



# UNITED NATIONS ASSOCIATION *of the United States of America*

---

A PROGRAM OF THE UNITED NATIONS FOUNDATION

## **Article I – Name and Affiliation**

This entity shall be known as the Pomona Valley Chapter of the United Nations Association of the United States of America (“Chapter”). The Chapter is affiliated with United Nations Association of the USA (UNA-USA) and is subject to the terms of the Affiliation Agreement between Chapter and UNA-USA.

## **Article II – Purpose and Function of Pomona Valley Chapter UNA-USA**

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 Chapter of UNA-USA, Pomona Valley Chapter educates people within its jurisdiction about the invaluable work of the United Nations, raises funds locally, and carries out local education and advocacy activities related to the United Nations. Moreover, the Pomona Valley Chapter recruits, retains, and engages members within its geographic Jurisdiction in order to build a strong constituency of UN supporters.

## **Article III – Membership**

Membership within the Pomona Valley Chapter is available to any United States resident, but is primarily for U.S. residents within the jurisdiction of the Pomona Valley Chapter as defined by the Chapter Affiliation Agreement. The term “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 categories, levels, terms and conditions of UNA-USA membership shall be established by UNA-USA’s National Office in consultation with the National Council and are set forth in the UNA-USA Chapter Handbook. Each Chapter must maintain a minimum of 25 members in good standing and shall consistently work to increase its membership base.

**Section 1 - Annual Membership Meeting:** The Annual Meeting of the Pomona Valley Chapter shall be held at a place, date, and time to be determined by the Board of Directors of the Chapter, and shall be held in either the last quarter of each year or at such a time that the Pomona Valley Chapter’s Annual Report can be submitted to the UNA-USA National Office by March 1<sup>st</sup> each year.

The purpose of the Annual Membership Meeting is to elect a Board of Directors and Officers (see below) and transact such other business as may come before the meeting. The membership will also be informed of the annual budget approved by the Board of Directors for the fiscal year that begins January 1<sup>st</sup>.

**Section 2 – Special Membership Meetings:** Special meetings of the full 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 Chapter’s members if the Chapter membership is 100 members or less (and 10% of the chapters’ members if membership is greater than 100 members total.) At such special Chapter meetings, only such business as stated in the call for such a meeting shall be transacted. The Secretary shall give members ten days’ notice stating the time, place, and business to be transacted at the special Membership meeting.

**Section 3 - Quorum:** At any meeting of the membership, a quorum is defined as 15% of the chapter’s total membership (if and only if the chapter has less than 100 members). If a chapter has 100 or more members, only 10% is required for a quorum to be met.

## Article IV – Board of Directors

### Section 1 - Numbers:

- a. The business of UNA-USA Pomona Valley Chapter shall be conducted and directed by the Board of Directors consisting of at least three chapter members, including Officers. 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 should be a young professional (under 40 years old). If a young professional is not available to serve, the Chapter may contact the UNA-USA Membership Office.

**Section 2 - Qualifications:** Directors shall be elected from the membership of UNA-USA Pomona Valley Chapter and must continue to be a member in good standing 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 Chapter but may receive reimbursement for expenses for special activities on behalf of the Chapter. Such special expenses shall be voted upon 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. This may be three consecutive two-year terms, or two consecutive three-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-USA Pomona Valley Chapter 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.

**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 Chapter'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. The Board of Directors may conduct business using electronic means, including email.

**Section 10 - Powers and Duties of Directors:**

- a. The Directors shall have the power to conduct and direct the business of the Chapter.
- 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-USA Pomona Valley Chapter.
- 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 Chapter 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 Pomona Valley Chapter Annual Report can be forwarded to UNA-USA by March 1<sup>st</sup>.

## **Article V – Officers and Board Leadership**

**Section 1** - The Officers shall be elected by the members of UNA-USA Pomona Valley Chapter at the Annual Membership Meeting. The Officers shall be elected for two or three-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.

**Section 2** - Officers of UNA-USA Pomona Valley Chapter shall be President, Vice-President, Secretary, Treasurer, and other officers as may be deemed necessary or desirable by the Board of Directors or state law.

**Section 3** - The Officers shall receive no compensation as salary from the Pomona Valley Chapter, but may receive reimbursement for expenses for special activities on behalf of UNA-USA Pomona Valley Chapter and such special expenses shall be upon vote by the Directors.

**Section 4** - Powers and duties of Officers:

- a. The **President** facilitates the work of the Chapter, creating the Chapter's annual business plan, and is responsible for adjusting programmatic goals in collaboration with the Board of Directors. The President presides at all Chapter meetings; appoints all Chapter committee chairs with the consent and approval of the Officers; presents the report covering the activities of the Chapter in the previous year at the Chapter's Annual Membership Meeting; enforces Chapter 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 1<sup>st</sup>.
- b. The **Secretary** communicates all notices required by the Chapter Handbook. The Secretary also records accurate minutes of all meetings of the Pomona Valley 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.
- c. The **Treasurer** is responsible for maintaining all financial records for the Pomona Valley Chapter, 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 the Pomona Valley Chapter. He/she works with the President to prepare the financial section of the Chapter's Annual Report. The Treasurer also works with the Finance and Budget Committee if the Pomona Valley Chapter has established such a committee.

During Chapter 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 and Federal compliance standards. Specifically, the Treasurer is expected to file an annual IRS Form 990 no later than May 15<sup>th</sup> of each year (noting that a chapter'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 Chapter'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 the Pomona Valley Chapter chooses to elect a President-Elect, this person serves as a future president in training. He/she observes all workings of the Chapter, assists in special projects such as strategic planning, preparing the annual reports, and research. The Pomona Valley Chapter recognizes it should have a strong succession plan to ensure stability during leadership changes.
- b. Vice-President:** The Pomona Valley Chapter may choose to elect one or more Vice-Presidents to help the President facilitate the work of the Chapter, 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. The Pomona Valley Chapter 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.
- c. Membership Chair:** The Pomona Valley Chapter may elect or the President may appoint the Membership Chair who is responsible for managing the Chapter's membership records and developing a membership growth strategy. Responsibilities include contacting lapsed members and prospective members, and welcoming new members. Each Chapter should develop a Membership Committee to assist the chair in membership development. The Membership Chair may also be called the Vice-President for Membership.
- d. **Advocacy Chair:** The Pomona Valley Chapter may elect or the President may appoint an Advocacy Chair who serves as a liaison between the Chapter and both the Advocacy Committee of the National Council and the UNA-USA National Office. The Advocacy Chair is responsible for promoting participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and In-District advocacy activities. The Chair should maintain and develop personal relationships with local Congressional representatives and/or their relevant staff members (through letters, telephone calls, emails, and personal visits) and keep up to date on their positions on UN-related issues. The Advocacy Chair may also be called the Vice President for Advocacy.
- e. **Young Professionals Chair:** The Pomona Valley Chapter may elect or the President may appoint a Young Professionals Chair who is responsible for managing and developing a successful YP program that encourages members to become engaged with the United Nations through professional development and other opportunities. UNA-USA Young Professionals are UNA members under the age of forty.
- a. **Education Chair:** The Pomona Valley Chapter may elect or the President may appoint an Education Chair who will liaise with UNA-USA Education Committee, both locally and nationally, and develop strategies to scale Model UN (mini-simulations) into locally-based middle and high schools.

Communications Chair: The Pomona Valley Chapter may elect or the President may appoint a Communications Chair who will oversee all aspects of communication made to the public

and the Chapter membership. This includes all online, and social media, presence as well as direct communication to the Chapter's membership. Communications Chairs are encouraged to work alongside the President and Membership Chair to assist with retention efforts, in addition to highlighting the efforts of the Chapter throughout the year.

**NOTE:** These committee leadership positions can be called committee "Chairs" or "Vice Presidents" (however in that case, a Senior Vice-President, or President Elect, 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 or email 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.

## Article VI – Committees

**Section 1 –** The Pomona Valley Chapter 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.

Except as may be otherwise specifically provided for by these Bylaws, committee chairs shall appoint their committee members from among Chapter members in good standing who volunteer or agree to serve. The President shall serve as ex-officio member of each committee. Members of a committee shall serve until the Chapter'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 Chapter President with consent of the Board of Directors.

**Section 2 –** Rules governing procedures for meetings of any committee of the Board shall be as 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; to elect, appoint or remove any Officer, Chair or member of the Chapter; to amend the articles of incorporation of the Chapter; to restate the Chapter's articles of incorporation; to adopt a plan of merger or adopt a plan of consolidation with another Chapter;

to authorize the sale, lease, exchange or mortgage of all or substantially all of the Chapter's property and assets; to authorize the voluntary dissolution of the Chapter; to adopt a plan for the distribution of the assets of the Chapter; to amend, alter or repeal any resolution of the Board of Directors to fix compensation for the Chapter'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 Pomona Valley Chapter may choose to identify an Executive Committee of the Board of Directors if the Board becomes large enough to justify such a board leadership team and identifies the need. If formed, the Executive Committee shall be comprised of the Pomona Valley Chapter's Officers and committee chairs or Vice-Presidents. The President shall serve as the Chair of the Executive Committee.

During the intervals between meetings of the Board of Directors, the Executive Committee shall transact all routine business and shall exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Chapter 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 President, with the approval of the Board of Directors, shall appoint at least three (3) Board members to the Nominating Committee. 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.

**Section 8** – The Pomona Valley Chapter may identify individuals to serve as Chapter representatives in National Networks and Affinity groups to encourage participation in national initiatives and priorities. While these National Networks are subject to change, they include but are not limited to UNA –Advocacy, UNA – Education, and UNA – Communications Networks, and the UNA-Women, and UNA-LGBT Affinity Groups.

**Section 9 - The Pomona Valley Chapter may form additional committees with defined functions.**

- a. **Membership Committee:** To establish a membership growth strategy to recruit new members and engage and retain current members. To build awareness that it is the responsibility of each UNA-USA Chapter Board member to recruit and engage new members. Efforts are made to recruit a diverse membership with regard to age, ethnicity, gender and geography. Building partnerships with other aligned organizations is one way to build membership

- b. **Finance and Budget Committee:** To work with the Treasurer and the Board of Directors to prepare a budget and raise and manage Chapter funds.
  
- c. **Program Committee:** To organize programs, projects and events to promote the mission of UNA-USA. The Pomona Valley Chapter intends to plan a UN Day event each October as well as other events throughout the year. The Program Committee coordinates with other committees, especially the membership and advocacy committees, to ensure that all Chapter programming has both membership building and advocacy elements.
  
- d. **Young Professionals Committee:** To engage UNA-USA members under 40 years old, in order to promote and implement education projects, advocate for a strong U.S.-UN relationship, and participate in professional development opportunities.
  
- e. **Advocacy Committee:** To inform elected representatives, the general public and Chapter members about U.S. Government activities related to the UN system. The committee promotes participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and in District advocacy meetings with members of Congress or their staff.
  
- f. **Communications Committee:** The Communications Committee oversees all aspects of communication made to the general public and the chapter membership. This could include but not be limited to a website and a chapter presence on Facebook, Twitter, and Instagram, traditional press outreach, including distribution of UNA's national op-ed pieces, arranging local editorial board meetings, and contributing pieces to local news outlets, including all forms of traditional media: newspapers, magazines, radio, and television. Furthermore, they are encouraged to send regular alerts to current, lapsed, and potential members that complement the national UNA e-newsletters and retention efforts. Lastly, this committee is encouraged to drive publicity efforts for special events, such as UN Day.
  
- g. **Education Committee:** Education Committee will support membership and GenUN by collaborating with youth and programming committees to cultivate a new generation of advocates involved in educational activities offered by UNA-USA, and through chapter sponsored Model UN conferences and simulations, summer offerings, and other programs designed to engage youth and teach about the United Nations. The Education Committee is expected to promote UNA-USA as the preeminent source and authority in education for innovative classroom learning that facilitates globally competent students. The Education Committee may also provide education programming for the general public.

## Article VII – Chapter Finance

**Section 1 – Fiscal Year:** The fiscal year shall commence on January 1<sup>st</sup> and end on December 31<sup>st</sup>.

**Section 2 – Budget:** A proposed budget shall be submitted to the Board of Directors for adoption at the Chapter’s Annual Membership 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 approved at such a time that it can be submitted by March 1<sup>st</sup> to the National Office as part of the Chapter’s Annual Report.

**Section 3 – Membership Dues:** Annual membership 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 Chapters 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.

- Chapters with gross receipts of \$50,000 or less are allowed to file a simplified Form 990-N Postcard;
- Chapters with gross receipts less than \$200,000 and total assets less than \$500,000 are allowed to file a Form 990-EZ; and
- Chapters 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.

Chapters 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 Affiliation Agreement and the Chapter Handbook (including the following sections of the Handbook: Operating as a 501(c)(3) Organization, Fundraising Guidelines, and Direct Guidance from the IRS), the Pomona Valley Chapter understands it 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 the National Office, to be disseminated at a later date.

## Article IX – Chapter Dissolution

**Section – 1 Voluntary Closure The Pomona Valley Chapter** 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. The Pomona Valley Chapter 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 Chapter’s members if less than 100 members; ten percent more than 100 members). If requested, UNA’s National Office will assist the Chapter by providing a proxy-voting system in order to ensure that the Pomona Valley’s membership has equal voice during this process. Furthermore, UNA’s National Office holds the authority to dissolve a UNA Chapter – in consultation with the National Council – in the event of illegal activities or notable violation of chapter guidelines as explained in the Affiliation Agreement.

### Section 2 - Involuntary Closure

Existing Chapters that fail to meet the basic requirements to maintain Chapter status will be given a one-year period to steer their Chapter into compliance. During this time the Chapter in question will operate under a provisional status, wherein a member of the National Office will supervise the Chapter. If a Chapter fails to meet these requirements after a one-year period, the Chapter 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 the Pomona Valley, 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 Affiliation Agreement 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 Chapter Bylaws must be submitted to the UNA-USA Membership Office.

## Article XI – Parliamentary Authority

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