



# **BYLAWS**

**MIDPENINSULA CHAPTER  
OF THE  
UNITED NATIONS ASSOCIATION  
OF THE UNITED STATES OF AMERICA,  
Incorporated**

**A California Nonprofit Public Benefit Corporation**

552 Emerson Street  
Palo Alto, CA 94301

Adopted 27 April 1990  
Revised: 24 September 1994  
Revised: 30 November 1999  
Revised: 29 March 2008

## **ARTICLE I. NAME AND AFFILIATION**

### **Section A. NAME**

The name of the organization shall be the Midpeninsula Chapter of the United Nations Association of the United States of America, Incorporated (UNA-USA), hereafter referred to as the Chapter.

### **Section B. AFFILIATION**

The Chapter shall be affiliated with the United Nations Association of the United States of America, Incorporated, hereafter referred to as the Association.

## **ARTICLE II. PURPOSE**

The purpose and objectives of the Chapter shall be those of the Association and are stated in Sections A. and B. of this article.

### **Section A. PURPOSE**

The purpose of the Association is to study and promote the fundamental basis of peace with justice and the machinery necessary for its development. The Association shall carry on educational and informational activities so that the people of the United States of America and their government may participate to the greatest extent practicable in the United Nations and other official international and regional organizations functioning in various fields of international cooperation and international law.

### **Section B. OBJECTIVES**

1. Through educational processes to assist its members and the community to become informed on problems affecting world peace and prosperity, the role of the United Nations with respect thereto, and the United States' participation in the United Nations.
2. To carry on public educational activities on the Midpeninsula regarding the United Nations family of organizations and the participation of the United States in them to the end that the United States may cooperate to the fullest extent practicable in promoting the goals stated in the United Nations charter.

### Section C. RULES OF PROCEDURE

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

## **ARTICLE III. MEMBERSHIP**

The Chapter shall have two classes of members: Individual and Member Organizations.

### Section A. INDIVIDUAL MEMBERS

Membership is available to any resident of the United States. Individual membership in the Chapter includes membership in the Association and the State/Regional Division.

Categories of individual membership shall be defined by the Association. Applicants shall be admitted to membership by written application and the payment of the first annual dues. The annual dues shall be in such amount as may be determined from time to time by the Association.

### Section B. MEMBER ORGANIZATIONS

Organization memberships are open to local units of National organizations in the Council of organizations of the Association and to local groups supporting the purpose of the Association. Service fees and voting rights within the Chapter for member organizations shall be determined by resolution of the Executive Board.

### Section C. TERMINATION AND RENEWAL

1. The membership of a member shall be terminated upon occurrence of any of the following events:
  - a. Upon notice of voluntary termination delivered to the Secretary of the Chapter.
  - b. Upon failure to renew a membership by paying dues on or before the due date.
2. Terminated membership for non-payment of dues shall be renewed upon receipt of delinquent dues.

## **ARTICLE IV. MEMBERSHIP MEETINGS**

### **Section A. ANNUAL MEETING**

The Annual Meeting of the Chapter shall be held during the first quarter of each year at a time and place designated by the Executive Board, hereafter referred to as the Board, at which there shall be:

1. Chapter activity and financial reports for the preceding year.
2. The election and installation of board members for the terms that have expired or are otherwise vacant. Elections to fill vacancies may also occur at regular or special membership meetings.
3. The election and installation of a three or five (3 or 5) member Nominating Committee that shall select its Chairperson from its membership to serve for a one-year term. If reelected to the Committee the Chairperson may not serve in that capacity for more than two consecutive terms.
4. 4. Nominations of a qualified Chapter member may be made from the floor with the consent of said member.

### **Section B. REGULAR MEETINGS**

A general membership meeting shall be held quarterly, including the Annual Meeting and those meetings the Chapter co-sponsors.

### **Section C. SPECIAL MEETINGS**

The President may call special meetings, with Board approval. Notice of the meeting and its purpose shall be forwarded to the membership at least ten days before the meeting, through the newsletter, or a special mailing and e mail, and shall be posted on the Chapter website.

### **Section D. VOTING RIGHTS**

1. Members and the authorized representative of an organizational member shall be entitled to one vote each. Motions shall be passed by majority vote of those present, unless otherwise stipulated in the Bylaws. Elections shall be by ballot, show of hands, voice vote, or email response.
2. An annual or general membership meeting quorum shall consist of a majority of the Board and five (5) percent of the general membership.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section A. NUMBER**

The Chapter shall have no fewer than an eleven (11) or more than fifteen (15) member Executive Board.

### **Section B. GOVERNANCE**

All chapter policy and rules of governance shall be promulgated and exercised by and under the direction of the Board when consistent with these Bylaws, regulations of the Association, and requirements of the California Nonprofit Public Benefit Corporation Law.

### **Section C. QUALIFICATIONS, ELECTION, AND TERM OF OFFICE**

1. Any person who has been a member of the chapter for at least 30 days prior to an election meeting may be nominated for election to the Board.
2. Elected members of the Board shall be divided into three classes with terms of three years each. The term of office of one-third of the Board shall expire each year at the time of the Annual meeting. Election by class shall begin in 1991.
3. Board members shall serve without compensation beyond expenses, and shall not be a person currently compensated by the Chapter.
4. Family members in the same household may not serve concurrently.

### **Section D. MEETINGS**

1. The Board shall meet at least every two months with special meetings if called by the President when necessary. All meetings are open to the membership.
2. Within one month after the Annual meeting, the Board shall hold an organizational meeting and transact other essential business.
3. A quorum shall consist of a majority of the Board.
4. Any Board member, who fails to attend three consecutive board meetings without prior notice to the president, shall be considered as having resigned from the Board, unless the Board approves special circumstances.

### **Section E. VACANCIES**

In case of a vacancy on the Board the Nominating Committee shall make

recommendations to the membership, which shall vote on the nominee(s) at the next regular or special meeting. For the Presidency, the Vice president shall assume duties as the Acting President until the Board has the opportunity to appoint a President pro tem.

## **ARTICLE VI. OFFICERS**

### **Section A. NUMBER OF OFFICERS**

The Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer.

### **Section B. QUALIFICATIONS, SELECTION, AND TERM OF OFFICE**

1. Any member of the Board may be selected to a Chapter office.
2. Selection of Officers shall be by the balloting of the newly elected Board at its next meeting.
3. The term of office is for one year with the privilege of selection for additional consecutive terms in the same office.
4. An officer may resign from an office and remain on the Board.

### **Section C. DUTIES OF THE PRESIDENT**

1. The President shall be the Chief Executive Officer of the Chapter and shall supervise and administer the affairs of the chapter.
2. The President shall preside over all Chapter and membership meetings; appoint committee Chairpersons, except for the Nominating Committee; and represent the Chapter before the public and affiliated organizations. The President is an ex officio member of all committees other than the Nominating Committee.
3. Except as otherwise provided by the Bylaws and Operations Manual of the Chapter, the President shall execute, with Board approval, such deeds, bonds, mortgages, contracts, or other instruments required in the course of normal Chapter business.

### **Section D. DUTIES OF THE VICE PRESIDENT**

1. The Vice President shall, in the absence of the President, perform all of the duties of the office of President; shall succeed to the Presidency, if vacated; and

shall perform such other duties assigned by the President as are consistent with the authority of the President under these Bylaws.

2. This Vice President shall be an ex officio member of the Store, Finance, Public Information, and designated Ad Hoc committees when assigned by the President.

#### Section F. DUTIES OF THE SECRETARY

The Secretary shall record minutes of all Board and membership meetings, maintain a permanent file including approved minutes and attachments. The Secretary shall also assist the president by issuing notices of meetings; writing letters designated by the president or Board; monitoring the calendar of events for notices and deadlines; distributing the agenda, minutes and similar materials; and maintaining a correspondence file.

#### Section H. DUTIES OF THE TREASURER

The Treasurer is responsible, directly or by delegation, for the Chapter's funds and shall

1. Monitor the Chapter, Information Center, and Store Budget and all Bank or other financial accounts.
2. Pay all authorized bills or other obligations and make all deposits unless delegated to those authorized to sign checks or make deposits.
3. Monitor the Bookkeeping process for contractual compliance and receive all financial and audit reports for presentation to the Board.
4. Oversee the preparation of all required reports of financial accountability to the Association, Federal, and State agencies.
5. Present an unaudited financial status report at each Board meeting and an annual audited report at the Annual meeting.
6. Serve ex officio on the Finance and program committees.

### **ARTICLE VII. COMMITTEES**

#### Section A. EXECUTIVE COMMITTEE

The President, Vice President, Secretary, and Treasurer shall constitute the

Executive Committee of the Board.

#### Section B. STANDING COMMITTEES

The Chairperson of any committee shall be a Board Member.

The Standing Committees shall be:

- Advocacy
- Education
- Finance
- Membership
- Midpeninsula Store
- Nominating (refer to Art. IV, A, 3)
- Program
- Public Information

#### Section C. AD HOC COMMITTEES

Ad Hoc committees may be designated by the President, with Board approval, for the performance of specifically designated tasks and they may be dismissed by the President at the conclusion of each assignment.

#### Section D. APPOINTMENTS

The Chairpersons shall appoint committee members from the active membership roll.

#### Section E. OPERATIONS

All committees shall function in accordance with these Bylaws and the Chapter Operations Manual. Functions shall be consistent with those of the Association and the relevant Federal or State requirements.

### **ARTICLE VIII. FINANCIAL ADMINISTRATION**

#### Section A. FISCAL YEAR

The Fiscal year shall coincide with that of the Association.

#### Section B. BUDGET

An annual budget, Chapter and Store, prepared by the Finance Committee and adopted by the Board shall be submitted to the Association as part of the

Chapter's annual report. A report by the Finance Committee for the preceding year shall be submitted to the Association within ninety (90) days after the close of the fiscal year.

**Section C. MEMBERSHIP DUES**

Dues and its division within the Association shall be approved by the National Board.

**Section D. DISSOLUTION**

In the event of dissolution of the corporation (Chapter), all assets remaining after discharge of the corporate debt and obligations shall be come the property of the Association to be used specifically for programs of the Association and UNICEF that benefit the communities within the nine San Francisco Bay counties.

**ARTICLE IX. CHAPTER OPERATIONS**

**Section A. CHAPTER OPERATIONS**

1. Except as otherwise specified in these Bylaws, the Chapter, its officers and Board shall follow the basic methods, goals, purposes and procedures in the current Association's manual for Chapter operation. The Chapter and its members shall comply with all Federal and State regulations applicable to its legal and ethical operation.
2. The Store is a part of the Chapter and raises funds for Chapter purposes. Store sales and proceeds support Chapter and UNICEF activities. Responsibility for the management and fiscal policies rest with the Board.

**ARTICLE X. BYLAWS**

**Section A. RATIFICATION**

Bylaws approved by the Association shall be adopted by a two-thirds vote at a membership meeting if a copy of the Bylaws and notice of meeting has been mailed ten (10) mail service days before the meeting date.

**Section B AMENDMENT**

Bylaw amendments may be proposed by an Ad Hoc Bylaw committee appointed by the President. The changes, upon receiving Board approval, shall be mailed,

emailed, published in the Chapter newsletter, made available on the Chapter website and in the Chapter Information Center two weeks prior to a membership meeting. They shall be adopted by a simple majority of the present and voting members at the meeting.