemnify such person against that liability under law.

In no case, however, shall GPLT indemnify, reimburse or insure any person for any taxes imposed on such individual under a chapter of the Internal Revenue Code in the country GPLT is registered, as now in effect or as may hereafter be amended (the "Code"). Further, if at any time GPLT is deemed to be a private foundation within the meaning of a Section of the Code, then, during such time, no payment shall be made under this Section if such payment would constitute an act of self-dealing or a taxable expenditure, as defined by the labour law of GPLT registration. If any part of this Section shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

- D. Full Protections and Immunities of Directors and Committee Members.** A member of the Board of Directors, or a member of any committee designated by the Board of Directors, shall in the performance of such member's duties, be fully protected in relying in good faith upon the records of the organisation and upon such information, opinions, reports or statements presented to the organisation by an of the organisation's offices or employees or committees of the Board of Directors, or by any other person as to matters the member reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of the organisation.

ARTICLE X: AMENDMENTS

- B. Proposals.** The Board of Directors or any member eligible to vote may propose an amendment to these Bylaws at any time.
- C. Approval.** The membership shall vote on any such proposal to amend these Bylaws and do so in accordance with the provisions of Article V, Sections D and E.
- D. Advance Notice and Review.** Before a vote required by Article XI, Section B can occur, the Board shall send the proposed revisions to the members for their review such that: (i) the period for review prior to any vote is not less than four weeks, and (ii) the proposed revisions are discussed at a Membership Meeting.

ARTICLE XI: DISSOLUTION

- A. Sunset Clause.** Membership shall review the organization's status at least every 4th year at the elective Annual meeting, and affirm its continuation by a vote of the membership, provided there is a quorum of the membership voting. If a quorum is not present, the vote shall be postponed until such time as a quorum of the membership can be assembled. Effective May 2025, the Board of Directors will review and revisit these Bylaws and provision and make recommendation to the membership at the Annual meeting. This recommendation will also be reflected in the Membership Meeting minutes.

- B. **Distribution.** Upon dissolution of GPLT, all assets shall be distributed, as determined by the GPLT membership, in a manner that (1) will support and advance the purposes of GPLT and is consistent with GPLT's Certificate of Organisation.

ATTACHMENT A: Activities and Responsibilities of Voting Board Positions

- **Executive Chair:** Is the chief policy maker, leads the Executive Committee, the board and organization committees and structures, supports and works with the Chief Executive to develop and implement projects; is responsible for all GPLT contracts; maintains and suggests changes to the business and strategic plan.
- **Deputy Executive Chair:** Assists The Executive Chairperson as necessary in leading the organization; replaces The Executive Chairperson at GPLT activities when that individual is not present or is unable to serve and serves as the **parliamentarian for the organization**; responsible for maintaining bylaws; may sign documents and approve expenditures in place of The Executive Chairperson should The Executive Chairperson be unavailable; Chairs the Meeting Committee; ensures benchmarking activities will be reviewed at Membership Meetings or the Annual Meeting.
- **Committees Chair:** Guides development and implementation of work group tools; coordinates benchmarking activities with the GPLT membership on Peace-building sustainability topics that are consistent with GPLT's strategic objectives and that promote the adoption of Peace-building sustainability best practices among businesses.
- **Finance Committee Chair:** Ensures that an annual budget is prepared and approved by the membership at the Annual Membership meeting; is responsible for collection the of dues; tracks the monthly spending, assists to resolve financial issues; ensures annual taxes are filed and that an audit of GPLT finances is completed annually.
- **Membership Committee Chair:** Coordinates membership drive initiatives and outreach to perspective members.
- **Communications and Marketing Committee Chair:** Chairs the Communications and Marketing committee; authors GPLT communications to membership and publics; reviews all GPLT tools prior to publication for GPLT trade/identity conformance (including GPLT website); oversees GPLT web site updates and development of monthly newsletter, GPLT News; and, approves requests for GPLT collaboration/speaking engagements at conferences.
- **Senior Advisory Council Committee Chair:** Leads the Senior Advisory Council (SAC). This council is comprised of the highest-ranking managers in each member organisation whose key responsibilities include Peace-building. In many organisations this is a deputy chairperson level position. The Executive Chairperson ensures that there are adequate opportunities for the SAC to provide input to the GPLT Board on the conduct and activities of GPLT. The Executive Chairperson organizes appropriate meetings among the SAC to discuss current Peace-building -related challenges and trends and how GPLT can assist the member organisations and its senior executives or other appropriate professionals in effectively managing them. The Executive Chairperson provides a liaison between the Senior Advisory Council and the GPLT Board of Directors. A member of the SAC is eligible to serve as the SAC Chair.

ATTACHMENT B – Procedure for GPLT Board of Directors Nominating Committee

The Board represents the leadership of GPLT and, as such, should reflect the leadership that individuals have shown through their accomplishments on behalf of the organization. It is important that Board members be familiar with GPLT and have demonstrated their contributions to the organization.

IDENTIFICATION OF BOARD MEMBER CANDIDATES

Each 4th year the following process will be implemented to ensure the orderly identification of candidates to fill the voting positions on the GPLT Board of Directors.

1. According to Article VI of the GPLT By-laws, The Executive Chairperson of GPLT shall identify a current or former member of the Board to chair a nominating committee comprised of 3 to 5 persons from the general membership of GPLT. This committee shall develop a list of candidates for recommendation to the general membership.
2. The Executive Chairperson of GPLT shall provide written notification to the membership requesting candidates for consideration by the nominating committee, no later than 90 days (3 months) prior to the Annual 4th Quarter Membership Meeting.
3. Prospective candidates shall submit their interest in writing to The Executive Chairperson of the Nominating Committee, The Executive Chairperson of GPLT and the Chief Executive 60 days prior to the Annual 4th Quarter Membership Meeting each year – OR within 30 days of written notification for call for candidates is distributed.
4. The Nominating Committee shall review written submittals of individuals who petition their candidacy to become a member of the Board.
5. The Nominating Committee shall consider the following indicators and experience as a guideline in their review of each candidate:
 - a. Served as an active participant in GPLT for at least one year.
 - b. Performed a leadership role through recognized activities that reflects their commitment to GPLT (e.g., by leading or significantly contributing to projects, conference development, or other means).
 - c. Demonstrated the business, interpersonal, and management skills needed to best represent GPLT on the Board of Directors.
6. The Nominating Committee shall submit its recommendations to the Board no later than 45 days prior to the Annual 4th Quarter Membership meeting each year with a listing of the candidates that were considered and the basis for their recommendation. (Note: In accordance with Article V of the GPLT By-laws, the Board shall review such recommendations and submit candidates to the general membership.)
7. The Executive Chairperson of the nominating committee shall facilitate the election process at the Annual Meeting.

CERTIFICATION OF THE ADOPTION OF THE BYLAWS

The undersigned, Executive Chairperson and Chief Executive of the Global Peace Lets Talk., hereby certifies that the foregoing is a true and correct copy of the Bylaws of Global Peace Lets Talk.

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Veronica de Pina, Chief Executive

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Elfas Mcloud Z Shangwa, Executive Chairperson