



UNITED NATIONS ASSOCIATION
of the United States of America
A PROGRAM OF THE UNITED NATIONS FOUNDATION

UNA Southern California Division Bylaws

UNA-USA mobilizes support for the United Nations through its geographic and campus chapters. It also recognizes divisions which work through chapters within geographic jurisdictions agreed to with the national office.

According to Section 8 of the Standard Operating Procedures of UNA-USA:

UNA-USA divisions support the activities of UNA-USA chapters within a designated state, section of a state, or chapters in contiguous states. A division is expected to help strengthen chapters in its designated area but does not have authority over those chapters. Divisions may organize or coordinate programs, projects, advocacy activities and events to promote the mission of UNA-USA and work with chapters to build their membership. A division board of directors shall include representatives from the chapters in its designated area and is responsible for fostering communication among these chapters. Divisions may elect officers, adopt bylaws, and have a treasury. Divisions must have at least three chapters in good standing.

The following bylaws are composed to be in compliance with the UNA-USA Standard Operating Procedures. There are various ways that divisions can “*support the activities of UNA-USA chapters within a designated state, section of a state, or chapters in contiguous states.*” If UNA Southern California Division desires to change some portion of these bylaws, it should contact the UNA-USA Membership Office at membership@unausa.org.

Article I – UNA Southern California Division

This entity shall be known as the UNA Southern California Division of the United Nations Association of the United States of America (“Division”). The Division is

affiliated with United Nations Association of the USA (UNA-USA) and is subject to the terms the UNA-USA Standard Operating Procedures.

Article II – Purpose and Function of UNA Southern California Division

UNA-USA, a Project of the Better World Fund (BWF) and in close collaboration with the United Nations Foundation (UNF), acts to inform, inspire and mobilize people who live in the United States 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. As a division of UNA-USA, UNA Southern California Division works with the UNA-USA chapters within its jurisdiction to educate people within its jurisdiction about the invaluable work of the United Nations and to advocate support for the United Nations. It can raise funds locally if not in competition with the chapters, and it coordinates and/or works with chapters on education and advocacy activities related to the United Nations.

Article III – Membership

In compliance with the Standard Operating Procedures UNA Southern California Division supports the chapters and members in the Division’s jurisdiction. The jurisdiction of the UNA Southern California Division includes:

Southern California and southern Nevada: Outlined on the map along the Pacific coast from San Diego north to Lompoc, due northeast to Oasis, California, due east to Panaca, Nevada, then following the state line south to Yuma.

This defined area is subject to approval of the UNA-USA Executive Director, UNA-USA Director of Membership and approval of the UNA-USA National Council.

The term “**UNA-USA Membership**” refers to those individuals who are dues-paying members of UNA-USA and non-dues paying GenUN members who are 25 years of age or younger. The general membership of UNA Southern California Division is comprised of UNA-USA members in good standing, including members of chapters in the geographic area of the Division.

Section 1 - Annual Division Meeting: The Annual Meeting of UNA Southern California Division shall be held at a place, date, and time to be determined by the Board of Directors of the Division, and shall be held in either the last quarter of each year or at such a time that UNA Southern California Division 's Annual Report can be submitted to the UNA-USA National Office by March 1st each year.

The purpose of the Annual Membership Meeting is to elect a Board of Directors and officers (see below). The Membership will also be informed of the annual budget approved by the Board of Directors for the fiscal year that begins January 1st.

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

Section 2 – Special Membership Meetings: Special meetings of the Division membership may be called at any time by the majority vote of the Board of Directors, or upon petition to the Secretary by one-fifth of the Division's members. At such special division meetings, only such business as stated in the call for such a meeting shall be transacted. The President or Secretary shall give members ten days' notice stating the time, place, and business to be transacted at the special division membership meeting.

Section 3 - Quorum: At any meeting of the membership, a quorum is defined as five percent or twenty-five members of the Division, whichever is less.

Article IV – Board of Directors

The UNA Southern California Division Board of Directors shall consist of Board Officers, the President of each Division Chapter (or his/her designee) and members from among UNA Southern California Division members in good standing who have agreed to serve.

Section 1 - Numbers:

- a. The business of UNA Southern California Division shall be conducted and directed by the Board of Directors. The number of directors shall be set from time to time by a majority vote of the entire Board of Directors.

- b. At least one director shall be under 40 years old and at least one member shall be over the age of 40. If these membership requirements are unable to be achieved, the Division should contact the UNA-USA Membership Office.

Section 2 - Qualifications: Directors shall be elected from the membership of UNA Southern California Division and must continue to be UNA-USA members in good standing, as well as meet the requirements of the Division during their terms of office. Directors shall not miss more than one-fourth of the meetings per year.

Section 3 - Compensation: The Directors shall receive no compensation as salary from the Division but may receive reimbursement for expenses for special activities on behalf of the Division. Such special expenses shall be approved by the Directors in advance.

Section 4 - Term Limits: Directors shall be elected to serve no more than six consecutive years before being term limited after three consecutive two-year terms. After a one-year absence, the individual can again be elected to serve on the Board.

Section 5 - Election: Directors shall be elected by the members of UNA Southern California Division at its Annual Membership Meeting, or by an electronic ballot with results to be announced at the Annual Membership Meeting. Elections should allow for staggered terms.

Section 6 - Vacancies: Vacancies in the Board shall be filled from the membership and approved by a majority vote of the remaining directors. The newly elected director filling the vacancy shall hold office until the expiration of the term being filled, at which time he/she is eligible for additional terms not to exceed six years.

Section 7 - Regular Meetings: The regular meetings of the Board of Directors shall be held at least quarterly. Any member of the Division may attend Board meetings unless the Board determines it will meet in Executive session.

Section 8 - Special Meetings: The president or, when deemed necessary, three members of the board may call a special meeting of the Board of Directors and each call for a special meeting shall be in writing, giving ten days' notice to the members of the board, stating the purpose and time of the meeting.

Section 9 - Quorum and Voting: Unless a greater portion is required by applicable state law, the Division’s Articles of Incorporation, or these Bylaws, a majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Each director is entitled to one vote, which can be submitted in person, over the phone, or through an approved electronic method. Votes will be counted so long as a quorum is present – unless a greater number is required by an applicable state law – and each majority vote made in quorum will be an official act of the Board. If a meeting does not have a quorum, the meeting can continue, but business and voting cannot happen until a quorum is present. There shall be no voting by proxy. Board members participating by phone can be counted as part of the quorum, and their votes will be counted. Board meetings can be conducted by phone and business can be conducted if a quorum is participating.

Section 10 - Powers and Duties of Directors:

- a. The Directors shall have the power to conduct and direct the business of the Division.
- b. The Directors shall maintain a complete record of all business transactions, minutes and acts, to be presented in full as a statement during the regular Annual Meeting of its members, showing in detail the condition of the affairs of UNA Southern California Division.
- c. The Board of Directors shall have the authority to create and fill the office and the position of an Executive Secretary or Executive Director if the Division chooses to hire staff.
- d. The Board of Directors approves the annual budget and reports the budget to the membership at the Annual Meeting or at such time that the UNA Southern California Division Annual Report can be forwarded to UNA-USA by March 1st.

Article V – Officers and Board Leadership

Section 1 - The officers shall be elected by the members of UNA Southern California Division at the Annual Membership Meeting. The officers shall be elected for two year terms, 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 six consecutive years. After a one-year absence from the position, he/she may be elected to serve again. Existing officers are encouraged to develop a clear plan for succession to prepare for unscheduled turnover, or the appointment of new leadership. If this term limit provision is to be exceeded, the UNA's National Office will be consulted.

Section 2 - Officers of UNA Southern California Division shall be president, secretary, treasurer, and vice presidents.

Section 3 - The officers shall receive no compensation as salary from the UNA Southern California Division, but may receive reimbursement for expenses for special activities on behalf of UNA Southern California Division and such special expenses shall be approved by the directors in advance.

Section 4 - Powers and duties of Officers:

- I. The **president** facilitates the work of the Division, creating or leading the process of developing UNA Southern California Division's annual business plan, and is responsible for adjusting programmatic goals in collaboration with the Board of Directors. 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 Membership Meeting; enforces Division guidelines; ensures that all books and records are properly kept and that all meetings are appropriately called; and ensures that all required reporting (such as the Annual Report to UNA-USA) is completed and sent to the National Office by March 1st and that all Federal and State financial reports are completed in time.
- II. The **Secretary** communicates all notices required by the Chapter Handbook. The secretary also records accurate minutes of all meetings of UNA Southern California 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.

- III. The **Treasurer** is responsible for maintaining all financial records for UNA Southern California Division, including providing oversight for all banking, events, and fundraising activities. The treasurer ensures financial compliance with all applicable laws and provides information to the president and the UNA-USA National Office membership team on all financial matters of UNA Southern California Division. He/she works with the president to prepare the financial section of the Division's Annual Report. The treasurer also works with the Finance and Budget Committee if UNA Southern California Division has established such a committee.

During UNA Southern California Division Board meetings, the Treasurer reports actual financials versus the budget and ensures that all Board members understand the report. The Treasurer keeps regular contact with the National Office to ensure compliance with internal State and Federal compliance standards. Specifically, the Treasurer is expected to file an annual IRS Form 990 no later than May 15th of each year (noting that a UNA Southern California Division's fiscal year ends on 12/31).

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 the UNA Southern California Division's 501 (c)(3) status and/or, as appropriate, its registration as a charitable organization for fundraising purposes.

Section 5 – In addition to the three required Officers, the Board may suggest the election of additional Officers or Board positions which may include:

- a. **President-Elect:** If UNA Southern California Division chooses to elect a president-elect, this person serves as a future president in training. He/she observes all workings of UNA Southern California Division, assists in special projects such as strategic planning, preparing the annual reports, and research. UNA Southern California Division recognizes it should have a strong succession plan to ensure stability during leadership changes.

- b. **Vice- President:** UNA Southern California Division may choose to elect one or more Vice-Presidents to help the President facilitate the work of UNA Southern California Division , or a Vice-President could serve the function of the President-Elect. Furthermore, the Vice-President shall perform the duties of the President in the President’s absence, removal, or following his/her resignation. UNA Southern California Division may choose to have more than one Vice-President to assume functions of committees’ leadership [see Article VI]; however, in that case, a Senior Vice-President is identified to serve in the President’s absence.

Section 6 – Removal from Office:

- a. **Voluntary:** An Officer or Board member may announce his or her resignation at any Board of Directors’ Meeting or in writing to the Board. The resignation becomes effective after the following Board of Directors Meeting or at a later date indicated by the person resigning.

- b. **Involuntary:** If an Officer or Board member is to be removed from office involuntarily it shall be by a 2/3 affirmative vote at a Board of Directors meeting with a majority of the Board members present. All members of the Board shall receive at least ten days’ notice prior to the meeting at which the removal vote occurs. An officer may be removed if the member is not in “good standing” as defined in the UNA-USA Standard Operating Procedures. In such a case, notification to the member shall be given by the UNA-USA Director of Membership, in consultation with the UNA-USA Executive Director and Chair of the National Council.

Article VI – Committees

Section 1 – UNA Southern California Division may, from time to time, organize committees to manage its programs and activities to further its mission and that of UNA-USA. The President, with the approval of the Board of Directors, shall appoint committee chairs. It is desirable for committee chairs to be members of the Board of

Directors. Committee chairs may also be called Vice Presidents. Committees could include, Membership, Advocacy, Education, Communications, Finance and Budget, Program, Young Professionals and must include Nominations. In addition, the President shall have the power to call for the establishment of ad-hoc committees or task forces as deemed necessary. The President, in collaboration with the Board of Directors, shall define the responsibilities and reporting requirements of committees.

Except as may be otherwise specifically provided for by these Bylaws, committee chairs shall appoint their committee members from among UNA Southern California Division members in good standing who volunteer or agree to serve. The President may serve as ex-officio member of each committee. Members of a committee shall serve until the Division's next Annual Membership Meeting or until their successors are appointed. Committee members can be removed from service with the chair's consent and committee chairs may be removed from service by the UNA Southern California Division President with consent of the Board of Directors.

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

Section 3 – Except as may be otherwise specifically provided for by these Bylaws, no committee shall have the authority to amend, alter or repeal these Bylaws or resolutions defining its responsibilities; to elect, appoint or remove any Officer, Chair or member of the UNA Southern California Division; to amend the articles of incorporation of the Division ; to restate the Division 's articles of 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, Officers, or any committees; or other acts prohibited by law.

Section 4 – Meetings of the committees may be called by their respective chairs 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. Electronic or phone participation qualifies as part of a quorum.

Section 5 – The Executive Committee shall be comprised of Division Officers and the regional representatives to the National Council. The President shall serve as the Chair of the Executive Committee.

The Executive Committee shall transact all routine business during intervals between meetings of the Board of Directors and shall exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of UNA Southern California Division in all cases in which specific direction shall not have been given by the Board of Directors. Minutes of Executive Committee meetings shall be forwarded in a timely way to the full Board.

Section 6 – The Nominating Committee will consist of three members. The President, with the approval of the Board of Directors, shall nominate a Chair to the Nominating Committee for a two-year term. The Nominating Committee Chair shall nominate two committee members for approval of the Board. The Nominating Committee shall identify and nominate potential members to the Board of Directors, as well as Board members to serve as Officers.

Section 7 – The President shall have the power to call for the establishment of ad-hoc committees or task forces as deemed necessary.

Article VII – Division Finance

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

Section 2 – Budget: A proposed budget shall be submitted to the Board of Directors for adoption at the Division’s Annual Membership Meeting. The budget should include an accurate projection of costs and revenue for the year and include line items for each UNA Southern California Division activity. The Division financial report shall be approved at such a time that it can be submitted by March 1st to the National Office as part of the Division ’s Annual Report.

Section 3 – Division Membership Dues: Membership dues for Division members shall be established by the Division and are separate from the UNA-USA Membership dues. Membership dues for UNA Southern California Division shall include [specify]. Chapters are considered members of the Division and can be charged annual dues or asked to financially support events.

UNA-USA Annual Membership dues of individual members is different from Division dues and distribution of such dues shall be established by the UNA-USA National Office in collaboration with the National Council

Section 4 – Tax Filings: Whether Divisions are separate 501(c)(3) organizations or part of the Better World Fund group, they are required to submit an annual Form 990 to the IRS no later than 5 months after the end of the fiscal year, or by May 15.

- Divisions with gross receipts of \$50,000 or less are allowed to file a simplified Form 990-N Postcard;
- Divisions with gross receipts less than \$200,000 and total assets less than \$500,000 are allowed to file a Form 990-EZ; and
- Divisions with gross receipts greater than or equal to \$200,000 and total assets greater than or equal to \$500,000 are expected to file a Form 990 long form return.

Divisions are also expected to file all necessary financial paperwork required by the state in order to maintain their status as state authorized non-profit organizations.

Article VIII – Legal Requirements

In addition to all requirements set forth in the Division Bylaws, UNA-USA Standard Operating Procedures, Chapter Bylaws, Chapter Affiliation Agreement, Division Affiliation Agreement (if applicable), UNA-USA Chapter handbook, and the Division Handbook (including the following sections of the Handbook: Operating as a 501(c)(3) Organization, Fundraising Guidelines, and Direct Guidance from the IRS), UNA Southern California Division understands it 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 the National Office, to be disseminated at a later date.

Article IX – Division Dissolution

Section – 1 Voluntary Closure

UNA Southern California Division may choose to voluntarily dissolve with authorization of the Board of Directors, in conjunction with its membership, given at a special meeting called specifically for this purpose. UNA Southern California Division can dissolve with approval of two-thirds of all eligible members, in addition to three-fourths of all members of the Board of Directors – valid only if a quorum of members are in attendance (defined as fifteen percent of the Division’s members if less than 100 members; ten percent more than 100 members). If requested, UNA’s National Office will assist the Division by providing a proxy-voting system in order to ensure that UNA Southern California Division’s membership has equal voice during

this process. Furthermore, UNA’s National Office holds the authority to dissolve a UNA Division – in consultation with the National Council – in the event of illegal activities or notable violation of Division guidelines as explained in the Affiliation Agreement.

Section 2 - Involuntary Closure

Existing Divisions that fail to meet the basic requirements to maintain Division status will be notified in writing by the National Office and be given a one-year period to steer their Division into compliance. During this time the Division in question will operate under a provisional status, wherein a member of the National Office will supervise the Division. If a Division fails to meet these requirements after a one-year period, the Division will be suspended, and its charter will be revoked.

Article X – Ratification & Amendments

Bylaws shall be adopted by a simple majority of those present at any Membership Meeting of UNA Southern California Division, provided that (i) any proposed Bylaws changes 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 UNA-USA Standard Operating Procedures , approved standard elements of Division Bylaws as approved by the National Office, the Affiliation Agreement of the Division (if applicable), and the mission and purpose of UNA-USA, and (ii) that all members have been notified 14 days in advance of the Membership Meeting. Bylaws may be amended by a two-thirds majority vote through the same procedure. The most current Division Bylaws must be submitted to the UNA-USA Membership Office within 30 days of approval, and at any time upon request of the National Office.

Article XI – Parliamentary Authority

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

Adopted by UNA-USA National Council on **XXXX**

Adopted by UNA Southern California Division Board of Directors on June 23, 2018.