



UNITED NATIONS WOMEN'S GUILD

CONSTITUTION AND BY-LAWS

New York

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CONSTITUTION

ARTICLE I. NAME

The name of the organization shall be the **United Nations Women’s Guild (UNWG)**, hereinafter referred to as the **Guild**.

ARTICLE II. PURPOSES

The purposes of the Guild shall be to assist children in vulnerable situations throughout the world, and to serve as a mutual bond and center of interest for women connected with the United Nations and its specialized agencies.

The Committee which shall coordinate the work and policy of the Guild, shall be the Coordination Board, hereinafter referred to as the “Board”. The President of the Guild shall preside.

ARTICLE III. MEMBERSHIP

A. Membership of the Guild shall be open to any woman staff member or retiree, wife, mother, sister or daughter of a staff member or retiree of the United Nations and its specialized agencies, including those connected through long- or short-term consultancies.

Membership shall also be open to a current woman staff member or wife, sister, or daughter of a staff member of a Permanent Mission to the United Nations.

B. A member whose association with the United Nations or its specialized agencies has ceased may retain her membership and shall be eligible to hold office as President, or Vice- President of the Guild and to serve on the Board.

C. Women connected indirectly with the United Nations or its specialized agencies (such as members of Consulates and Non-Governmental Organizations or their wives and relatives) and women who are not connected with the United Nations but whose contributions would be considered valuable to the UNWG may be invited annually to become Special Members. They shall not be eligible to hold any office or have the right to vote. The number of Special Members should not exceed 20 per cent of the Guild membership.

D. Special Members who have demonstrated exceptional commitment, continuous service, and active participation in Guild activities for at least 10 years, shall be eligible for nomination to become regular members. The criteria and procedures will be determined by the Board.

E. A second category of invitees will be Volunteers, which will be on an individual or institutional basis and on call to assist in specific events. They will be nominated by a regular member, based on agreed

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criteria and procedures determined by the Board. They will not be eligible to hold office or have the right to vote. There will be no restriction in their number.

- F. A third category of invitees will be Honorary Supporters, which will be on an individual or institutional basis. They have the potential to strengthen Guild resources, especially financial. They will be nominated by a regular member based on agreed criteria and procedures determined by the Board. They will not be eligible to vote or to hold office. There will be no restriction in their number.
- G. All exceptional cases involving membership, special membership, and eligibility for holding office shall be submitted to the Board for a decision.

ARTICLE IV. COORDINATION BOARD

A. The voting membership of the Coordination Board shall consist of:

1. The elected officers of the Guild, namely: the President; the Vice President; the Secretary and Assistant Secretary; the Treasurer and Assistant Treasurer (if available).
2. The elected chairs of the following Committees: Sales, Fundraising, Projects, Membership Communications, Membership, and other key committees as the Board deems necessary.
3. The elected Overseas Liaison Officer.
4. Should there be a need for the Board to vote, the President shall not vote unless it is necessary to break a tie vote.

B. The Non-Voting Membership of the Board. This shall consist of: Chairpersons of other Committees established by the Board as necessary.

C. Board Meetings

The Board shall hold a monthly meeting, from September through June, to carry out the business of the Guild. Meetings of the Board can be called at any time by the President or the Vice- President, or at the written request of four of its members. For any action to be valid, a majority of the voting Board members must be present at the Coordination Board meetings. The Board shall have the power to act for the Guild in any matter which requires immediate attention, and which is within the framework of the Constitution and By-Laws or otherwise as permitted by the Not-for-Profit Corporation Law of the State of New York.

D. Coordination Board Voting

Each voting member of the Board shall have one vote.

ARTICLE V. GENERAL MEMBERSHIP MEETINGS

- A. Monthly General Meetings.** The Board shall hold a monthly meeting with the membership, which combines business and socializing. These meetings may occur virtually, hybrid, in-person or by other means deemed appropriate by the Board. The dates of these meetings shall be determined by the Board, which may postpone or cancel any meeting as circumstances dictate.
- B. Annual General Meetings.** Each year, the Board shall hold an Annual General Meeting of the whole Guild, ideally in March, International Women’s Month, with the President or the Vice-President (if the President is otherwise unavailable) of the Guild serving as Chairperson. At this meeting, the Chairpersons shall report on their Committees’ activities and shall submit membership and committee lists. Additionally, the Treasurer of the Board shall submit a financial report and the election of Board officers shall take place, as set forth in the By-Laws.
- C. Extraordinary General Meeting.** This may be called at any time by the Board.
- D. Actions at General Meetings.** Actions may be taken by an absolute majority vote of those present if there shall be present a quorum of not less than one-fifth of the members in good standing, except as provided under Article VII. Amendments.
- E. Voting.** Every member in good standing shall be qualified to vote at all meetings. Voting may be conducted in person, by email, virtually or by other mechanisms and established procedures approved by the Board. There shall be no voting by proxy.

ARTICLE VI. FINANCE

- A. Dues.** Membership Dues shall be paid annually by new and renewing members. The amount of the subscription shall be determined at the Annual General Meeting. The Dues required of a new member joining after 1 July shall be half the regular subscription.
- B. Fundraising and Administration of funds.** All Monies received from any fundraising of the Guild, shall be used solely to assist Projects for children in vulnerable situations throughout the world, which meet the Guild Policies and Guidelines on Projects. These will be administered by the Board. Any of the following officers are empowered to authorize money transactions: the President, the Vice-President; the Treasurer or other authorized members of the Board.
- C. Fiscal year.** The Fiscal Year of the Guild shall end on 31 December.
- D. Non-profit tax-exempt status.** The Guild is organized and shall be operated exclusively for one or more of the Tax-exempt purposes specified in section 501(c)(3) of the Internal Revenue Code 1986 as amended (“The Code”) and shall not engage in or include among its purposes any activities not permitted to be carried on by a corporation exempt under section 501(c)(3) of the Code.

- E. Dissolution of the Guild.** In the event of dissolution, all the remaining assets and properties of the Guild shall, after payment of necessary expenses thereof, be distributed to organizations exempt under Section 501(c) (3) of the Code or a corresponding provision of any subsequent federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of the Supreme Court of the State of New York.

ARTICLE VII. AMENDMENTS

The Constitution and By-Laws may be amended by two-thirds majority vote at any General Meeting of the Guild (with a quorum of one-fifth of members in good standing), provided a copy of the proposed amendment shall have been considered by the Board and circulated to each Guild member at least three weeks before the meeting.

BY-LAWS

ARTICLE I. COORDINATION BOARD

A. Board Members

Honorary President. There may be an Honorary President of the Guild. To the extent possible, this should be the Wife of the Secretary-General of the United Nations.

1. Elected Officers The elected officers, detailed below, shall be elected by the method set forth in Appendix II below at the Annual General Meeting designated for that purpose. Each newly elected officer shall take office at the end of that meeting. The term of office shall be two years, and she may be reelected for one additional term.

- a) President
- b) Vice President
- c) Secretary
- d) Assistant Secretary
- e) Treasurer
- f) Assistant Treasurer

2. Other Elected Board Members. The elected Chairpersons shall be elected by the method set forth in Appendix II below at the Annual General Meeting designated for that purpose. Each newly elected officer shall take office at the end of that meeting. The term of office of these Chairpersons shall be three years and she may be re-elected for up to one additional term.

- a) Sales Committee Chair
- b) Fundraising Committee Chair
- c) Projects Committee Chair
- d) Membership Communications Chair
- e) Membership Chair
- f) Overseas Liaison Officer

3 Election on Alternate Years of Officers and Chairs. The staggered election of Officers and Committee Chairs in alternate years to the election of the President, is highly recommended, in order to avoid having all Officers changed at the same time. This will be worked out in

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accordance with the situation currently prevailing in the Guild. For example:

- a) The President and Secretary will be elected in one year and the Vice-President and Treasurer in another year.
- b) The Sales Committee Chair, Fundraising Committee Chair and the Projects Committee Chair shall be elected on the first year after the election of the President.
- c) The Membership Communication Chair, Membership Chair, and the Overseas Liaison Officer shall be elected on the second year after the election of the President.

4 Geographical Distribution. The Officers (elected and/or appointed positions) shall ideally originate from as wide a geographical distribution as practicable.

5 Succession of Officers. In the absence of the President, the Vice President of the Guild shall act on her behalf. Should the President resign for any reason or becomes incapacitated before her term of office expires, the Vice President will assume the office of President for the balance of the term. Similarly, in the event of the permanent absence of the Treasurer or the Secretary before the expiration of her term, her Assistant (Treasurer or Secretary) shall assume the office and complete her term.

6 Vacancies. If vacancies occur in the Office of the Vice-President, Assistant Secretary, Assistant Treasurer, or of any elected Committee Chair, the Board may appoint a replacement(s) to complete the term of office.

7 Nominating Committee. Should a Nominating Committee be deemed necessary by the Board, it shall select four members from among the membership one of whom shall be a Board member, at least two months before the Annual General Meeting. Their duties shall be to collect nominations for offices to be filled and to submit a slate of candidates at least one month before the Annual General Meeting. Information about the candidates shall be widely disseminated to the membership. In the case of an unopposed slate, the Secretary may be asked to cast one ballot.

B. Duties (Terms of Reference) of the Officers

- 1. President.** The President, or in her absence the Vice-President, shall preside at all meetings, shall be a member ex-officio of all the Standing Committees with the right to vote. At the Annual General Meeting, she shall present a report on the year's activities. The President is responsible for ensuring that the aims, policies and operations of the Guild are always observed.
- 2. Vice President.** The Vice-President assumes the responsibilities of the President should the need arise. She shall be designated special assignment(s) as deemed necessary by the Board.
- 3. Secretary.** The Secretary shall give notice of and take the minutes at all meetings, be responsible for all official correspondence and maintenance of all files. The Secretary shall be responsible for maintaining all files digital and hard copies.
- 4. The Assistant Secretary** assumes the responsibilities of the Secretary should the need arise. She shall be designated special assignment(s) as deemed necessary by the Secretary and others on

the Board.

5. **Treasurer.** It shall be the duty of the Treasurer to receive all funds paid to the Guild and pay out monies as directed by the Board. She must account correctly for all receipts and disbursements, must present a monthly itemized statement prior to each Coordination Board Meeting and, any others as specially requested. At the end of the Guild fiscal year, she shall submit a certified statement to the Board by 31 January each year. She shall deliver the report at the AGM. She shall fulfill annually the requirements of the Internal Revenue Service for tax exemption.
- 6 **The Assistant Treasurer** assumes the responsibilities of the Treasurer should the need arise. She shall be designated special assignment(s) as deemed necessary by the Treasurer and others on the Board.

C. General Responsibilities of the Standing Committee Chairs

The Chairperson of each Standing Committee, assisted by an assistant Chair, is responsible for coordinating the work of her committee and ensuring that all responsibilities of the committee are fulfilled. She calls for additional members in good standing and volunteers to work with her as needed. Each Committee Chair is responsible for presenting a report of the Committee's activities at the monthly Board meeting. The chair is responsible for the preparation of the written annual report of her committee's activities for the year and submit for the preparation of the Annual Newsletter and is responsible for presenting that report to the membership at the Annual General Meeting.

The detailed Terms of Reference of each Committee are described in detail in the UNWG Manual of Policies and Procedures.

These Committee Chairs are:

- a) Membership Committee
- b) Communications Committee
- c) Sales Committee
- d) Fund-raising Committee
- e) Projects Committee
- f) Overseas Liaison Office

D. Continuity.

For continuity whenever office holders change, the departing Officer shall give a clear description and update of the office to her successor or if not available, to the President. This includes providing print and electronic files pertaining to her term in office and a written note of matters requiring attention, as soon as practical but no later than two weeks after her last day in office. The departing officer shall return all Guild properties at this time.

ARTICLE II. MEETINGS

A. Board Meetings. Business meetings of the Board shall be held once per month from September

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through June. Board decisions and actions shall be approved by a majority vote of the Board. A proper written and digital record of all decisions and business transacted at every meeting of the Board shall be kept by the Secretary in the Guild's office files.

- B. Monthly Membership General Meetings.** The Board shall hold a monthly meeting, if possible, but no less than four per year, with the Membership. This combines business and socializing. These meetings may be virtual, in person or hybrid (a combination of the two). The dates of these meetings shall be determined by the Board, who may postpone or cancel the meeting as circumstances dictate.
- C. Committee Meetings.** Each Committee Chair shall set regular meetings as needed to accomplish the Committee's business. Each member shall be asked to join and participate in one or more Committee(s).
- D. Annual General Meetings.** Each year, the Board shall hold an Annual General Meeting of the whole Guild, chaired by the President or the Vice-President (if the President is otherwise unavailable). All officers shall present an annual report to the membership. The Chairpersons shall report on their Committee's activities and shall submit membership and committee lists. The Membership Communications Committee will generate an Annual Newsletter prior to the Annual General Meeting. The Treasurer shall submit an Annual Financial Report. The election of Board members shall take place, as set forth in Appendix II below.

ARTICLE III. MEMBERSHIP PRIVILEGES AND DUTIES

- A. Membership Privileges and Duties.** Membership privileges include the ability to (i) hold a Membership Card/UN Identification, (ii) act as a Project Sponsor (propose a project to receive funding), (iii) hold office, (iv) vote and (v) participate in any committees.
- B. Members in Good Standing.** A member shall be considered "in good standing" if her financial obligations to the Guild are current and she participates in activities of at least one committee.
- C. Special Members**
 - 1. Responsibilities of Special Members.** Special Members may be elected to a) help provide fundraising opportunities outside of the United Nations community; b) enhance the Guild's public profile and c) increase the number of strong contributors to the Guild.
 - 2. Special Member Elections.** In order to be granted a Special Membership, a prospective Special Member must (i) regularly attend Guild meetings for at least one year and make reasonable contributions to Guild's initiatives over that time, (ii) following the Membership Committee's review of special membership in advance of the Annual General meeting, obtain a written nomination to become a Special Member from at least two regular members in good standing; such nomination letter shall communicate the nature of special membership, the specific contributions that individual is expected to offer and the desire of the Guild to retain her involvement, (iii) confirm her willingness to be elected and (iv) be so elected in a written ballot vote by a majority of the regular members in good standing at the Guild's Annual Meeting; provided that at no time shall more than 20% of the Guild's membership consist of Special

Members.

3. **Special Members Change of Membership Status.** Special Members who have demonstrated exceptional commitment, continuous service, and active participation in Guild activities for at least 10 years, shall be eligible for nomination to become regular members. The criteria and procedures will be determined by the Board.
4. **Special Membership is non-voting.** Special Members may not hold office or vote but may enjoy all the other privileges of membership as set forth herein.

ARTICLE IV. CONFLICT OF INTEREST

- A. “Conflict of interest” as referred to herein, shall include but shall not be limited to, any decision by or with the Guild in which any officer of the Board, or a Committee member has a direct or indirect personal interest, or any decision in which such officer or member is unable to exercise impartial judgment or otherwise act in the best interests of the Guild.
- B. No member of the Board, or a Committee shall cast a vote, nor take part in the final deliberations in any matter in which she, members of her immediate family or any organization to which such member has allegiance, has a personal interest that may be seen as competing with the interests of the Guild. Any member who believes she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any member has a conflict of interest in any matter. If such circumstances require the non-participation of the member, the Board or Committee may nonetheless request from the member any appropriate non-confidential information which might inform its decisions. The minutes of the meeting shall reflect disclosure of any conflict of interest and the recusal of the concerned member.

ARTICLE V. STANDARDS OF CONDUCT

- A. **Expected Standards of Conduct.** Officers and members of the Guild are expected to conduct themselves with integrity, respect of diversity and commitment to work together to achieve the purposes of the Guild, and in a manner befitting the principles and ethics of the United Nations, given the affiliation of the Guild. Failure of Officers and/or any other Members of the Guild to observe the expected standards of conduct may be determined by the Board to constitute misconduct and lead to the initiation of disciplinary proceedings.
- B. **Misconduct.** The types of misconduct include, but are not limited to, the following acts:
 1. Directing Guild funds towards unauthorized uses,
 2. Abuse or theft of Guild property,
 3. Distribution to the public, the media, or United Nations officials of confidential UNWG information or communications on behalf of the Guild without proper authorization from the Board,

4. Activities that have harmed or sought to harm the credibility or reputation of the Guild thereof,
5. The unauthorized use of the United Nations name and/or emblem in any manner,
6. Misuse of personal information provided by members for Guild purposes only.

C. Disciplinary Proceedings. Upon report of misconduct, the Board may review alleged conduct on a case-by-case basis and determine the next steps, pursuant to the Board's existing disciplinary policy.

ARTICLE VI. ROBERT'S RULES OF ORDER

ROBERT'S RULES OF ORDER, latest edition, shall govern the proceedings of the Guild as a complement to the Guild's Charter, Constitution and By-Laws ("Organizational Documents"). In the event of any conflict between the Organizational Documents and *Robert's Rules of Order*, the Organizational Documents shall supersede *Robert's Rules of Order*.

APPENDIX I

AFFILIATES IN OTHER COUNTRIES

ARTICLE I. CONDITIONS OF AFFILIATION

- A.** Chapters in other countries may be affiliated with the United Nations Women's Guild when:
1. Membership in the Chapter is open to any woman connected by work or relationship with the:
 - a) United Nations and b) its specialized agencies.
 2. The aims of the Chapter are consistent with the purposes of the Guild as described above.
- B.** Each Chapter shall be free to determine its own structure and administration if they are consistent with the provisions of this UNWG Constitution, Bylaws and Appendix.

ARTICLE II. APPLICATION

With its application for affiliation with the Guild, the Chapter shall submit its proposed constitution and by-laws, membership, and committee lists.

ARTICLE III. AFFILIATION

The Overseas Liaison Officer shall prepare the dossier of each application for affiliation and submit a report to the Board. The Board will review each affiliation application, render a decision, and notify the applicant.

ARTICLE IV. AFFILIATION PRIVILEGES

- A.** Members shall enjoy membership privileges in the Guild in any Affiliate Chapter they may visit but may only have voting privileges in the Affiliate Chapter in which they have paid membership dues.
- B.** An Affiliate Chapter may add to its name words indicating affiliation with the United Nations Women's Guild.
- C.** Each Affiliate Chapter will receive in due course the UNWG Annual Newsletter and the Minutes of the Annual General Meeting of the Guild.
- D.** The Affiliate Chapters may be invited by the Board to participate as observers in the Annual General Meeting.

ARTICLE V. AFFILIATION OBLIGATIONS

- A.** Through its affiliation with the Guild, each Affiliate Chapter will comply with the conditions established in Article I of this Appendix.

- B.** Each year, the Affiliate Chapter will forward to the Guild a copy of its Annual Report, Board membership and committee lists, and list of funded projects to reach the Secretary of the Board by 31 January. Any proposed amendments to the Constitution of an Affiliate Chapter require the approval of the Board.

- C.** Affiliation may be revoked in the event the Affiliate fails to comply with the provisions of this Appendix.

APPENDIX II

BOARD MEMBER ELECTION PROCEDURE

- A. Nominating Committee.** Nominating Committee increases to 4 members, with at least 1 Board member. The committee must be constituted at least 2 months prior to the Annual General Meeting or Special meetings where in an election will be held. They will elect a Chair to coordinate its work and report to the Board. They will circulate the slate of candidates summarizing their qualifications and intent at least one month prior to the elections. Nominating Committee members shall not campaign on behalf of any nominee.
- B. Nominees for Office.** Nominees for Office participate in a candidates' forum, preferably in a hybrid format.
- C. Eligible Voters.** The Membership Committee Chair will produce a Master List of Eligible Voters (i.e., members who are qualified to vote at the end of the previous year prior to the scheduled AGM).
- D. Ballots and Voting Procedure**
1. Prior to each election, the Board will decide which voting methods will be employed for that election, including by email and/or regular mail, virtual voting, and in-person voting. These are detailed in the Guild's Election Procedures Guidelines. The Membership Committee Chairperson will inform the members of the voting methods to be employed and the dates that voting will take place.
 2. At least one month prior to the election process, the Board will select five members in good standing to serve as Tellers. One of them shall be appointed the Chief Teller. The Tellers will be responsible for supervising the voting and counting the votes. They will receive the Master List of Eligible Voters from the Board no less than two weeks before the date of the AGM.
 3. The Chief Teller and the Secretary will work together to prepare all ballots required for the voting process. The Secretary will hold for safe keeping the sequentially numbered ballots for those who are eligible to vote at the Annual General Meeting. The Tellers will manage the procedures to ensure that each eligible voter casts only one ballot.
 4. Vote counting shall be conducted immediately after the in-person voting is closed and in the presence of the Guild members in the meeting room. At this time the votes of those attending the meeting virtually will be recorded and the early voting ballots, if any, will be tallied. The in-person votes will be counted and recorded.
- E. Election Results.**

When the vote counting is completed, the Chief Teller will prepare a written Election Report to show that no one has voted more than once and that all paper ballots have been accounted for. She will also enter in this report the number of votes received by each candidate by all voting methods employed.

The Chief Teller will then announce the vote count to the membership and the names of the winning candidates. She will hand the Report to the Secretary for inclusion in the minutes of the meeting. All election materials and documentation will be handed over to the Membership Committee Chairperson

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