

Proposed Changes

**Greater Oklahoma City Chapter of the
United Nations Association of the United States**

Chapter Bylaws
Revised 22 October 2011

ARTICLE I

Name:

Greater Oklahoma City Chapter of the United Nations Association of the United States. This chapter shall be an affiliate of the United Nations Association of the United States of America.

ARTICLE II

Purpose:

The purpose of this chapter shall be:

- a. To support United States membership in the United Nations;
- b. To support those policies of the UNA-USA which further the cause of world peace;
- c. To coordinate programs with the UNA-USA and the UNA of Tulsa, Oklahoma in order to disseminate information about the UN;
- d. To build public opinion in support of the UN within the greater Oklahoma City area.

ARTICLE III

Membership:

~~a. Membership shall be open to all United States citizens living in the greater Oklahoma City area.~~

a. Membership shall be open to any person living in the greater Oklahoma City area who is a member in good standing of the United Nations Association of the United States.

~~b. Classes of membership shall be:~~

~~Individual~~

~~Family~~

~~Sponsor~~

~~Patron~~

~~Corporate~~

b. 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 Chapter must maintain a minimum of 25 members in good standing (not including student members), and shall consistently work to increase its membership base.

ARTICLE IV

Meetings:

- a. There shall be a minimum of two general membership meetings each year, one of which shall be the annual meeting to be held within the first half of the calendar year, the date to be set by the Board of Directors. A primary purpose of the annual meeting will be to fill the expired vacancies and to consider additional positions on the Board.
- b. A quorum for the annual meeting, shall be at least 25 members or ~~one-fourth~~ **one-third** of the total membership (whichever is smaller) present for the transaction of any business. Only members in good standing may vote at the annual meeting. **There will be no voting by proxy.**
- c. A second general membership meeting will be held within the second half of the calendar year, the date to be set by the Board of Directors. A primary purpose of this meeting will be to elect three members-at-large to the Nominating Committee.

ARTICLE V

Board of Directors:

- a. It shall be the responsibility of the Board of Directors to conduct the affairs of the chapter between annual meetings.
- b. The Board shall consist of not more than 30 members. ~~of which not more than 1/5 may be composed of organization representatives which support the United Nations.~~
- c. ~~Selection of community organizations shall be chosen by sending a letter to all compatible organizations and requesting a return letter of interest for representation on the Board. When received, the names of these organizations shall be placed in lottery and then placed on the Board on a rotation basis. The initial organizations chosen will be sent a notice of selection and asked to appoint a representative from their membership to sit on the Board of Directors.~~
- d. ~~Three years shall be considered a term of office with one third retiring annually. Members may not serve more than three consecutive terms, unless elected to fill an unexpired term of 18 months or less. Those serving on the Board at the time the revision of these By Laws are adopted shall draw lots to determine the term they shall serve.~~

c. Three years shall be considered a term of service as a director of the chapter. At the end of a term of service, a director may stand for re-election. Terms shall be staggered so that not more than one-third of the directors will be scheduled for replacement or re-election each year.

e.d. When a vacancy occurs between annual meetings it shall be filled by the Board for the unexpired term.

f.e. Three (3) consecutive absences from a board meeting without valid reasons, and the President so notified, may be deemed a resignation.

g.f. The Board shall meet a minimum of once each quarter at the call of the President.

h.g. A quorum of the Board of Directors shall be one-third of the Board membership.

ARTICLE VI

Officers:

a. Officers shall be: President, First Vice President for Programs, Second Vice-President for Membership, Secretary, and Treasurer. Other officers as needed may be appointed by the President.

b. A term of office shall be for two years with the privilege of re-election for one additional term.

c. Members of the Board of Directors shall elect the officers from their own number at the Board meeting called by the retiring President within 15 days after the election of the Board by the membership at the annual meeting.

d. The duties of the officers shall be as follows:

1. The President shall preside at the meetings, shall coordinate the various activities of the chapter, and perform other duties as assigned by the Board of Directors. **He/she is a representative to the UNA-USA Council of Chapters and Regions (CCR); presents the report covering the activities of the Chapter in the previous year at the Chapter's annual meeting; enforces Chapter 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 Chapter in the community at large.**

2. The First Vice President for Programs shall be chairman of the Program Committee, whose membership shall be selected by the chairman in consultation with the President. The Program Committee membership may be made up of both Board members and the membership-at-large.
3. The Second Vice-President for membership shall be chairman of the Membership Committee. The membership shall be selected by the chairman in consultation with the President. The Membership Committee may be comprised of both Board members and the membership-at-large.
- ~~4. The Secretary shall keep the record of all meetings of the association and assist the President as requested.~~
- 4. The Secretary serves all notices required by the handbook. He/she records accurate minutes of all meetings of the Chapter, which should include election results and assignments to specific duties; works with the president to prepare the Chapter's annual report; and performs all the customary duties of a secretary.**
- ~~5. The Treasurer shall receive all monies for deposit, make disbursements as directed by the Board. He shall report at Board meetings and submit a full report to the membership at the annual meeting. He shall be chairman of the Finance Committee.~~
- 5. The Treasurer shall receive all monies for deposit, make disbursements as directed by the Board. He/she shall report at Board meetings and submit a full report to the membership at the annual meeting. He/she shall be chairman of the Finance Committee. He/she works with the president to prepare the financial section of the Chapter's annual report. During Chapter 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 the Chapter's 501 (c)(3) status and/or, as appropriate, its registration as a charitable organization for fundraising purposes.**

ARTICLE VII

Nominating Committee:

- a. A Nominating Committee of five members shall be elected as follows: three members from the membership-at-large (and not from the Board) shall be elected by the members at a general membership meeting of the chapter to be held in the second half of the year; two members shall be appointed to the Committee by the Board of Directors from their own body.
- b. It shall be the duty of the Nominating Committee to report a slate of Board members to fill terms expiring each year and to create new Board positions as appropriate. The report of the Committee shall be included in the written notice of the annual meeting sent to each member.

ARTICLE VIII

Other Committees:

In addition to the Nominating Committee, the Program Committee, Membership Committee, and Finance Committee, all other committees may be formed by designation of the Board of Directors to perform specific duties – with membership selected from the Board of Directors and general membership.

ARTICLE IX

Finance:

- a. ~~The fiscal year shall begin the first of April.~~

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

- b. The finance committee shall be responsible for preparing a proposed budget to be presented to the Board for approval within the first quarter of the fiscal year.

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

- c. ~~The dues for the several classes of membership as listed under Article III shall be determined by the Board on an annual basis. All contributions which exceed the amount set for National membership dues shall be considered a gift to the chapter.~~

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

ARTICLE X

Amendment Provisions:

The By-Laws may be amended by a two-thirds vote of those present and voting at a membership meeting following approval by the Board of Directors – provided a copy has been sent with the meeting notice to all members. This vote may be taken by a mail ballot.

ARTICLE XI

Parliamentary Authority:

The rules contained in “Robert’s Rules of Order Revised” shall govern this chapter in all cases to which they are applicable and in which they are not inconsistent with the By-Laws.

ARTICLE XII

Legal Requirements:

- a. UNA-USA/OKC is a tax-exempt charitable entity in the State of Oklahoma.**
- b. 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 Chapter shall comply with the following: (i) the Chapter shall never be operated for the primary purpose of carrying on a trade or business for profit; (ii) the Chapter 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 Chapter shall be made, and no gift, bequest or devise to the Chapter shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Chapter 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 Chapter shall ever inure to the benefit of any private shareholder or individual; and (v) upon the termination, dissolution or winding up of the Chapter 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 Chapter shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Code.**