

# **United Nations Association of the United States of America**

## **National Council**

### **Standard Operating Procedures**

**The mission** of the United Nations Association of the United States of America is to inform, inspire and mobilize Americans to support the principles and vital work of the United Nations and to strengthen the United Nations system; to encourage U.S. leadership to work constructively through the United Nations and encourage everyone to achieve the goals of the United Nations Charter; and to educate the American public about the invaluable work of the United Nations, raise funds, and carry out local activities related to the United Nations through its chapters and programs.

**The National Council** operates as the elected volunteer leadership of the United Nations Association of the United States of America (UNA-USA), a program of the United Nations Foundation.

#### **Functions of the National Council are:**

1. To serve in an advisory capacity to the Executive Director and the national office on matters of concern to the Chapters, Divisions, Regions, and members of UNA-USA;
2. To assist the national office in the development of policies, programs, and methods of communication among the membership, as well as other national and international organizations;
3. To assist Chapters and Divisions in strengthening their effectiveness and compliance with national objectives, standards, policies, procedures, and in helping to resolve any dispute within a Chapter or Division; and to reflect the interests and needs of Chapters, Divisions and members as requested by the national office;
4. To consult with the national office regarding the establishment of policies affecting Regions, Divisions, and Chapters, including terms of affiliation with UNA-USA, membership dues, and these Standard Operating Procedures;
5. To assist national staff in setting the agenda of the UNA-USA Leadership Summit and Annual Meeting of the National Council;
6. To promote UNA-USA membership, advocacy, and educational programs and campaigns.

**Section 1: Name** The name of the body shall be the National Council.

#### **Section 2: Composition of National Council**

The National Council shall consist of:

1. Between two and four regional representatives from each of the regions elected by the UNA members in good standing in the region, through the process described below. If a region has two representatives, it is recommended that one be a member under the age of 40 and one be a member over the age 40. If the region has more than two representatives, it is required that at least one be a member under the age of 40 and at least one be a member age 40 or over.

If a region cannot secure a candidate under the age of 40, an exception may be made by the Nominations Committee upon application and receipt of an action plan for encouraging younger participation in regional activities.

2. The officers of the NC, including the immediate past chair, if approved by the National Council.
3. Up to four representatives of partner organizations to be selected by the UNA-USA Executive Director in consultation with the National Council Executive Committee.

**As of January 1<sup>st</sup> of election year, if a region has:**

- Under 1000 members = two regional representatives
- 1000 - 2000 members = three regional representatives
- 2000 + members = four regional representatives

**Section 3: Diversity**

All National Council activities should in principle and practice both reflect and foster diversity on the basis of gender, race, creed, age, sexual orientation, national origin, and disability.

**Section 4: Meetings**

The National Council shall have an annual business meeting during the UNA-USA Leadership Summit and another at some other time during the year, such as to coincide with the Global Engagement Summit at the UN. National Council members shall be notified of these meetings in writing or by electronic message at least 30 days prior to the meeting.

Special meetings [including conference calls] of the National Council may be called by the Chair or by the Executive Director. At least one week written notice of the time, place and agenda must be sent to all members of the National Council.

The Executive Director and other representatives of UNA-USA staff shall attend meetings and other proceedings of the National Council and are expected to report and consult, as appropriate about UNA activities, future plans and priorities, finances, and relations with the United Nations Foundation.

**Section 5: Quorum**

A majority of the National Council at a meeting shall constitute a quorum at all sessions of the meeting for the purposes of voting.

**Section 6: Chapters**

A UNA-USA chapter is a group of 25 or more UNA members in good standing, formally recognized by the UNA-USA national office, with elected officers, and bylaws charged with promoting the organization's mission in a specified geographic location. In order to maintain good standing, UNA-USA Chapters must submit Annual Reports by the end of February, meet all federal and state regulations necessary to maintain 501 (c)(3) status – not limited to filing annual 990's, and registering with their respective state's agencies, and comply with the provisions outlined in the Chapter Handbook. UNA Members in good standing, who are unaffiliated with a Chapter or Division, will be considered National Members and are eligible to vote for National Council candidates in the Regions in which they live and to serve on the National Council.

Chapters which are unable to meet these requirements will be placed under a provisional status, wherein they will be ineligible to receive quarterly membership dues. During this period of time the chapter in question will work alongside UNA's national office to make all adjustments necessary to meet the minimum membership standards and ensure that all legal requirements are met. The national office will determine the health of all chapters by the annual Leadership Summit. Chapters which are categorized

under provisional status will be given a full calendar year to make corrections. Failure to do so within this period of time will result in the revocation of the chapter's charter, use of the UNA-USA name and legal standing as a subordinate organization of UNA-USA. Upon dissolution, all remaining members will continue as National Members and all properties and funds shall be transferred to the UNA National Headquarters.

### **Section 7: Regions**

UNA-USA membership shall be divided into eleven geographic regions (New England, Mid-Atlantic, Mid-East, South East, Great Lakes, North Central, South Central, Rocky Mountain, North West, Mid- Pacific, and Southern California). These regions serve to assure geographic diversity on the National Council and may convene Regional Meetings to discuss issues common to the region, share best practices and coordinate activities of mutual benefit.

### **Section 8: Divisions**

UNA-USA Divisions support the activities of UNA-USA Chapters within a designated state, section of a state, or chapters in contiguous states. A Division is expected to help strengthen Chapters in its designated area but does not have authority over those Chapters. Divisions may organize or coordinate programs, projects, advocacy activities and events to promote the mission of UNA-USA and work with Chapters to build their membership. A Division board of directors shall include representatives from the Chapters in its designated area and is responsible for fostering communication among these Chapters. Divisions may elect officers, adopt bylaws, and have a treasury. Divisions must have at least three Chapters in good standing.

### **Section 9: Affinity Groups**

UNA-USA Affinity Groups are national networks of UNA members in good standing who agree to come together virtually to educate and advocate for a particular UN topic. Affinity groups may be granted official recognition upon recommendation of the Executive Director in consultation with the National Council. Each Affinity Group will have reporting responsibilities to the National Council and staff, and be subject to guidelines of the UNA-USA and the National Council.

### **Section 10: Vacancies on the National Council**

The Nominating Committee of the National Council in collaboration with the National Office shall be responsible for filling all vacancies which may arise in the officers and members of the National Council. In the event of a National Council vacancy, a special election will be conducted within the Region within 60 days of the vacancy to select a regional replacement to serve the remainder of the two-year term in accordance with the procedures as outlined by the Nominating Committee.

#### **Vacancy Categories:**

##### **1. Due to Residency Requirement:**

If a National Council member moves to another region during his/her tenure, that member becomes ineligible to continue to serve as a regional representative for the region which elected him/her. That Regional Representative position will be deemed "vacant" and subject to the "vacancies" policy and procedure. A member can claim only one legal residence.

##### **2. Due to loss of "Good Standing":**

A. If a National Council member becomes non-financial (dues not paid to the National Office within a 60-day period of the renewal date on record at the National Office), that member is considered not in "good standing" and becomes ineligible to continue to serve as a regional representative. That Regional Representative position

will be deemed “vacant” and subject to the “vacancies” policy and procedure.

B. If a National Council member is absent for more than 50% of National Council meetings during a one-year period, that member is considered not in “good standing” and becomes ineligible to continue to serve as a regional representative. That Regional Representative position will be deemed “vacant” and subject to the “vacancies” policy and procedure.

C. If a National Council member is involved in any legal dispute, legal charges, or ethical behavior issues that could have adverse impact on the UNA-USA, the National Chair, in consultation with the Executive Director and Director of Membership, can deem the member “not in good standing” which can result in the dismissal from or ineligibility of that member to serve on the National Council. Even though allegations are not proof of wrongdoing, a representative may need to withdraw from the Council until the identified issues are resolved. This designation of “loss of good standing” applies to National Council members as well as chapter and division officers.

### 3. Due to Death or Resignation:

If a National Council member resigns, becomes incapacitated, or if his/her death occurs while in office, that Regional Representative position will be deemed “vacant” and subject to the “vacancies” policy and procedure.

## **Section 11: Officers**

Officers of the National Council shall be elected by the National Council and shall be a Chair, Vice Chair, and Secretary. Each officer shall be an elected Regional Representative of the National Council and a member in good standing of UNA-USA, though no sitting officer shall be a member of the National Council Nominating Committee. Each officer should come from a different geographic region. No officer shall be deemed an officer or agent of UNA-USA, Better World Fund, Inc. (BWF), or the United Nations Foundation, nor shall any such officer have any authority to bind or act on behalf of any of those entities. The Nominating Committee will provide all National Council members with each individual’s nomination forms and resumes at least 3 weeks prior to the vote.

## **Section 12: Nominating Committee**

The National Council Nominating Committee shall consist of five (5) members of the National Council, including at least one member under the age 40, and at least one member age 40 or over, who shall be elected by a simple majority of the National Council members at their first annual meeting during UNA-USA’s Leadership Summit.

Each Nominating Committee member shall come from a different geographic region and no sitting officer shall be a member of the NC Nominating Committee. The chair of the National Council shall appoint a chair from among the members of the National Council Nominating Committee.

## **Section 13: Election to the National Council**

The UNA membership shall elect its National Council in alternate years **via an electronic vote** (hereinafter the “Vote”).

Any Chapter, Division, or individual may nominate a candidate for the National Council, provided that the candidate meets the following **minimum requirements**. A candidate must:

1. Be a UNA-USA member in good standing for at least one year before the time of nomination;

2. Acknowledge intention to help fulfill all functions of the National Council, including being willing and able to travel to National Council meetings, and to participate as feasible, in special meetings and conference calls (as referenced in Section 4 above).

3. Have served in a local Chapter, Division, Regional, and/or National leadership capacity for at least one full year or in the case of a National member have comparable leadership experience before the time of nomination to serve on the National Council.

**Two months prior to the Vote**, the UNA-USA national office membership team shall issue an **announcement requesting nominations** for the National Council. Nomination forms and resumes for candidates must be submitted by email to the Nominating Committee one month prior to the vote.

**All eligible nominations** will be forwarded to the national office membership team one month prior to the election.

**Two months prior to the Leadership Summit voting will commence.** Each member in good standing of UNA-USA shall have access to the nomination forms of each candidate from its region. The National Council Regional Representatives shall be selected by a simple majority vote of UNA members, including National members without Chapter affiliation, from their regions. No two members shall be elected from the same Chapter. The candidates with the most votes in their respective region will serve on the National Council, subject to meeting the requirements, as stated in Section 2 of this document, and limit of no more than one National Council member per Chapter. Voting shall take place over two weeks and will conclude at least one month prior to the UNA-USA Annual Meeting. If the general vote ends in a tie for the final seat, there will be a run-off between the candidates who tied.

National Council members shall be elected to serve for a two- year term and shall be eligible for re-election for two additional two- year terms.

#### **Section 14: National Council Executive Committee**

**The National Council Executive Committee shall consist of the Chair, Vice Chair, and Secretary.** The National Council Nominating Committee shall select a slate of officers from among the National Council members following the National Council elections. This slate, along with each candidate's nomination forms will be presented to each member of the National Council who is present at the UNA-USA Leadership Summit, and selected by a simple majority of those National Council members.

The UNA Chair shall be elected for two years and shall be eligible for re-election for one additional two-year term. Beyond such term, the Chair may serve an additional two years as an ex-officio member of the National Council if approved by a simple majority vote of the National Council. The Chair shall preside at all meetings of the National Council, be an ex-officio member of all committees, and shall have such usual powers of supervision and management accorded to a chair. The Chair shall also provide regular reports to the national office and National Council. The Vice Chair shall serve as Chair when necessary and be eligible for two two-year terms.

The Secretary shall keep minutes of all meetings of the National Council and may be asked to take notes of national UNA Leadership conference calls. The Secretary shall be eligible for two two-year terms.

#### **Section 15. Coordinating Committee**

The Executive Committee may appoint a Coordinating Committee that consists of the Executive

Committee plus committee chairs to meet by conference call as needed.

#### **Section 16: Standing and Ad Hoc National Council Committees**

Standing committees are the Executive Committee (officers of the National Council), the Nominating Committee, and the Advocacy Committee. The National Council may appoint such other committees and task forces as it deems appropriate to function between the meetings. The UNA National Council Chair, in consultation with the Executive Committee and the Executive Director appoints committee members based on National Council members' preferences, and the Chair appoints committee chairs. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum, 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. All committees are to report periodically to the National Council and Executive Director and only take such actions as are specifically designated in the Standard Operating Procedures or in the resolution chartering the committee. Unless otherwise specified in these Standard Operating Procedures, members of a committee shall serve through the next election cycle of the National Council of UNA-USA or until their successors are appointed. Committee chairs must be National Council members, but members of the committees and task forces can be appointed from the UNA membership.

#### **Section 17: Voting on National Council Policies and Procedures.**

Voting on proposed changes to policies and procedures is sometimes required. If this is the case, National Council members shall be notified in writing or by electronic message at least 30 days prior to the meeting in which amendments will be considered. Guests and attendees of a meeting of the National Council who are not National Council members cannot vote on the business of the National Council.

Voting by the National Council on policies and procedures may be conducted between meetings. Votes may be taken by electronic means. A record of each vote must be kept by the National Office. The UNA-USA Chair will notify the National Council of the decision once all votes have been submitted and tallied.

#### **Section 18: Robert's Rules of Order**

To the extent not in conflict with these Standard Operating Procedures, Robert's Rules of Order Newly Revised shall govern the National Council in all cases where they are applicable.

#### **Section 19: Parliamentarian**

The Chair may appoint a parliamentarian who must be a UNA member but need not be a National Council member.

#### **Section 20: Amendments**

Any proposed amendments and changes to membership policies and procedures or Standard Operating Procedures must be submitted to the National Council 30 days prior to one of the two meetings of the

National Council. Amendments to these Standard Operating Procedures may be made by a two-thirds majority vote of the National Council.

The full UNA membership will be alerted to any changes of these Standard Operating Procedures within 30 days of the implementation/introduction of the change.

**Section 21: National Office Authority**

These Standard Operating Procedures and any amendments thereto shall require the prior concurrence of the UNA-USA office. These Standard Operating Procedures shall be subject to the governing documents of UNA-USA and, to the extent they conflict, the governing documents of UNA-USA shall be controlling. The National Council acknowledges that management of UNA-USA is vested in BWF and only BWF or any agents of UNA-USA authorized by BWF shall have the authority to bind or act on behalf of UNA-USA.

**Standard Operating Procedures adopted June 12, 2011**

**Revision Dates: June 2, 2013; June 8, 2014; June 12, 2016; February 24, 2018; June 6, 2018**

**With the adoption of this document all prior Standing Operating Procedures are repealed and replaced. Effective Date: June 9, 2018.**