

## BYLAWS of the UNITED NATIONS ASSOCIATION OF MINNESOTA

(Approved at the February 15, 2009 Annual Meeting)

### ARTICLE I NAME

The name of this corporation shall be the UNITED NATIONS ASSOCIATION OF MINNESOTA, INCORPORATED (UNA -MN), a division of the UNITED NATIONS ASSOCIATION OF THE UNITED STATES OF AMERICA (UNA-USA).

### ARTICLE II PURPOSE AND OBJECTIVES

Section 1. This Corporation organized for educational purposes shall:

- a) conduct programs for research, study and information to build support for constructive United States policies on matters of global concern;
- b) heighten public awareness and increase public knowledge of global issues and their relation to the United Nations system,
- c) encourage multilateral approaches to further educate the public in the fundamental mission of Peacekeeping and Justice;
- d) concentrate on the effectiveness of the United Nations and other international institutions as their goal to help educate the public.

### ARTICLE III POLICIES

Section 1. The UNA-MN shall be an independent, grass-roots citizens organization which shall be nonsectarian, nonpartisan and nonprofit.

Section 2. The UNA-MN shall in every case follow the policies and procedures of the UNA-USA.

Section 3. All chapters shall follow the policies and procedures of the UNA-MN and the UNA-USA.

Section 4. No individual, committee chair or member, or chapter shall represent the UNA-MN officially, either in writing or in person, without the authority of the Executive Committee.

Section 5. No substantial part of the activities of the UNA-MN shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public. The UNA-MN may not participate in, or intervene in, any political campaign in behalf of, or in opposition to, any candidate for public office.

Section 6. The UNA-MN shall adhere to all the policies set down in nonprofit Minnesota Statutes, chapter 317A, and all policies covered in their Articles of Incorporation.

### ARTICLE IV MEMBERSHIP

Section 1. Membership in the UNA-MN is open to any resident of the State of Minnesota who is a member in good standing of the UNA-USA and is committed to the purposes of the Corporation.

Section 2. Membership shall include all members of chapters in the State of Minnesota and all members who may reside in areas where there are no chapters.

Section 3. Membership classes shall be the same as those established by the UNA-USA.

Section 4. An individual may not be made a member without their consent.

Section 5. Members have a right to demand annual and/or special meetings by call of the lesser of ten percent (10%) or fifty (50) members. To facilitate calling a special meeting, Members must be given access to membership records (no later than two days after notice is given of a meeting, and alphabetical list, with addresses, of all members eligible to vote as of the record date by which voting eligibility for the meeting is established, must be made available to all member's agents, and attorneys, who request same in writing).

## ARTICLE V DUES AND FINANCE

Section 1. Annual membership dues are established by UNA-USA.

Section 2. Membership dues are prorated between UNA-USA and the UNA-MN division-and chapters, as determined at each National Convention.

Section 3. Contributions to the general operating funds of the UNA-MN may be solicited and grants to fund special projects may be applied for as authorized by the Board of Directors. Recommendations for special fund drives or grants may be made by a committee, the Executive Committee or the Board of Directors.

Section 4. Any contributions tendered with the stipulation or understanding that such funds be returned to the donor for any purpose shall not be accepted.

Section 5. UNA-MN shall not act as a fiscal agent for any other organization or individual without the written approval of the Executive Committee. Approval shall be granted only to those whose objectives and activities are congruent with those of the UNA-USA. A financial accounting shall be required.

Section 6. Proposed unbudgeted expenditures in excess of five hundred dollars (\$500.00) shall be authorized by the Executive Committee. Proposed unbudgeted expenditures in excess of one thousand dollars (\$1,000.00) shall be approved by the Board of Directors.

Section 7. Disbursements for travel expenses or other reimbursement for officers, delegates or representatives of the UNA-MN shall be authorized in advance by the Executive Committee on the recommendation of the Finance Committee.

Section 8. A petty cash fund may be maintained in the UNA-MN's office. The amount to be determined by the Executive Committee. An accounting of expenditures shall be a requirement.

Section 9. Officers, Directors and chairs shall serve without compensation or indemnification.

Section 10. Loans to Directors, officers, members or employees or their relatives are not permitted.

## ARTICLE VI CORPORATION YEAR

Section 1. The corporation year shall be the calendar year, to begin on January 1 and continue through December 31.

## ARTICLE VII OFFICERS

Section 1. The officers of the UNA-MN shall be the President, Vice President, Treasurer, and Secretary.

Section 2. The President or Co-Presidents, Vice President, Treasurer and Secretary are elected by the membership at the annual meeting.

Section 3. The Executive Committee shall be elected officers. the immediate past president(s) (for one year after his/her term) are invited to serve on the Executive Committee in an *ex officio* capacity .  
Participation by Committee Chairs is discussed in Article XI Section 7.

Section 4. Any UNA-MN member in good standing shall be eligible for election to an office.

Section 5. Officers shall be elected to terms of one year and be eligible for re-election to second and third one-year terms. Having served three years, officers shall not be eligible for election to the same office until an interval of two (2) years has lapsed.

Section 6. Officers will take office on January 1 or following their election at the annual meeting if meeting held in January. They shall serve for one year, through December 31, or until their successors are duly elected.

Section 7. In the event of the death, resignation or incapacity of the President, the Vice President shall become the President for the unexpired portion of the term.

Section 8. Vacancies in office other than the President shall be filled for the unexpired term by the recommendation of a candidate by the Nominating Committee and election by the Board of Directors.

## ARTICLE VIII DUTIES OF OFFICERS

Section 1. The President or Co-Presidents shall:

- a) be the principal officer(s) of the UNA-MN, subject to direction and review of the Board of Directors;
- b) preside at all meetings of the UNA-MN;
- c) be an ex officio member(s) of all committees except the Nominating Committee;
- d) appoint the chairs of all committees, a legal advisor, Editor with the approval of the Executive Committee;
- e) be the official representative/delegate to all UNA-USA meetings and other organization functions;
- f) issue the official call to Board of Director's meetings to each Director and the official call for the annual meeting to each member;
- g) maintain communications between UNA-USA and the UNA-MN, and between officers, committees and members.

Section 2. The Vice President shall:

- a) perform the duties of the President during the absence of the President;
- b) become the President for the unexpired term in case of death, resignation or incapacity of the President;
- c) act as a representative of the President when so requested.

Section 3. The Treasurer shall, with day-to-day assistance from the Executive Director:

- a) be responsible for the funds of the UNA-MN;
- b) make deposits and appropriate investments, in consultation with the Finance Chair;
- c) make the disbursements as authorized by the approved budget and the approval of the Executive Committee;
- d) keep suitable accounts and records and report to all meetings on a regular basis;
- e) assist in the preparation of an annual budget at the beginning of each year for approval of the Board of Directors and give a budget progress report during meetings of the Board of Directors;
- f) serve as a member of the Finance committee and be available to all committees whenever funds are being raised or discussed;
- g) pay all financial obligations by check signed by two officers or others authorized by the Executive Committee;
- h) prepare the financial records for a periodic audit by a qualified accountant;
- i) be responsible for the filing of the necessary tax returns each year end.

Section 4. The Secretary shall:

- a) record the minutes of all meetings and provide copy of each for all succeeding meetings, and assist in the preparation of the annual report;
- b) maintain a file of minutes for the UNA-MN office for future references;
- c) maintain a current roster of UNA-MN members with addresses and telephone numbers; a roster of the Board of Directors with addresses and telephone numbers and a roster of the Advisory Council, if any is appointed, with addresses and telephone numbers;
- d) maintain a record of attendance at all meetings of the Executive Committee, Board of Directors, and the annual meeting.

## ARTICLE IX NOMINATIONS AND ELECTIONS

Section 1. The Nominating Committee Chair and four (4) members shall be elected by the UNA-MN members at the annual meeting. The committee serves for a term of one year and meets at the discretion of the committee chair.

Section 2. This committee shall actively search out candidates for all offices, the Board of Directors and the Nominating Committee for the following year. It shall consult the bylaws for the duties and qualifications of each position to be filled, evaluate and select the best possible candidate for each office and Board member, keeping in mind the need for continuity in leadership.

Section 3. The Committee will observe confidentiality in its proceedings.

Section 4. A committee report shall be prepared to include a brief biographical sketch of the candidates' qualifications. The report shall be made a part of the official call to the annual meeting.

Section 5. The committee shall have obtained the consent of each candidate to serve, if elected, before submitting the nominating slate to the membership.

Section 6. At the annual meeting, additional nominations for officers directors and nominating committee shall be called for from the floor.

Section 7. Election shall be by ballot, if there is a multiple slate for any office, director or committee member.

Section 8. A ballot by proxy and cumulative voting is not allowed.

Section 9. Six (6) months or more shall be considered a term of office when considering eligibility for re-election, except for the Vice President serving the unexpired term of the President.

Section 10. A majority of all votes cast for a particular office shall constitute an election.

Section 11. When ballots are required, the Nominating Committee or a specially appointed Election Committee shall prepare the ballots and count the votes. A verbal report shall be provided for the members in attendance. The Secretary records the number of votes cast for each candidate.

Section 12. Vacancies on the Board of Directors shall be filled by recommendation of a candidate by the Nominating Committee. The Board of Directors votes approval of the nominee.

A vacancy on the Board of Directors occurs when a Director dies, resigns or is incapacitated and unable to fulfill the complete term.

## ARTICLE X COMMITTEES AND APPOINTMENTS

Section 1. The Standing committees for the UNA-MN shall include Education, Finance, Fund Raising and Grant Acquisition, Advocacy, Membership, Program, and Young Professionals for International Cooperation (YPIC) .

Section 2. Committee chairs shall be members of the Board of Directors. They may serve either as a full Director or as a Director-at-large. Chairs are appointed by the President and serve concurrent with the President's term. Committee members shall be members of the UNA-USA. Committee members may be selected by the Chair of each committee with the counsel of the President. Chairs and committee members must have final approval of the Executive Committee.

Section 3. The EXECUTIVE COMMITTEE shall be responsible for reviewing the Articles of Incorporation and Bylaws and recommend changes when needed to comply with State Statutes and UNA-USA amendments. Changes and amendments may be submitted by a member, committee, a chapter, a Director, or an officer. Such changes are reviewed by the committee and appropriate action is taken by the committee to submit the change to the Board of Directors for review and subsequent adoption or rejection of the membership.

If the UNA-MN maintains a manual of Practices and Procedures, it shall be the duty of the BYLAWS committee to periodically review and update the manual, with the approval of the Executive Committee.

Section 4. The EDUCATION COMMITTEE shall be responsible for the development and marketing of educational materials in the field of Global Education and for the purchase and sales or distribution of informational and educational materials developed by the United Nations, UNA-USA and other international organizations.

Section 5. The FINANCE COMMITTEE shall be responsible for the financial affairs of the UNA-MN; prepares the annual budget and submits it for approval at the first meeting of the year of the Board of Directors; is responsible for sound investments of the monies of the UNA-MN; for proper insurance coverage, and shall evaluate and advise on all financial proposed ventures. The Treasurer shall be a member of this committee.

Section 6. The FUNDRAISING AND GRANT ACQUISITION COMMITTEE shall be responsible for planning and implementing efforts to fund general operations and for grants for specific activities. The Chair of the Finance Committee and the Treasurer shall serve on this committee.

Section 7. The ADVOCACY COMMITTEE shall disseminate information on legislative issues which concern the UNA-MN, the United Nations and the UNA-USA.

Section 8. The MEMBERSHIP COMMITTEE shall promote growth in membership and the expansion of chapters in Minnesota. It shall be responsible for implementing periodic membership drives and member orientation.

Section 9. The PROGRAM AND ISSUES COMMITTEE shall be responsible for developing projects for study and research of United Nations' issues of current interest. The issues shall be coordinated with those of the UNA-USA.

This committee shall cooperate with the UN WEEK plans, Model United Nations Projects and with any other special event which involves United Nations issues of public interest. The UNA-MN may sponsor or co-sponsor events of a common interest with other organizations. with the PROGRAM AND ISSUES committee serving as the UNA-MN representative.

Section 10. The YOUNG PROFESSIONALS FOR INTERNATIONAL COOPERATION COMMITTEE shall promote engaging young professionals in discussions of international affairs.

Section 11. An ADVISORY COUNCIL of no more than thirty-six (36) individuals may be appointed by the President with the approval of the Board of Directors. The Council will serve a one-year term concurrent with the President's term of office. Council members should be members of the Corporation, other than officers and directors. They have no vote at Board of Directors meetings, but may be invited to attend as an advisor and observer.

#### ARTICLE XI EXECUTIVE COMMITTEE AND QUORUM

Section 1. The EXECUTIVE COMMITTEE consists of the four (4) elected officers.

Section 2. The committee meets on call of the President with a minimum of four (4) meetings a year.

Section 3. The Executive Committee is entrusted with administrative authority and responsibility within the powers of the Board of Directors on an interim basis, subject to review by the Board of Directors at its next session.

Section 4 The Executive Committee shall:

- a) insure that the Treasurer and other persons entrusted to handle funds of the UNA-MN: arrange for periodic audits; file taxes on time; and, be assured that all debts of the Corporation are paid and accounted for;
- b) create special committees when necessary to carry out specific tasks which do not fall within the responsibility of any other committee;
- c) ratify appointments when required.

Section 5. The Executive Committee shall report to the Board of Directors a summary of the business transacted by the committee since the previous meeting of the Board of Directors.

Section 6. A vote of the Executive Committee may be taken by phone or by mail at the request of the President when needed. Such a vote shall have the force and effect of a vote taken at a meeting. A confirmation vote shall be taken at the next committee meeting.

Section 7. The President or any member of the committee may ask a committee chair, member, or other individual to attend a meeting of the Executive Committee for the express purpose of making a presentation and to answer any question pertinent to an issue. Following the presentation and before any discussion or vote is taken, that presenter is dismissed from further participation.

Section 8. A majority of the Executive Committee shall constitute a quorum for a meeting of the Executive Committee.

## ARTICLE XII BOARD OF DIRECTORS AND QUORUM

Section 1. The BOARD OF DIRECTORS consists of the four (4) elected officers, the twelve (12) elected Directors and up to ten (10) elected Directors-at-Large. Ex officio members can vary in number.

Section 2. The Directors are elected by the membership at the annual meeting and shall serve as chairs of committees, as appointed by the President. One-third of the Directors are elected each year for a three-year term. Directors may be re-elected for a second three-year term but shall serve no more than two (2) consecutive three-year terms.

Section 3. Directors-at-Large are elected for a one-year term. They may be re-elected for a second and third one-year term, but shall not serve more than three (3) consecutive terms.

Section 4. Directors shall serve as a chair of a committee or assume an equivalent responsibility.

Section 5. Ex officio members, who shall have the power to vote and are included in the quorum, shall include:

- a) Chapter Presidents
- b) Immediate Past President of the UNA-MN
- c) Editor of the publication
- d) Permanent Honorary member
- e) UNA-MN members who are members of the UNA-USA National Council, Board of Governors, or hold any other UNA-USA appointed position.

Section 6. The Board of Directors shall meet bi-monthly. Additional meetings may be called by the President or by any Board member on five days notice.

A Board member's unexcused absences from two succeeding meetings shall be considered cause for review of duties and/or a recommendation to request a resignation before removing and replacing the Board member.

Section 7. A majority of the non-ex officio members of the Board of Directors shall constitute a quorum (eleven (11) members total), to include at least two (2) elected officers and seven (7) Directors or Directors-at-large. The number constituting a majority may be adjusted to account for unfilled vacancies.

## ARTICLE XIII ANNUAL MEETING AND QUORUM

Section 1. There shall be an annual business meeting of the membership of the UNA-MN.

Section 2. The date shall be determined by the Board of Directors.

Section 3. The official call to the annual meeting shall be issued thirty (30) days prior to the date of the meeting.

Section 4. All officers and chairs shall prepare reports for their preceding terms of office. The reports shall be in a printed format for distribution at the meeting.

Section 5. Recommendations from the UNA-USA shall be considered.

Section 6. Proposed amendments to the Articles of Incorporation and bylaws shall be considered.

Section 7. Election shall be held for Officers, Directors, Directors-at-Large, and the Nominating Committee.

Section 8. Action shall be taken on recommendations from the Board of Directors and Executive Committee. All business to be considered by the membership shall have been submitted to the President prior to the business meeting.

Section 9. The number of members required for a quorum is ten percent (10%) of the total membership, to include a majority of the non ex officio members of the Board that includes two (2) elected officers and seven (7) Directors or Directors-at-Large. The number constituting a Board majority may be adjusted to account for unfilled vacancies..

#### ARTICLE XIV PUBLICATION

Section 1. The Organization may choose to have an official publication of the UNA-MN.

Section 2. The EDITOR of the publication shall be:

- a) appointed by the President with the approval of the Executive Committee;
- b) accountable to the Executive Committee;
- c) an ex officio member of the Board of Directors, with a vote.

Section 3. The Editor may be paid a fee set by the Executive Committee and approved by the Board of Directors.

Section 4. The Editor may appoint a staff to assist with the administration of the publication.

Section 5. Funding for the publication shall be included in the annual budget.

Section 6. The Editor may recommend to the Board of Directors the number of issues, publication and mailing dates, select a printer and any other matters relating to the administration of the publication. The Board of Directors shall have approval of all such matters.

#### ARTICLE XV PARLIAMENTARY AUTHORITY

The rules of Parliamentary Practice comprised in Robert's Rules of Order, newly revised, current edition, shall govern all proceedings of the United Nations Association of Minnesota, Inc., in all cases to which they are applicable and in which they are not inconsistent with these bylaws, Articles of Incorporation or any special rules of order the UNA-MN may adopt.

#### ARTICLE XVI AMENDMENTS

Section 1. Amendments to these bylaws may be proposed by the Executive Committee, Board of Directors, a chapter or by petition of any ten (10) members of the UNA-MN.

Section 2. All proposed amendments shall be sent in writing to the President. The President shall consider the proposed amendment and present it to the next meeting of the Board of Directors.

Section 3. The Board of Directors shall review all proposed amendments referred to it and determine those amendments to be presented to the members at the annual meeting for consideration. Such amendments shall be appended to the official call to the annual meeting.

Section 4. An amendment properly presented to the Board of Directors but not approved for presentation to the membership at the annual meeting may be brought to the annual meeting floor by a majority vote of the membership. Such proposed amendment shall be submitted in writing to the secretary who shall read the proposed amendment at the beginning of the business session to be acted upon during the business session.

Section 5. Proposed amendments shall require a two-thirds vote of those present and voting at an annual meeting of the UNA-MN.

Section 6. When an amendment is adopted to the UNA-USA bylaws which affects the UNA-MN, the UNA-MN bylaws shall automatically amend its bylaws to conform. No vote is required.

Section 7. All adopted bylaws amendments become effective immediately unless an effective date is a part of the amendment.

#### ARTICLE XVII DISSOLUTION

Upon dissolution of the UNA-MN all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under section 501(c)3 of the Internal Revenue Code. None of the assets may be distributed to any members, officers, or trustee of this Corporation.



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