

# “Messengers of Peace Project”

Bylaws

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# PREAMBLE



# CHAPTER I

## The Messengers of Peace



## ARTICLE I

<b>Section 1</b> <b>Name</b>	This organization is the Board of Trustees of the Messengers of peace program _____ established by King Abdullah bin Abdulaziz the Custodian of the Two Holly Mosques and H.M. King Carl XVI Gustaf of Sweden
<b>Section 2</b> <b>Definition</b>	The messengers of peace is an international program with a vision to spread peace around the world through scouts
<b>Section 3</b> <b>Purpose</b>	The purpose of Messagers of Peace is to contribute to the development of young people in achieving their request and support scouts around the world to work as messengers of peace
<b>Section 4</b> <b>Office location</b>	Riyadh , Saudi Arabia

## ARTICLE II

<b>Section 1</b> <b>Vision</b>	To have 20 million of the world's 31 million Scouts working as Messengers of Peace by 2020 (To be revised)
<b>Section 2</b> <b>Goals</b>	<p>Train Scouts the world to embrace the culture of dialogue and thus make work in the area of peace more skilled and effective</p> <p>To support local and national peace projects throughout the world, and strengthen local scout structures in order to multiply their effect from small local initiative to have a greater impact</p> <p>To support young victims of conflict through dialogue, to prevent a re-occurrence of these conflicts in the future generation.</p> <p>To communicate the message of dialogue to a broader community globally</p>
<b>Section 3</b> <b>Core Values</b>	Scouts values

# CHAPTER 2

## Board of Trustees

## Article 1

### Identification (Board of Trustees)

<b>Section 1</b> Name	The name of the Advisory Body shall be <b>the Messengers of Peace Board Of trustees</b> , hereinafter referred to as the “ <b>Board Of trustees</b> ” <b>BOT or the Boards</b>
<b>Section 2</b> Purpose	The Board of Trustees of the Messengers of peace is the governing body, with all powers of governing and of overseeing the management and affairs.
<b>Section 3</b> Composition of Board	<ul style="list-style-type: none"><li>• The Board shall consist of twenty members, fifteen of whom shall be appointed by the Chairman HH Prince Faisal bin Abdullah and with the advice and consent of the King of Sweden.</li><li>• Five members will be appointed by the king of Sweden.</li><li>• The President of Saudi Scouting and the Secretary General of WOSM, together with the CEO of the World Scout Foundation will be <b>ex-officio</b> members of the Board.</li><li>• One member of the Board shall be designated by the Custodians of the two holy mosques to be the Chairman.</li><li>• Vacancies in the membership of the Board shall be filled for the unexpired term in the same manner as original appointments.</li><li>• The Board shall consist of the appointed member and ex officio officers of the program.</li><li>• Two members of board will head the <b>Nominations</b> committee as chairperson of and vice chairperson.</li></ul>
<b>Section 4</b> Appointment and	<ul style="list-style-type: none"><li>• Members of the Board will be invited to join by the Chairman, following consultation with the co-Patrons of the Initiative.</li><li>• First term Membership will be by invitation from the Chairman of the board and the King of Sweden</li></ul>

**Membership  
of the BOT**

- A further 5 members will be chosen by HM King of Sweden following the same criteria.

**BOT Members will be asked to join the board based on the following**

1. Proven leadership ability.
2. Previous experience serving on boards (**either for-profit or nonprofit**).
3. Diversity, including but not limited to gender, ethnicity, race, age, disabilities and geography.
4. Experience with large and complex organizations;
5. Current or prior chief executive officer, chief operating officer, or chief financial officer level experience (**either for-profit or nonprofit**).
6. Knowledge and experience regarding nonprofit and volunteer organizations.
7. Specific skills such as, international, information technology, diversity awareness, governmental affairs, public relations, marketing, leadership development, disaster relief, medical, biomedical, regulated industries and pharmaceutical.
8. Community experience and knowledge of local or international Initiatives

**For their potential influence on the initiative**

1. One chairperson ( appointed by the custodian of the two holy mosque )
2. One vice chairperson ( appointed by the chair person and with approval of BOT members )
3. The Secretary General of Saudi Scouting
4. The Secretary General of WOSM
5. The CEO of the World Scout Foundation
6. One international Figure with experience of running and managing international invitees will act as the head of the executive committee

	<ol style="list-style-type: none"> <li>7. One international Figure in Business will act ahead of the programs committee</li> <li>8. One international Figure in Business will act as a head of the standing committee</li> <li>9. One international Figure in Business</li> <li>10. One international Figure in Business</li> <li>11. One International NGO Consultant ( University professor )</li> <li>12. One figure from the Young Global Leaders</li> <li>13. secretary general of the Arab Scouts Foundation</li> <li>14. One international Figure in Marketing will act as head of the communication Committee</li> <li>15. One international Scout youth ( male )</li> <li>16. One international scout youth ( Female )</li> <li>17. One financial expert ( head of Finical committee )</li> <li>18. One financial Experts</li> <li>19. One.....</li> <li>20..... <ul style="list-style-type: none"> <li>● All sub Committees' head should be member in the Executive committee</li> </ul> </li> </ol>
<p><b>Vacancies</b></p>	<ul style="list-style-type: none"> <li>● When a vacancy occurs on the Board, such vacancy shall be filled by appointment of the chair person (Prince Faisal Bin Abdullah) until the next term, with advice of the board and the approval of the Board.</li> <li>● Any vacancies arising in the membership of the <b>BOT</b> for any reason other than the expiration of the regular term for which members were appointed shall be filled by appointment from the Chairperson, subject to approval by the majority of the remaining members of the BOT and shall be thereafter effective until the expiration of the regular terms.</li> <li>● The chairman will have the power to remove any member of <b>BOT</b></li> </ul>

	<p>before the expiration of <b>his/ her</b> term for cause only, after notice and hearing, the removal shall become effective only when approved in writing by a majority of the total number of the BOT, but the members removed or his or her successor shall have no right to vote on question or removal.</p>
<p><b>Section 5</b></p> <p><b>Terms of Office</b></p>	<ul style="list-style-type: none"> <li>● Board Members will be asked to serve for a period of two years. This term may be renewed</li> <li>● The term of Office for each member shall commence on .....and shall end on ....., of the two years following, the year in which the regular term commenced, or until such time as a replacement is named .</li> <li>● <b><u>The terms of members of BOT arranged so that one term expires every year. members may be reappointed by the Chairman<sup>1</sup></u></b></li> <li>● First term of office members will be nominated by the custodian of the two holly mosques and HM king of Sweden</li> <li>● In the second term, the BOT members at large shall be elected by ballot in accordance with Article of these Bylaws for a term of two (2) years, or until their successors are elected and assume office.</li> <li>● Terms of office shall begin at the close of the Annual Meeting.</li> <li>● No individual shall serve more than three (2) consecutive terms as a BOT -at-large.</li> <li>● member who shall have served a half term or more in office shall be considered to have served a full term in office</li> </ul>
<p><b>Section 6</b></p>	<ul style="list-style-type: none"> <li>● A Nominating Committee for new Board members will be appointed by the President at least ninety (90) days prior to the annual meeting,</li> </ul>

<sup>1</sup> This part will be based on the request of the chairman of the board and can be discussed in the first Meeting of the BOT

<p><b>Nomination</b></p>	<p>consisting of no less than three or more than five past presidents, to prepare a list of nominees for election to the Board.</p> <ul style="list-style-type: none"> <li>• President and Executive Vice President shall serve as ex-officio members of the committee without vote. The Committee shall submit the names of its nominees to the Recording Secretary at least sixty days prior to the date of the annual election and general membership meeting in May. At least forty (40) days prior to the annual election, the Recording Secretary shall solicit direct nominations for new members of the Board from the membership, and mail a report of the Nominating committee, by first class mail, to the members of the association. Prior to closing the nominations, the Committee shall consult each nominee personally and obtain his agreement to serve as either or both an officer of the Association at any time during his term as a Board member, if so elected; or as chairman , or co-chairman of any standing committee or special committee, if so appointed by the President.</li> </ul>
<p><b>Section 7</b></p> <p>Chairman and Vice Chairman</p>	<ul style="list-style-type: none"> <li>• The Chairman shall exercise the usual functions of a presiding officer and shall have such other powers and duties as may be conferred by the BOT. The Chairman shall be ex officio a member of all standing and special committees of the Board. In the absence or disability of the Chairman, the Vice Chairman shall</li> <li>• Perform the duties and exercise the powers of the Chairman</li> <li>• Chairman and Vice Chairman. The Chairman shall exercise the usual functions of a presiding officer and shall have such other powers and duties as may be conferred by the Board. The Chairman shall be ex officio a member of all standing and special committees of the Board. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman.</li> </ul>
<p><b>Section 8</b></p>	<ul style="list-style-type: none"> <li>• Vacancies. The Board shall consist of twenty members, fifteen of whom shall be appointed by the king of Saudi Arabia, and one of</li> </ul>

<p>Composition And appointment of the board</p>	<p>whom shall be the president of the Board of the State University, ex-officio. One member of the Board shall be designated by n. Vacancies in the membership of the Board shall be filled for the unexpired term in the same manner as original appointments and based on the criteria designed by the nominating committee<sup>2</sup></p>
<p><b>Section 9</b>  Quorum</p>	<ul style="list-style-type: none"> <li>● At all meetings of the Board members shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the BOT, except as otherwise specifically required by law or by these By-Laws; provided, that a majority of the members present at any meeting, although less than a quorum, may adjourn the meeting from time to time without notice other than announcement at the meeting.</li> <li>● A quorum of the Board of Directors shall be ten<sup>10</sup> members</li> </ul>
<p><b>Section 10</b>  Meetings</p>	<ul style="list-style-type: none"> <li>● Notice, Agenda. Regular meetings of the BOT shall be held at such time And place as shall be determined by the BOT<sup>3</sup>.</li> <li>● Special meetings may be called at any time by the Chairman, the Vice Chairman or by any eight members by petition, and shall be held at such time and place as may be fixed in the call of such meetings.</li> <li>● At least 30 days' notice of every meeting shall be mailed by the Secretary of the Board to the usual address of each Trustee, unless such notice is waived by a majority of the BOT.</li> <li>● Resolutions for the consideration of the Board of Trustees must be mailed to the usual address of each Trustee no less than 30 days prior to a meeting, unless the chair shall make available in writing on the day of the meeting the facts which necessitate an immediate vote.</li> <li>● The agendas for such meetings shall be available 15 days prior to the meetings and shall be considered public records.</li> </ul>

<sup>2</sup> Sub committees by laws

<sup>3</sup> Unless the chairman of the BOT decide otherwise

**Section 11**

**Chairman and Vice Chairman**

- The Chairman shall exercise the usual functions of a presiding officer and shall have such other powers and duties as may be conferred by the Board. The Chairman shall be ex officio a member of board and special committees of the Board. In the absence or disability of the Chairman, the Vice Chairman shall
- perform the duties and exercise the powers of the Chairman
- The Chairman shall exercise the usual functions of a presiding officer and shall have such other powers and duties as may be conferred by the Board. The Chairman shall be ex officio a member of all standing and special committees of the Board. In the absence or disability of the Chairman, the Vice Chairman shall perform the duties and exercise the powers of the Chairman.

**Section 12**

**Section of Conflict of Interest**

- BOT members may not in their private capacity negotiate, bid for, or enter into a contract with the MOP Mangement in which they have a direct or indirect financial interest.
- BOT members shall withdraw from BOT discussion, deliberation, and vote on any matter in which the BOT member, an immediate family member, or an organization with which the BOT is associated has a substantial financial interest
- A BOT may not receive anything of value that could reasonably be expected to influence his or her vote or other official action

**Article 2**  
**Functions of the Board of Trustees**

Primary  
Function of  
the board

- The BOT is responsible for the oversight of the Messengers of Peace initiative.
- The BOT will assure that the high moral aims of the Initiative are consistently upheld and that the strategic direction and momentum of the initiative are maintained.
- As such, it will receive reports from the World Scout Foundation detailing with the direction and performance of MOP activities throughout the world..
- The BOT will work to assure a strong financial strategy for the long term sustainability of the initiative.
- The BOT will also work to enhance the public image of the initiative and work to support the World Scout Movement in its strategic outreach for this initiative in the coming years
- The BOT acts as a public body, and no individual member of the BOT in their capacity as an individual BOT member has the authority to act for the BOT except the chairperson<sup>4</sup>. As such, no individual BOT in their capacity as an individual BOT may issue any directive to any employee of the MOP or get any approval of the MOP grants.
- The Board of Trustees has exclusive jurisdiction, power and authority with regard to the supervision, management and control of Executive committee which includes all 8
- power, authority and duties heretofore conferred on, vested in or required of approval of BOT
- The primary responsibility of the Board of Trustees is to set policy for the MOP and prescribe MOP strategy and frame work and core values.

Essential functions, including, but not limited to, the following:

<sup>4</sup> Subject to this matter shall be discussed and get the consent of the rest of the BOT members in the first meeting , approval should be signified as a separate write material attached the to the first Meeting's minutes

**Duties  
Of the  
Board of  
Trustees**

- ✓ Review and approve the mission statement MOP.
- ✓ Approve and oversee the MOP's strategic plan and maintain strategic oversight of strategic.
- ✓ Oversight of operational matters
- ✓ Select, evaluate the performance of, and determine the level of compensation of the chief executive officer and other officers of the MOP, as well as other employees of the MOP.
- ✓ Oversee succession planning for management.
- ✓ Hold management accountable for performance.
- ✓ Oversee the integrity of the financial statements of the MOP (the qualifications and independence of the MOPs independent auditors, auditors and internal audit function) the processes by which the MOP's management assesses and manages risk, and the MOP's compliance with legal and regulatory requirements.
- ✓ Review and approve the annual budget of MOP and provide oversight of the financial stability of the Corporation after the approval of the financial committee.
- ✓ Review and approve capital expenditures, acquisitions and divestitures and other transactions that, as determined by the Board in its sole discretion, are significant to the MOP, in each case in accordance with policies that may be established by the Board from time to time
- ✓ Assist in ensuring the inclusiveness and diversity of the Corporation.
- ✓ Provide oversight of the protection of the brand of the Corporation.
- ✓ Oversee fundraising on behalf of the MOP.
- ✓ Adopt standards applicable to members of the Board, in addition to specific standards of independence.
- ✓ Determine the duties and responsibilities to be performed by the Chief Executive Officer.
- ✓ Design a formal and transparent process for nominating members of the

Board.

- ✓ Monitor potential conflicts of interest of management and members of the Board.
- ✓ Monitor through evaluations the effectiveness of the governance practices under which the Board operates and make changes as needed
- Legal responsibility for the operation of the messengers is vested in the Board of Trustees., The BOT has the power and duty to determine rules and regulations governing Mop
- Supervise the executive committee in Conducting t evaluations of operations based on the Criteria adopted by the BOT
- Approve policies and goals of the MOP and direct the President to implement and achieve those policies and goals.
- Approve s Master Plans, and Capital Development Programs;
- Approve or designate who shall approve all contractual relationships and other major legal obligations executed with related entities that bear the MOP name.
- Delegate the secretly genera<sup>5</sup> as the approval authority for the employment of officers and as secretary only for the purpose of counter signing the certificate of payment for reimbursement of expenses of trustees.
- Validate objectives, policies, and practices which provide for effective and prudent management, control, and preservation of the investment assets of the MOP.
- Validate auditing policies and standards and appoint independent auditors to conduct the annual audits.  
Approve the construction of new facilities and major renovation of existing facilities
- Ensure that the Chairperson, Vice Chairperson and other designated financial committee members of MOP are bonded.

<sup>5</sup> Or any Other personal that the BOT decide ( this matter should be determined the First BOT meeting )

	<ul style="list-style-type: none"> <li>• Approve the construction of new facilities and major renovation of existing facilities</li> <li>• Ensure that the Chairperson , Vice Chairperson and other designated financial committee members of MOP are bonded The Board shall select, appoint and supervise a properly certified and competent Executive Committee head director, and determine the duties and compensation of all additional Expenses</li> </ul>
	<ul style="list-style-type: none"> <li>• The BOT shall approve the budget and make sure that adequate funds are provided to finance the approved budget</li> </ul>
	<ul style="list-style-type: none"> <li>• The Board shall study and support legislation that will bring about the greatest good to the greatest number of MOP Beneficiaries</li> </ul>
	<ul style="list-style-type: none"> <li>• The Board shall cooperate with other public officials and boards and maintain vital public relations</li> </ul>
	<ul style="list-style-type: none"> <li>• The Board shall approve and submit the required annual report to the Subcommittees for MOP ,</li> </ul>