



# **Southern California Division United Nations Association of the USA**

## **BYLAWS**

### **ARTICLE I NAME OF ORGANIZATION**

The name of this organization is the Southern California Division of the United Nations Association of the United States of America (UNA-USA), hereafter referred to as the Division. It is a not-for-profit organization deriving its status from the UNA-USA, LLC.

### **ARTICLE II PURPOSES AND FUNCTIONS**

#### **Sec.1. Mission.**

We are dedicated to educating, inspiring and mobilizing Americans to support the principles and vital work of the United Nations and to strengthen the UN 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 our chapters 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.

#### **Sec. 2. Functions. The Division shall**

- a. Take appropriate action to promote the aims of the Charter of the United Nations in Southern California.
- b. Serve as liaison between the Southern California Chapters of UNA-USA, and provide a forum for the exchange of ideas, solutions of problems, and coordinated action.
- c. Strengthen policies and advocacies of issues of diverse interest and concern to Chapters and members in Southern California within the purposes of UNA-USA.
- d. Coordinate activities of the Southern California Chapters as occasion and Chapter interests dictate, jointly or Division-wide.
- e. Serve the Southern California Chapters in assisting them to carry out the purposes and programs of the UNA-USA and in applying the Chapter Handbook. Service to the Chapters shall be determined by the unique local character of each Chapter and at the behest of the Chapters themselves.
- f. Strengthen existing Chapters, extend the UNA-USA by forming new Chapters and/or Contact Groups, nurture chapter Young Professionals groups, expand membership in the UNA-USA and recommend the chartering of new Chapters to the UNA-USA.
- g. Provide programs, projects and events to promote the mission of UNA-USA.
- h. Coordinate action on Association business and Substantive Issues which come before the National Annual Meeting.

i. Support and participate in the election of the Southern California Region's representatives to the UNA-USA CCR Steering Committee.

Sec. 3. Activities.

The Division Board of Directors, hereafter called "the Board", shall promote activities implementing National programs and strengthening Chapters' priorities as fully as possible. Activities undertaken by the Division shall have been adopted by the Board and not be in conflict with the Chapter Handbook or activities of the Chapters.

**ARTICLE III MEMBERSHIP**

The general membership of the Southern California Chapters of UNA-USA and other UNA-USA members living in the SoCal region shall comprise the general membership of the Division.

**ARTICLE IV OFFICERS AND OTHER ELECTED POSITIONS**

Sec. 1. Officers.

The officers of the Division shall be a President, a Vice President of Programs, a Vice President of Communication, A Vice-President of Resource Development, a Vice President of Membership and Chapter Development, a Secretary, a Treasurer and two Chapter Representatives.

Section 2. Functions.

a. The President shall

- Guide and facilitate the work of the division
- Preside at Division Board and Executive Committee meetings;
- Serve as ex-officio member of all committees except the nominating committee;
- Serve as official representative and spokesperson of the Division at local, state, and national functions, conferences, and conventions;
- Serve as a representative to the Southern California Regional Council of Organizations;
- Be responsible for sound financial administration of the Division;
- Sign contracts when authorized by the Board;
- Co-sign checks with the Treasurer or other officer designated by the Board;
- Appoint Standing Committee Chairs (see Art. VII, Sec. 1) prior to the beginning of the administrative year in consultation with Chapter Representatives and the respective Vice Presidents;
- Appoint ad hoc committee chairs, newsletter editor, an auditor, and a parliamentarian as necessary.

b. The First Vice President of Programs shall serve in the place of the President in the event of the absence, death, or disability of the President.

c. The four Vice-Presidents shall in the areas of their responsibility

- Provide leadership
- Ensure the selection of members of standing and ad hoc committees
- Jointly with the committee chairs, inform the general membership of the work of their committees

d. The Secretary shall prepare and maintain a Division Directory including a list of the Division Board of Directors, Committee, Chapters Boards, etc., and shall be responsible for the taking and preparation of minutes of the Division Board and Executive Committee meetings.

e. The Treasurer shall keep an accurate financial record of Division receipts and disbursements; co-sign checks and other documents as directed by the Board; submit books for annual audit; make records available for reporting to the Division Annual Meeting and to the Board and the Executive Director, UNA-USA.

### Sec. 3. Terms of Office.

Officers shall serve for staggered two-year terms and may succeed themselves for one term in the same position. Other than the Division President, any incumbent that has served two terms in the same position may be nominated for another term in that position only if the Nominating Committee affirms at the Division Annual Meeting that it could find no qualified replacement.

### Sec. 4. Elections.

Elections shall take place at the Annual Meeting held at the end of the year. In odd-numbered years, the following officers are elected: President, Secretary, Vice President of Communications, Vice President of Membership/Chapter Development, and two Executive Committee Chapter Representatives. In addition three Nominating Committee members, one a holdover and one designated as Chair shall be elected.

In even-numbered years, the following officers are elected: Treasurer, First Vice President of Programs, Vice President for Resource Development and two Executive Committee Chapter Representatives. In addition three Nominating Committee members, one a holdover and one designated as Chair, shall be elected.

The officers-elect shall take office January 1 of the ensuing year.

### Sec. 5. Removal.

Any elected officer who fails to attend two consecutive regular meetings, without acceptable excuse shall be removed unless the majority of the Board, excluding the officer who failed to attend, vote to retain such officer.

### Sec. 6. Vacancies.

Vacancies occurring in the interim between elections shall be filled by the Board of Directors from nominations made by the Nominating Committee or by nominations made by members of the Board should there be no candidate named by the Nominating Committee. Those elected to fill the vacancies shall fill the unexpired terms of those originally elected.

## **ARTICLE V BOARD OF DIRECTORS**

### Sec. 1. Composition.

The Board of Directors shall consist of voting and non-voting members. The voting members shall be the elected officers, the Southern California Chapter Representatives (or in their absence their designee), the chair of the Southern

California Regional Council of Organizations, and the Southern California Region representatives to the UNA-USA CCR Steering Committee. The non-voting members shall be the Parliamentarian and the Standing Committee Chairs. When a Chapter President is also an elected officer of the Division or where a chapter has co-presidents, a designated representative of that chapter who shall have the vote for the Chapter shall represent the Chapter.

#### Sec. 2. Voting.

The Board is the voting body of the Division for matters other than electing of officers and the amending of Bylaws. Majority vote shall prevail in all matters.

#### Sec. 3. Quorum.

The quorum shall be thirty-three percent of the Board members.

#### Sec. 4. Meetings.

Board Meetings shall take place two to four times a year. Special Meetings shall be held at the call of the President or at the request of one-third of the Board members; the call to a Special Meeting, by a 10-day written or electronic notice, shall state the matters to be discussed, and no other matters shall be voted on at the meeting.

Any member of the Chapters may attend Board Meetings unless the Board determines that it will meet in Executive Session.

#### Sec. 5. Functions of the Board.

The functions and responsibilities of the Board shall be to

- a. Make policy for the organization and to have the power over any constitutional changes affecting policy.
- b. Adopt Procedural Guidelines for meetings.
- c. Assume fiscal responsibilities and control and manage the operating funds and capital assets for the use and benefit of UNA-USA, Southern California Division.
- d. Receive, in carrying out its responsibilities under "c," a chapter per capita assessing each Chapter a membership contribution The Division assessment for each membership unit shall be \$2.50 for each membership unit. GenUN members shall not be included in the chapter per capita assessment.
- e. Initiate action on matters that are pertinent to the functioning of the Division; to take action on matters referred by the President and Executive Committee; to vote, as needed, on the actions of the Executive Committee that have been taken in the interim between regular and special meetings of the Board by ratification or parliamentary action to alter.
- f. Decide, with the President, whether or not Committee Chairs who are not members of the Board shall be invited to attend meetings of the Board.
- g. Designate two Chapters to each select a representative to serve on the Division Executive Committee each year.
- h. Nominate two members to the Nominating Committee.
- i. Set the date of the Division Annual Meeting at the first Board Meeting each year and call special general membership meetings when necessary.

j. Publicize to the Division general membership and Southern California Regional Council of Organizations the Division Annual General Membership Meeting agenda, activities and registration no less than 30 days prior to the Division Annual Meeting date.

## **ARTICLE VI EXECUTIVE COMMITTEE**

Sec. 1. Composition.

The Executive Committee is composed of the seven elected officers. The Southern California Region representative of the UNA-USA CCR Steering Committee will be non-voting, ex-officio members.

Sec. 2. Meetings.

The Executive Committee shall meet as needed between regular meetings of the Board of Directors, or at the call of the President for urgent or emergency matters.

Sec. 3. Duties.

The functions and responsibilities shall be

- a. To provide assistance to the President in carrying out the policies and actions authorized by the Board.
- b. To conduct the affairs of the Division between meetings of the Board.
- c. To report to the Board on any Board-referred or other actions taken on behalf of the Board.
- d. To serve for the Board at the Board's direction.

Sec. 4. Consultants. The President may invite such other consultants to attend Executive Committee meetings as pending matters require. Consultants may have voice but no vote.

Sec. 5. Quorum. The quorum shall be three Executive Committee members.

## **ARTICLE VII COMMITTEES**

Sec. 1. Standing Committees. Appointed Standing Committees, whose chairs serve under the appropriate Vice President and are members of the Board, include:

- Program and Advocacy
- Communications
- Resource Development
- Membership and Chapter Development

The above standing committees are appointed for two-year terms at the even or odd year election of the respective Vice Presidents. Standing Committee Chairs are responsible, in consultation with the respective Vice President, for appointing Standing Committee members prior to the first Board meeting following the election. Under the leadership of the appropriate Vice-President, areas of responsibility for each committee may be as follows except where the Board makes reassignments:

Programs and Advocacy: Annual Membership Meeting, Global Issues, Advocacy, Model UN;

Communications: Internet, Division Website, Social Networking, Newsletter;

Resource Development; Grants, endowments, fund-raisers;

Membership and chapter Development: New chapters, Chapter support

Sec. 2. Off-Board Committee Chairs.

As needed, there will be off-Board Chairs serving under each of the vice presidential areas.

Sec. 3. Ad hoc Committees.

The President, with the Board, shall decide what ad hoc committees are necessary to accomplish the purposes and functions of the Division; committee chairs and members shall be appointed by the President with the approval of the Board.

Sec. 4. Finance Committee.

The Finance Committee shall consist of at least three members: the Treasurer as Chair, the Vice-President for Development and at least one other member appointed by the President with the approval of the Board. The Finance Committee shall assist the Treasurer in his/her duties, including the development of the budget and monitoring of expenses.

Sec. 5. Nominating Committee.

The Nominating Committee shall consist of five members who shall represent five different Chapters. Two of the Committee shall be members of the Board and appointed by the Board. Three members, including the Chair, shall be nominated by the Nominating Committee and elected at the Annual Meeting. In addition to the five members, each Chapter not represented in the five and in good standing, may designate to serve on the committee, one of its members who has been a Chapter member in good standing for one year. The Nominating Committee shall be responsible for developing a slate of candidates for elections held at General Membership Meetings.

**ARTICLE VIII ANNUAL AND OTHER MEMBERSHIP MEETINGS**

There shall be an Annual Meeting for the general membership each year. The General Membership shall have the authority to elect officers, vote on bylaw amendments, and consider institutional policy issues. Additional membership meetings, including the agenda, shall be determined by the Board with any three members allowed to add items. Thirty members of the Division shall constitute a quorum at the Annual Meeting.

**ARTICLE IX NOMINATIONS AND ELECTIONS**

Sec. 1. Nominations.

By written or electronic notice 30 days in advance of the Division Annual Meeting, the Nominating Committee shall send to the general membership a slate of candidates for the offices that fall vacant each year.

Sec. 2. Additional Nominations.

Following the presentation by the Nominating Committee of its slate, nominations may be made from the floor if the permission of the proposed nominee has been obtained.

Sec. 3. Voting.

Each of the general members present has one vote.

Sec. 4. Election.

When there is no opposition for an office, elections shall be by voice vote. When there is more than one candidate for any office, if any member requests a secret ballot election shall be by secret ballot.

Sec. 5. Election of Regional Representatives

The Southern California Regional Representatives to the CCR Steering Committee will be elected according tot the Standard Operating Procedures of the UNA-USA Council of Chapters and Regions.

**ARTICLE X UNA-USA National Annual and Special Meetings**

Sec. 1. Delegates.

In addition to the President (see Art. IV, Sec. 2a), another delegate and a maximum of two alternates to UNA-USA National Annual and Special Meetings shall be selected by the Executive Committee to represent the Division.

Sec. 2. Delegation Leadership.

The President shall appoint the delegation floor leadership.

Sec. 3. Expenses.

As the finances of the Division permit, a portion of the expenses of the delegates shall be borne by the Division. The President shall first have all essential expenses paid; remaining funds shall be allocated on a pro-rata basis.

**ARTICLE XI FISCAL**

Sec. 1. Fiscal Year.

The fiscal year of the Division shall be January 1 through December 31 of each year.

Sec. 2. Budget.

The budget shall be the responsibility of the Board and shall be adopted as soon as possible after the beginning of the fiscal year. Members of the Executive Committee shall submit financial needs to the Budget Committee.

Sec. 3. Audit.

There shall be an audit of the finances of the Division as required. Copies of the Audit shall be given to each member of the Board and may be made available to general members upon request. Copies shall be furnished to UNA-USA as required.

Sec. 4. Checks.

Checks shall have two official signatures; that of the President and Treasurer, or two of four officers designated by the Board.

Sec. 5. Indemnification of Officers.

The Board shall take action to indemnify officers if such action is deemed necessary by the Board. Indemnification expenses shall be borne by the Division.

**ARTICLE XII REGIONAL COUNCIL OF ORGANIZATIONS**

Affiliated with the Division is the Southern California Regional Council of Organizations whose purposes are: a) to educate the public on the role and organization of the U.N. and its agencies and b) to improve the effectiveness of the U.N. and strengthen it. The Council Chair is a voting member of the Division Board.

### **ARTICLE XIII BYLAWS AND AMENDMENTS**

These bylaws may be amended by a two-thirds vote at any regular general membership meeting provided that the amendments have been approved by the Board and made available to the Chapters for inspection thirty days before the date of the meeting and provided that the date, place, and purpose of the meeting shall have been announced thirty days in advance.

### **ARTICLE XIV PARLIAMENTARY AUTHORITY**

The latest edition of Roberts Rules of Order shall be the Parliamentary Authority where there is no conflict with these Bylaws.

Revised 11/9/13, 11/5/11, [11/6/04 archived](#), 11/18/03, 12/7/02, 11/4/95, 9/26/92, 10/15/89, 10/25/80.