

Statute for the Center of Peace and Trans-Cultural Management ("Constitution")

Chapter 1 – Objective

Article 1

The Center for Peace and Trans-Cultural Management ("Center") seeks to advance peace, conflict negotiation, and cross cultural understanding throughout the world. Through the Center, governments, students, and key stake holders will have access to resources to effectively manage conflicts and misunderstandings to ensure global peace and economic prosperity. The primary goal of the Center is to advance peaceful coexistence of various cultures and subcultures, working in harmony with each other, to obtain a better understanding of each other. It is the hope of the Center to create an awareness of peace and understanding, and provide leadership and direction for future generations.

Chapter 2 – Functions

Article 2

In order to achieve the Center's objective, and in full compliance with United States laws and regulations and the laws, Directives and Regulations of the European Union, the functions of the Center shall be:

- a. to establish and maintain effective collaboration with governments, specialized agencies, professional groups, cultural subgroups and other such organizations as may be deemed appropriate;
- b. to act as the directing and coordinating Center for peace and conflict resolution in the Balkans;
- c. to emphasize the *commonality* among the various cultural sectors in the Balkans via education and develop a blueprint for a successful common future for the Balkan region;
- d. to assist governments, universities, politicians, and other key stake holders in strengthening peace and conflict negotiation throughout the region;
- e. to provide or assist in providing educational training and resources to key stakeholders in the region;
- f. to promote peace, cultural understanding and conflict negotiation through education;
- g. to help influence future generations of students to act as agents of change to ensure a better future for citizens throughout the region;
- h. to propose conferences, conventions, agreements, and recommendations with respect to cultural understanding and peace building within the region;
- i. to promote and enhance international relations, education, cultural exchange and world peace across the Balkans;
- j. to promote education and cultural exchange programs throughout the Balkans; and
- k. to employ advisors, experts and other staff for all or any of the objectives of the organization.

Chapter 3 – Membership and Associate Membership

Article 3

There are two Founding Members of the Center for Peace and Trans- Cultural Management:

- a. State University of Tetovo (Macedonia);

- b. The Board of Trustees of Northern Illinois University, hereafter referred to as "Northern Illinois University" (United States of America);

Article 4

Other Universities and Associations may become Associate Members of the Center. In accordance with this Constitution, universities/associations may apply to become an Associate Member through the Center's website. In order to be considered for membership, the application must be received thirty (30) days before a scheduled meeting. The Board of Directors ("Board," as defined below) is the governing body for the Center. The Board will vote on applications at each scheduled meeting. In order for an applicant to receive membership, the Board must vote (by majority vote) after review of each application.

Article 5

If a Member fails to meet its obligations to the Center, the Board may, on such conditions as it thinks proper, suspend the voting privileges and services to which a Member is entitled. The Board of Directors shall have the authority to restore such voting privileges and services at their discretion.

Chapter 4 – Management Structure/Board of Directors

Article 6

The Board of Directors ("Board") shall consist of no less than three (3) Board Members and no more than nine (9) Board Members.

The State University of Tetovo, and Northern Illinois University, (collectively "Founding Members") will each have one permanent seat on the Board.

The Board shall initially consist of the following:

- a. Chairman;
- b. Director-Treasury; and
- c. Director-Programing.

Notwithstanding anything to the contrary stated in this Constitution, the two (2) Founding Members identified above have the right to terminate their participation in this Constitution, resign from the Board or surrender any seat(s) they may have in the Board, upon providing at least thirty (30) days notice to the other Board Members.

Article 7

The Board should meet no less than once a year. Once a year, there shall be a special meeting of the Board known as the "Annual Meeting." The Board shall endeavor to hold Annual Meetings on or about the same date every year. The place and time of Annual Meetings will be determined by the Board.

Article 8

The day to day affairs of the Center shall be managed by the Chairman and his or her officers. The Board shall pay all expenses incurred in setting up and registering the Center.

Article 9

The First Members of the Board shall be appointed by the Founding Universities and shall include a representative each from the State University of Tetovo, and Northern Illinois University. The Founding Members shall act respectively as the Chairman, Director-Programing and Director-Treasury of the Center until the first Annual Meeting of the following year, with Annual Meetings following on or about the same date for each year thereafter.

Article 10

The Board may at any time accept another Board Member provided that the prescribed maximum is not thereby exceeded and provided that acceptance of any new Member of the Board is set out in formal resolution at a Board meeting.

Article 11

The Board shall adopt its own rules of procedure.

Article 12

Any Member of the Board may appoint another Member to be his/her alternate to act in his/her place at any meetings of the Board at which he/she is unable to be present. Such appointees shall be Members to exercise all the rights and powers of a Member of the Board and, where they are Members of the Board, shall have a separate vote on behalf of their appointers in addition to their own votes. A Member of the Board may at any time revoke the appointment of an alternate appointed by him or her. The appointment of an alternate shall be revoked if the appointer ceases to be a Member of the Board.

Article 13

Any Board Member may vote by absentee ballot via email. An agenda will be emailed to all Board Members prior to the meeting requesting their input.

Article 14

The Center shall at the Annual Meeting of each year, elect from the Board Members, its Chairman, Director Programing, Director-Treasury and other officers. The above officials shall hold office until the Annual Meeting of the following year.

Article 15

The Chairman shall chair all the meetings of the Board. He/She shall provide general policy guidelines related to the affairs expressly provided in the Constitution. In his/her absence, the Board shall elect one of their number to chair the meeting (who shall be referred to as the "Special Director"). The Special Director may be appointed for a specific period or replaced at the Board's discretion. The Special Director shall have the powers of the Chairman of the Board, for purposes of this Constitution.

The Board shall:

- a. Represent and act on behalf of the Center generally;
- b. Keep a full, complete and up-to-date record of the Centers affairs;
- c. Keep minutes of the Board meetings;
- d. Carry out all correspondence and publicity on behalf of the Center;
- e. Arrange for the meetings of the Board ; and
- f. Do all such acts as are necessary for the efficient and effective running of the Centers.

The Director-Treasury shall in general ensure that proper account procedures are adhered to and shall;

- a. Keep on a proper accounting basis all the financial records of the Center;
- b. Open a bank account on the advice of the Board;
- c. Provide reports on the financial statement of the Center and provide for a regular audit of the accounts; and
- d. Fiscal recording and reporting.

The Director-Programing shall in general ensure that proper account procedures are adhered to and shall;

- a. Keep proper records of all meetings and correspondence between the Board;
- b. Send monthly emails with updates regarding the Centers affairs;
- c. Provide and update the Center's website with vital information;
- d. Keep account of Board applications, Associate Member applications, and any correspondence regarding the Center's affairs.

Article 16

The Board may propose a resolution to remove any member of their body from office.

Article 17

The Board may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. The quorum necessary for the transaction of business shall be not less than half the number of Members of the Board for the time being, including Members of the Board voting by email. Questions arising at any meeting shall be decided by a majority of votes. In case of any equality of votes, the Chairman shall have a casting or second vote.

Article 18

All meetings of the Board shall be summoned by the Chairman or Director-Programing acting in consultation with the Chairman by giving at least ten (10) days' notice accompanied by the proposed agenda. Members may Skype or digitally attend the meeting.

Article 19

A Member of the Board may, and on request of at least two Members of the Board shall at any time summon a meeting of the Board by at least twenty-one (21) days of notice served upon the several Members of the Board with an indication of the proposed agenda. Members may virtually attend meetings through Skype or alternative digital platforms.

Article 20

The office of a Board Member shall be vacated if:

- a. He or she fails to respond to the invitation to attend the meetings of the Board for a period of six (6) months;
- b. By notice in writing to the Center that he/she resigns the office; and
- c. He or She is removed from office by a resolutions duly passed under this Constitution.

Chapter 5 – Committees

Article 21

The Board may delegate any of their powers to committees consisting of such Members of the Board (each a "Committee") as they think fit and any Committee so formed shall in the exercise of the power so delegated conform to any regulations prescribed by the Board. The meetings and proceedings of any such Committees shall be governed by the provisions of this Constitution except where superseded by any applicable rules for Committees made by the Board.

Article 22

The Board may allow members of the general public to sit on Committees formed for specific purposes as long as there is a Board Member chairing the Committee.

Article 23

All acts done by any meetings of the Board or any Committee of the Board or any person acting as a Member of the Board shall, notwithstanding that, it be afterward discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as the aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or at duly continued in office and was a qualified Member of the Board.

Article 24

A resolution in writing signed by not less than two-thirds of the Board Members for the time being of the Board or of any Committee of the Board who are duly entitled to receive notice of a meeting of the Board or such Committees shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted.

Chapter 6 – Funds and Resources

Article 25

The funds and assets of the Center shall be applied solely towards the promotion of the objectives of the Center as set forth in this Constitution. No portion thereof shall be paid or transferred directly or indirectly by way of dividend, gift, bonus or otherwise to any Member of the Board. Notwithstanding the foregoing, the Board, at its discretion and in good faith may: provide reasonable and proper remuneration of any Member of the Board in return for any services rendered to the Center or for travel and per diem expenses actually incurred thereof; pay interest on loans at a rate not exceeding current bank rates; or pay reasonable and proper rent for premises rented by the Center.

Executive Members of the Board of the Center may be appointed to a salaried office of the Center with the approval of the Board.

Article 26

A Member of the Board who is in any way, whether directly or indirectly, interested in a contract with the Center shall disclose the nature of his/her interest at a meeting of the Board at which the question of entering into the contract is taken into consideration. A Member of the Board shall not vote in respect of any contract or arrangement in which he/she is interested and if he shall do so his/her vote shall not be counted.

Article 27

Every Member of the Board and other officers or servants of the Center shall be indemnified against (and it shall be the duty of the Board, out of funds of the Center) to pay all costs, losses and expenses which any such person may incur or become liable for by reason of any contract entered into or acts undertaken done by him or her in good faith in the capacity aforesaid, in any way in the discharge of his duties, including traveling expenses, and the Board may advance to an officer or employee of the Center, who has incurred or may incur any liability at the request or for the benefit of the Board, such security by way of indemnity as it may deem proper.

Article 28

It shall be the work of the Director-Treasury to cause the accounts to keep good record of:

- a. The sums of money received and expended by the Center and the matters in respect of which such receipts and expenditure takes place.
- b. The assets and liabilities of the Center.

The books of accounts shall be kept at the office or at such other place or places as the Board thinks fit. This shall always remain open to the inspection of the Members of the Board during business hours. At the Board meetings, the Director-Treasury shall lay before the Members present a proper income and expenditure account for the period since the last preceding account.

A proper Balance Sheet as at the date on which the income and expenditure account is made up shall be prepared every year.

Copies of the income and expenditure account, balance sheet and reports, all of which shall be framed in accordance with any statutory requirements for the time being in force and of any documents required by law to be annexed or attached thereto to accompany the same, shall, not less than twenty-one (21) clear days before the date of the Annual Meeting, be sent to all persons entitled to receive notice of the meetings.

Article 29

The Center shall appoint external Auditor(s) to audit the Center at least every three (3) years. The Remuneration of the Auditor(s) of the Center shall be fixed at the time of hire. Every Auditor of the Center shall have a right to see all relevant vouchers and shall be entitled to access at all times to the books and accounts required from the Center. The Auditor(s) shall make a report of the accounts examined by them and on every balance sheet, and the report shall state, whether or not they have obtained all the information and explanations they have required; and whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Center.

Article 30

The books of accounts and all documents relating thereto and a list of Board Members shall be available for inspection by any Board Member, entities contemplating providing grants or funding to the Center or any government agency/ministry on giving not less than seven (7) days notice in writing to the Center, provided that the books of accounts and all documents relating thereto and the list of Board Members shall always be open for inspection by Members of the Board during business hours.

Article 31

The financial year of the Center shall be from January to December of every year or at such other time as the Board may from time to time determine.

Chapter 7 – Conferences

Article 32

The Center or the Board may convene local, general, technical or other special conferences to consider any matter within the competence of the Center and may provide for the representation at such Conferences of international organizations and, with the consent of the organization concerned, of national organizations, governmental or non-governmental. The manner of such representation shall be determined by the Board.

Article 33

The Board may provide for representation of the Center at conferences in which the Board considers that the Center has an interest.

Chapter 8 – Headquarters

Article 34

The Headquarters of the Center will be located within the State University of Tetovo (Macedonia). Sub Headquarter may be located at Northern Illinois University (United States of America).

Chapter 9 – Regional Arrangements

Article 35

The geographical regions of focus of the Center will be determined each year by the Board. The expansion of focus can be expanded by a vote from the Board. Sub committees and regional offices may be established on the basis of expansion.

Chapter 10 – Budget and Expenses

Article 36

The Director shall prepare and submit to the Board the budget estimates of the Center. The Board shall consider and vote on such budget estimates.

Article 37

The Board acting on behalf of the Center may accept and administer gifts and bequests made to the Center provided that the conditions attached to such gifts or bequests are acceptable to the Board and are consistent with the objective and policies of the Center.

Article 38

A special fund to be used at the discretion of the Board shall be established to meet emergencies and unforeseen contingencies.

Chapter 11 – Voting

Article 39

Each Member and Associate Member will have one vote representing their organization.

Chapter 12 – Amendments

Article 40

Texts of proposed amendments to this Constitution shall be communicated by the Board to all Board Members, Founding Members and Associate Members at least two (2) weeks in advance of their consideration by the Board. Amendments shall come into force for all Members and Associate Members when adopted by at least a two-thirds vote of the Board.

Chapter 13 – Interpretation and Language

Article 41

The official language of the Center will be English. All business, conferences, and other activities will be done in English. Translation is possible for all activities of the Center. This Constitution may be translated into other languages. In the event of a conflict between the English version of and any translation of this Constitution, the English version shall be deemed to control and prevail.

Chapter 14 – Notices

Article 42

All notices and other correspondence related to this Constitution shall be in writing and shall be effective when delivered by: (i) certified mail with return receipt; (ii) hand delivery with signature or delivery receipt provided by a third party courier service (such as FedEx, UPS, DHL, etc.); (iii) fax transmission if verification of receipt is obtained; or (iv) email with return receipt, to the designated representative of the party as indicated below. A party may change its designated representative for notice purposes at any time by written notice to the other parties. The initial representatives of the parties are as follows:

State University of Tetovo
Arber Celiku
Marsal Tito
Tetovo, Macedonia
Arber.celiku@united.edu.mk

Northern Illinois University
Anthony Preston
1425 West Lincoln Highway, BH 203
DeKalb, IL 60115
apreston@niu.edu

Chapter 15 – Miscellaneous

Article 43

This Constitution does not obligate any of the Founding Members to undertake any financial expenditures or any contractual obligations.

Article 44

The relationship of a party to that other parties under this Constitution, shall be that of independent contractors and shall not be that of an agent or employee of the other parties.

Article 45

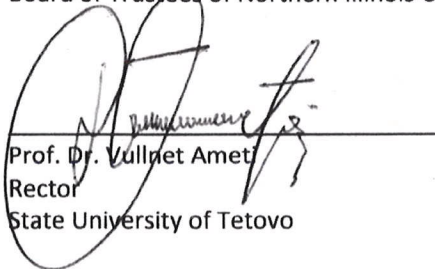
No party to this Agreement shall issue any press release or other public announcement relating to this Constitution or use another party's name, marks, logos, trade designations or other intellectual property (collectively "Intellectual Property") without the prior written approval of the party, owning such Intellectual Property, which approval may be withheld for any reason.

The Founding members below, desirous of creating this Center for Peace and Trans-Cultural Management, hereby create and agree to follow this Constitution, by their affixing their signatures below.



Prof. Dr. Lisa Freeman
Executive Vice President and Provost
Board of Trustees of Northern Illinois University

Jan 19 2016
Date



Prof. Dr. Vullnet Ameti
Rector
State University of Tetovo

Date

