



UNITED NATIONS ASSO *of the United States of*

Southern New York State Division Bylaws

Approved by UNA-USA staff – Sept. 10, 2012

Contents

Article I – Name and Affiliation.....	1
Article II – Purpose and Function.....	2
Article III – Membership.....	3
Article IV – Meetings.....	3
Article V – Board of Directors.....	3
Article VI – Officers.....	5
Article VII – Executive Committee.....	7
Article VIII – Committee.....	7
Article IX – Young Professionals.....	9
Article X – Division Finance.....	10
Article XI – Legal Requirements.....	10
Article XII – Ratifications and Amendments.....	10
Article XIII – Parliamentary Authority.....	11

Article I – Name and Affiliation

The name of this organization shall be the United Nations Association of the United States of America, Southern New York State Division.

The Division comprises all chapters, contact groups, and members-at-large in the five boroughs of New York City and in the counties of Columbia, Dutchess, Greene, Nassau, Orange, Putnam, Rockland, Suffolk, Sullivan, Ulster and Westchester of UNA-USA, LLC (“UNA-USA”), and is subject to the terms of the Affiliation Agreement between the Division and UNA.

Article II – Purpose and Function

Section 1 - Purpose: The Division shall develop and implement plans, activities and programs in support of the purposes of the National Organization as expressed as follows:

“Since World War II, through champions like Eleanor Roosevelt, Elliot Richardson, and Cyrus Vance, UNA-USA and its chapters and divisions have built American support for the United Nations. In 1999, funded with Ted Turner’s historic \$1 billion gift, the United Nations Foundation, Inc. (“UNF”) and Better World Fund (“BWF”), its sister organization, began a world-class communication, education and advocacy movement focused on supporting the United Nations and its causes. Following the footsteps of the original United Nations Association, UNF and BWF, the mission of UNA-USA, a program of the United Nations Foundation, is to inform, inspire and mobilize Americans to support the principles and vital work of the United Nations and to strengthen the United Nations system. UNA-USA encourages U.S. leadership to work constructively through the United Nations and encourages everyone to achieve the goals of the United Nations Charter. Through its chapters, divisions and programs, UNA-USA educates the American public about the invaluable work of the United Nations, raises funds and carries out local activities related to the United Nations, and recruits, engages, and retains members around the country.”

Section 2 - Function: The Division has been organized to further the above purpose and function. Specifically, the Division’s responsibilities include:

- (a) assisting the chapters and contact groups in the division to fulfil their mission;
- (b) promoting inter-chapter communication and coordination;
- (c) fostering the creation of new chapters and contact groups;
- (d) educating to inform the public about the United Nations system and build a constituency for constructive United States participation in the U.N. system in those parts of the state or region where there is no chapter;
- (e) representing the chapters and contact groups in contacts with state government or state-wide organizations; and
- (f) recruiting and serving at-large members in areas where there is no chapter or contact group.
- (g) conducting programs on a Division-wide basis. Such programs would only be done with approval from the division board of directors and in a way that complements and enhances, rather than competes with chapter activities.

Article III – Membership

Membership is available to any United States resident. The term “Membership” refers to those individuals who are dues-paying members of UNA-USA. UNA-USA shall assign each new member of UNA-USA to the chapter that operates nearest to the address provided by such member, unless such member requests to join a chapter in another location or elects not to join any chapter. The categories, levels and terms and conditions of UNA-USA membership shall be established by UNA-USA and are set forth in the UNA-USA Chapter Handbook. The Division shall consistently work to increase its membership base through adding individual members and to develop chapters in areas where they do not currently exist.

Article IV – Meetings

Section 1 - Annual Meeting: An annual meeting of members of the Division shall be held at a place, date and time to be determined by the Board of Directors of the Division. Notice of the Annual Meeting shall be sent to Board members and the entire membership of the Division at least 30 days prior to date of the meeting. The meeting shall be in October, November or December. At the Annual Meeting of the members of the Division, 10% of the membership shall constitute a quorum for all purposes, including the election of Directors..

Section 2 - Board of Directors Meetings: The Division shall host at least six Board meetings each calendar year at the call of the President.

Section 3 - Special Meetings: At the request of three or more members of the Board, the President shall call a Special Meeting. See also Article II, Section 2 above.

Section 4 - Notice of Meetings: The president shall give Board members seven (7) days notice stating time, place and business to be transacted at a given meeting. If the president is unable, any director or person designated by the president may provide members with such notice of the meeting. Any Board meeting may, with the approval of the Board, be held in conjunction with an open membership meeting for UNA members in the Division area.

Article V – Board of Directors

Section 1 – Numbers and Composition: The business of the Division shall be conducted and directed by the Board of Directors consisting of not fewer than ten and not more than thirty members.

The Board of Directors shall be composed of:

- a.) Officers of the Division;
- b.) All Presidents of UNA Chapters in the Division area or their designees;

- c.) Such additional UNA members residing in the Division area who are members in good standing and who, in the opinion of the Board, have suitable qualifications for Board membership, and who are elected thereto in accordance with these By-Laws;
- d.) Past Presidents of the Division who wish to continue to participate and serve on the Division level can automatically serve as ex officio, non-voting members of the Board unless nominated (and voted on) to fill a board position.
- e.) Past Presidents of Chapters who wish to continue to serve on the Division level can automatically serve as ex officio, non-voting members of the Board unless nominated (and voted on) to fill a board position..
- f.) The Chair of the Young Professionals Program.

The number of directors shall be set from time to time by a majority vote of the entire board, unless otherwise increased or decreased as provided below. The number of directors may be increased or decreased at any time and from time to time by amendment to the bylaws or by a majority vote of the entire board, except that in no case may any decrease in number of directors shorten the term of any incumbent director.

In the event that the number of directors falls below ten between Annual Meetings, the Nominating Committee, at the next Board meeting, shall propose individuals for election to fill the vacancies so created.

At least one director shall be a young professional (between the ages of 21 and 40). See also Article IX, below.

Section 2 - Qualifications: Directors shall be elected from the membership of the Board and must continue to be a member in good standing during their term of office.

The status of any Director who is absent from any three consecutive meetings, without having designated an authorized proxy or having notified the President in advance of circumstances preventing his or her attendance, shall be reviewed by the Nominating Committee for appropriate action.

Section 3– Compensation: Board members shall receive no compensation as salary from the Division but may receive expenses for special activities on behalf of the Division and such special expenses shall be upon vote by the directors.

Section 4 – Term of Office: The term of office for all officers / directors shall be two years, with the privilege of re-election for two additional consecutive terms in that position. An officer who has served for two consecutive terms in the same office may be elected to a different office at the conclusion of said two terms. No member shall serve on the board in the same position for more than three consecutive elected terms. Officers shall take office on the first day of January following their election.

Section 5 – Elections: Officers shall be elected at the Annual Meeting of the Board of Directors and Members at Large every two years. If at the expiration of the term of any officer a successor has not been elected or is not available to take office, the incumbent officer shall serve until a successor is duly elected and takes office.

Section 6 - Vacancies: Vacancies in the board shall be filled from the membership by a majority vote of the remaining directors and such person filling the vacancy shall hold office until the expiration of the term being filled.

Section 7 - Regular Meetings: The Division shall host at least six Board meetings each calendar year at the call of the President.

Section 8 - Special Meetings: At the request of three or more members of the Board, the President shall call a Special Meeting. See also Article II, Section 2 above.

Section 9 – Quorum and voting: At any meeting of the board, a simple majority of the membership shall constitute a quorum for all purposes including the election of directors. A Chapter President, with the approval of the Chapter Board, may designate a member of the Chapter to attend a Division Board meeting which the President cannot attend, and such designee shall have the right to vote on matters before the Board in accordance with specific instructions of the Chapter President and Board.

Section 10 - Powers and Duties of Directors:

- a) The directors shall have the power to conduct and direct the business of the Chapter.
- b) The directors shall maintain a complete record of all business transactions, minutes and acts, and present a full statement at the regular annual meeting of the members, showing in detail the condition of the affairs of the Chapter
- c) The Board of Directors shall have the authority to create and fill the office and the position of executive secretary or executive director.

Article VI – Officers

Section 1 - The officers shall be elected by the members of the Board at the annual meeting. The officers shall be elected for a two year term and each shall hold such office until their successors are elected. The officers shall be members of the Board of Directors and no officer shall serve on the board in the same position for more than three consecutive elected terms.

Section 2 - Officers of the Division shall be the president, a secretary, a treasurer, and other officers as may be deemed necessary or desirable by the Board of Directors or state law.

Section 3 - The officers shall receive no compensation as salary from the Chapter but may receive expenses for special activities on behalf of the Chapter and such special expenses shall be upon vote by the directors.

Section 4 - Powers and duties of officers:

- a) The **President** facilitates the work of the Division, is a representative to the UNA-USA Council of Chapters and Regions (CCR), and is strongly encouraged to attend all meetings of the CCR. The president presides at all Division meetings; appoints all Division committee chairs with the consent and approval of the officers; presents the report covering the activities of the Division in the previous year at the Division's annual meeting; enforces Division guidelines; and ensures that all books and records are properly kept and that all meetings are appropriately called. He/she should delegate authority, develop new leadership, and represent the Division in the community at large. The President shall visit, or designate a representative to visit, existing Chapters upon request or as needed, and shall assist in the formation of new Chapters.
- b) Vice Presidents
1. The **Vice President-Membership** serves as **Membership Chair**. He/she is responsible for managing the Division's membership records, for developing a growth strategy to recruit new members and engage and retain current ones, and for helping Division members recruit and engage new members. Specific responsibilities include: contacting lapsed members and prospective members, and welcoming new members. The Vice President-Membership also performs the duties of the President in the absence or inability to serve of the President.
 2. The **Vice-President-New Chapter Development** serves as **New Chapter Development Chair**. He/she is responsible for managing the Division's development of new chapters in areas where none currently exist. This includes areas where chapters have previously closed as well as areas previously unserved by chapters. The Vice President-New Chapter Development also performs the duties of the President in the absence or inability of the Vice President-Membership.
 3. The **Vice President-Advocacy** serves as **Advocacy Chair**. He/she serves as a liaison between the Division and the Advocacy Committee of the Council of Chapters and Regions Steering Committee and the UNA-USA national office, as well as with advocacy chairs of Chapters in the Division. The Advocacy Chair is responsible for promoting participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and National Advocacy Week. The chair should ensure that the Division and Chapters maintain and develop personal relationships with local congressional representatives and/or their relevant staff members (through letters, telephone calls, and personal visits) and keep up to date on their positions on UN-related issues
- c) The **Secretary** serves all notices required by the handbook. He/she records accurate minutes of all meetings of the Division, which should include election results and assignments to specific duties; works with the president to prepare the Division's annual report; and performs all the customary duties of a secretary.

- d) The **Treasurer** is responsible for maintaining all financial records for the Division, including providing oversight for all banking, events, and fundraising activities. The treasurer must ensure financial compliance with all applicable laws and provide information to the president and the UNA-USA national office membership team on all financial matters of the Division. He/she works with the president to prepare the financial section of the Division's annual report. During Division board meetings, the treasurer should report actual financials versus the budget and ensure that all board members understand the report. The treasurer should keep regular contact with the national office to ensure compliance with internal and Federal compliance standards. It is the treasurer's responsibility to know what forms must be filed with the appropriate State and Federal entities and what information is required by the national office in order to avoid fines, the revocation of 501 (c)(3) status and/or, as appropriate, registration as a charitable organization for fundraising purposes.

Article VII – Executive Committee

Section 1 – The Executive Committee shall be comprised of the Division's officers and committee chairpersons. The president shall serve as the chairperson of the Executive Committee. Vacancies in the Executive Committee shall be filled by the Board of Directors.

Section 2 – During the intervals between meetings of the Board of Directors, the Executive Committee shall transact all routine business and shall exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Division in all cases in which specific direction shall not have been given by the Board of Directors.

Section 3 -- The Executive Committee shall report all actions it takes to the Board of Directors at the Board of Director's meeting next succeeding such action. Regular minutes of the proceedings of the Executive Committee shall be kept. A majority of the members of the Executive Committee in office at the time shall be necessary to constitute a quorum and in every case an affirmative vote of a majority of the members of the committee present at a meeting shall be necessary for the taking of any action.

Article VIII – Committees

Section 1 – The Chapter shall organize committees to manage its programs and activities to further the mission of UNA-USA. The president, with the approval of the Board of Directors, shall appoint committee chairpersons, who shall be members of the Board of Directors. Except as may be otherwise specifically provided for by these bylaws, committee chairpersons shall appoint their committee members. The president shall serve as ex-officio member of each committee. Members of a committee shall serve until the Division's next annual meeting or until their successors are appointed.

Qualified UNA-USA members who are not members of the Board but who are interested in a specific sub-committee can be asked to join it.

Section 2 – Rules governing procedures for meetings of any committee of the Board shall be as established by the Board of Directors, or in the absence thereof, by the committee itself with the concurrence of the Board. If no rules are established, then the rules that govern the directors shall govern each committee. All committees shall take only such action(s) as specifically designated in the bylaws or in the resolution chartering the committee and the committee chairpersons shall report to the Board of Directors on a regular basis as required by the Board of Directors.

Section 3 – Except as may be otherwise specifically provided for by these bylaws, no committee shall have the authority of the Board of Directors to amend, alter or repeal these bylaws; to elect, appoint or remove any officer, director or committee member of the Division; to amend the articles of incorporation of the Division; to restate the Division's articles or incorporation; to adopt a plan of merger or adopt a plan of consolidation with another Division; to authorize the sale, lease, exchange or mortgage of all or substantially all of the Division's property and assets; to authorize the voluntary dissolution of the Division; to adopt a plan for the distribution of the assets of the Division; to amend, alter or repeal any resolution of the Board of Directors; to fix compensation for the Division's Board of Directors or committees; or other acts prohibited by law.

Section 4 – Meetings of the committees may be called by the respective chairpersons thereof or by any two (2) members of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as may be otherwise specifically provided for by these bylaws..

Section 5 – The President, with the approval of the Board, shall appoint between three (3) and five (5) board members who, including the elected Chairperson, will constitute a Nominating Committee to serve during such President's term of office. The nominating committee shall identify and nominate potential members to the Board of Directors. Vacancies on the Nominating Committee may be filled by appointment by the President with the approval of the Board.

Section 6 – The president shall have the power to call for the establishment of ad-hoc committees as deemed necessary.

Committee Functions

1. **Membership:** To establish a membership growth strategy to recruit new members and engage and retain current members. To build awareness that it is the responsibility of each UNA-USA Division board member to recruit and engage new members.
2. **Finance and Budget:** To raise and manage Division funds.

3. **Program:** To organize programs, projects and events to promote the mission of UNA-USA. To coordinate with other committees, especially the membership committee to ensure that all Division programming has a membership building element.
4. **Young Professionals:** To engage UNA-USA members, typically between 21 and 40 years old, and to develop effective membership recruitment and retention strategies for this key age demographic. **See Article IX, below, for further details.**
5. **Advocacy:** To inform elected representatives, the general public and Division members about U.S. Government activities related to the UN system. To promote participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and National Advocacy Week.
6. **Communications:** To utilize social media, such as Facebook and Twitter, and work with television, radio stations, and newspapers to publicize activities of UNA-USA and to ensure balanced and accurate coverage of the UN and global affairs. To maintain the Division website and to publish a regular electronic or print communication for distribution to Division members. To encourage that Division members become regular readers of UNA-USA publications, such as The InterDependent and the World Bulletin.
7. **Chapter Development:** To establish a strategy for chapter development in areas where no chapter exists. This may include Student Alliance development.

Article IX – Young Professionals

UNA-USA Young Professionals (UNA-YP) is a program that engages UNA members, typically between 21 and 40 years old, in discussions of international affairs, emphasizing the importance of multilateral cooperation and the United Nations.

UNA-YP distinguishes itself from other young professional programs for international affairs, by focusing on supporting the United Nations through community education and by outreach to Congressional representatives. UNA-YP members work with UNA-USA chapters and divisions and benefit from learning by doing -- managing local events, soliciting speakers, designing fundraising initiatives, introducing chapters to emerging new technologies and social media, and recruiting and engaging volunteer teams.

The UNA-USA Young Professionals Program based in New York City (“YP-SNY”) is affiliated as an integral part of the Southern New York State Division (“the Division”). YP-SNY strives to work in conjunction with and under the umbrella of the Division leadership and mentorship and as such:

1. The YP-SNY Chair will provide reports to be presented at the Division board meetings by the YP-SNY Chair or in his/her absence the YP-SNY Vice-Chair;

2. The YP-SNY Treasurer and/or Chair will submit to the Division Treasurer and President YP-SNY expense reports as stipulated on the Event Financial Procedures found on <http://unasnyypic.pbworks.com/Event-Related-Documents>;
3. YP-SNY funds are managed and disbursed solely with the authorization of the President and Treasurer of the Division. Disbursements from the YP-SNY funds will be made only by check;
4. The YP-SNY Chair, Vice-Chair and/or Treasurer will provide all documentation supporting all expense reports submitted to the Division.

Article X – Division Finance

Section 1 – Fiscal Year: The fiscal year shall commence January 1 and end on December 31.

Section 2 – Budget: A proposed budget shall be submitted to the Board of Directors for adoption at the Division’s annual meeting. The budget should include an accurate projection of costs and revenue for the year, and include line items for each Division activity. The Division’s financial report shall be submitted to the national office as part of the Division’s annual report.

Section 3 – Membership Dues: Annual membership dues and distribution of such dues shall be established by the UNA-USA national office headquarters.

Article XI – Legal Requirements

In addition to all requirements set forth in the Affiliation Agreement and the Handbook (including the following sections of the Handbook: Operating as a 501(c)(3) Organization, Fundraising Guidelines, and Direct Guidance from the IRS), the Division shall comply with the following: (i) the Division shall never be operated for the primary purpose of carrying on a trade or business for profit; (ii) the Division shall not, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office; (iii) no solicitation of contributions to the Division shall be made, and no gift, bequest or devise to the Division shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Division to lose its federal income tax exemption; (iv) pursuant to the prohibition contained in section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), no part of the net earnings, current or accumulated, of the Division shall ever inure to the benefit of any private shareholder or individual; and (v) upon the termination, dissolution or winding up of the Division in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Division shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.

Article XII – Ratification and Amendments

Bylaws shall be adopted by a simple majority of the Board of Directors, provided that (i) any proposed bylaws shall have first been submitted to and approved by the national office of UNA-

USA prior to adoption in order to ensure such bylaws are consistent with the Affiliation Agreement and the mission and purpose of UNA-USA, and (ii) that all members have been notified 30 days in advance of the meeting. Bylaws may be amended by a two-thirds majority vote through the same procedure.

Article XIII – Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the Chapter wherever it is applicable and not inconsistent with these Bylaws.