

United Nations Association of the National Capital Area

By-laws (Last amended June 2020)

Note: These are the changes circulated and approved by the UNA-NCA Board of Directors at its meeting in April 2020. New language is underlined. Removed language is marked by “[]”

Article I: Name and Affiliation

1. The name of this organization shall be The United Nations Association of the United States of America, Inc., National Capital Area Chapter (Hereinafter “Chapter” or “UNA-NCA”).
2. This Chapter is affiliated with the United Nations Association of the United States of America, Inc. (“UNA-USA”), and is subject to the terms of the Affiliation Agreement between ~~the Chapter~~UNA-NCA and UNA-USA.

Article II: Purpose and Function

Since World War II, through champions like Eleanor Roosevelt, Elliot Richardson, and Cyrus Vance, UNA-USA and its chapters have built American support for the United Nations. In 1999, funded with Ted Turner’s historic \$1 billion gift, the United Nations Foundation, Inc. (“UNF”) and Better World Fund (“BWF”), its sister organization, began a world-class communication, education and advocacy movement focused on supporting the United Nations and its causes. Following the footsteps of the original United Nations Association, UNF and BWF, the mission of UNA-USA, a program of the United Nations Foundation, 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. 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. Through its chapters and programs, UNA-USA educates the American public about the invaluable work of the United Nations, raises funds and carries out local activities related to the United Nations, and recruits, engages, and retains members around the country.

The UNA-NCA Chapter has been organized to further the above purpose and function in the National Capital Area.

1. -The vision and mission of the National Capital Area Chapter shall be as follows:

A. The Vision

As stewards of our local community, our nation, and our interconnected world, we need to think globally and act locally:

- A *public* fully aware of the benefits of global cooperation through the United Nations in partnership with civil society and the private sector,
- *Tomorrow’s* leaders well-prepared to work through the United Nations for a better world, and

- *Opinion-makers and policy-makers* fully informed and committed to US leadership to improve the effectiveness of the United Nations.

B. The Mission

Serving the District of Columbia, Maryland, and Northern Virginia, the mission of the United Nations Association of the National Capital Area is to:

- Increase public understanding and support of the United Nations
- Encourage constructive US leadership in strengthening the United Nations, and
- Prepare present and future leaders to work for a better world, both globally and locally.

2. Public policy positions issued in the name of UNA-NCA must be approved by the Board or Executive Committee and must not be inconsistent with public positions taken by UNA-USA.

Article III: Membership and Institutional Sponsorship

Membership is available to any United States resident. The term “Membership” refers to those individuals who are dues paying members of UNA-USA and non-dues paying members who are 25 years of age or younger. UNA-USA shall assign each new member of UNA-USA to ~~the chapter~~UNA-NCA that operates nearest to the address provided by such member, unless such member requests to join a chapter in another location or elects not to join any chapter. 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. UNA-NCA must maintain a minimum of 25 members in good standing (not including student members), and shall consistently work to increase its membership base. All leadership positions described in this document shall require membership in UNA.

Institutional Sponsorship

The goal of UNA-NCA’s Institutional Sponsorship program is to bring together organizations in support of the mission of the United Nations and of UNA-NCA, and to provide educational, outreach and networking opportunities through the many UNA-NCA programs. The Executive Committee is authorized to approve sponsorship levels and their corresponding benefits. Organizations become and remain Institutional Sponsors of UNA-NCA by annually paying or contributing in kind according to the levels determined by the Executive Committee.

Article IV: Board of Directors

1. The general supervision of the affairs of ~~the Chapter~~UNA-NCA is vested in a Board of Directors of no less than 20 and no more than 40 members, which shall consist of the following:

- All officers of ~~the Chapter~~UNA-NCA, as described in Article V, Section 1,
- At least one full-time student attending a college or university in the national capital area,
- The Chair of Young Professionals,
- All past Presidents prior to this 2020 revision, PresidentChairs of the Boards of UNA-NCA, who shall automatically become life members of the Board of Directors,
- Committee Chairs and Committee Vice Chairs who are members of [[elected to]] the Board, and

f. The Chair of the Advisory Council

- gf. At large members of the Board.

2. Terms in Office

Members of the Board shall be elected for terms of three years. ~~They~~ may be re-elected for one additional consecutive three~~–~~year term. Any Board member who serves two full consecutive three-year terms shall be ineligible for reelection as an at-large member until a year has elapsed after expiration of the second three-year term unless that Board member is a member of the Executive Committee of the Organization. Any Board member who has served two consecutive three-year terms may be reelected to fill a position as an officer of the Organization. ~~Student~~ members shall be elected for a term of one year. The AC Chair will be elected for a two-year term renewable for another two-year term.

~~Absence~~ of a Board member from two consecutive regularly scheduled Board meetings within a Board year (beginning each year with the annual meeting) without a valid reason may be deemed a resignation, at the discretion of the Executive Committee.

3. The Board of Directors, is authorized to appoint and dismiss ~~thean Executive Director~~President, approve interim appointments, approve the budget and conduct annual performance reviews of the ~~Executive Director~~President.

4. Board members are expected to participate in defining strategic directions for UNA-NCA, to fulfill financial and managerial oversight responsibilities, to volunteer time to UNA-NCA Committees, to recruit members, to help to identify new funding sources, and to assist in fundraising. In addition, Board members are expected to make annual gifts of at least \$500 that represent significant and meaningful commitment, with full appreciation for the person's financial ability and other obligations. Lack of such contributions to the work and financing of UNA-NCA may be determined by the ~~President~~Chair of the Board, in agreement with the Executive Committee to constitute a resignation. This is reflected in the Board agreement which is signed annually by members.

5. The Board and individual Board members represent the membership of the organization and are directly accountable to said membership. The Board also has a fiduciary duty to those who provide funds to the organization and to its staff for the sound managerial oversight of the organization.

6. Board members shall receive no remuneration for acting as such and no Board member shall directly or indirectly receive any profit from his or her position. Board members may receive reasonable reimbursement for expenses incurred by them in the normal course of their duties but are encouraged to treat these expenditures as contributions-in-kind.

7. Where a Board member, either on his or her behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter, or otherwise has a conflict of interest, as a Board member, he/she:

- a) Shall disclose his/her interest fully at a meeting of the Executive Committee or Board;
- b) Shall disclose his/her interest and the general nature thereof prior to any consideration of the matter by the Executive Committee or Board;
- c) Shall not take part in the discussion of or vote on any question in respect of the matter; and,
- d) Shall not in any way, whether before, during, or after the meeting, influence the decision on any such question.

The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Board member, be deemed to be also the pecuniary interest of the Board member. Every declaration of interest and the general nature thereof shall be recorded in the minutes of the meeting.

8. The ~~[[Vice President~~Chair of the Board and~~]]~~ Secretary ~~[[of the organization]]~~ shall ensure that the attendance of Board members at meetings of the Board is monitored and that regular reports are submitted to the ~~President~~Chair of the Board and Executive Committee regarding attendance. The ~~President~~Chair of the Board or designee shall consult with those Board members who are not meeting the attendance requirements. (See Article IV, Section 2, above).

9. See Article V, Section 6 for rules about removal of Board Members from office.

Article V: Officers, Executive Committee, and ~~Executive Director~~President

Officers and Executive Committee

1. The Officers of ~~the Chapter~~UNA-NCA shall be a ~~President~~Chair of the Board, ~~the [[a]]~~a Chair of the Advisory Council (who shall serve on the Board), ~~Board Vice President~~Chairs [[of the Board]]s, of which there shall be a minimum of two, a Treasurer, and a Secretary. They are all elected by the membership. At any election, a ~~President~~Chair of the Board-elect may be elected who will be expected to prepare for and succeed to the ~~office of Chair of the Board when that position~~Presidency when the Presidency becomes open. The ~~President~~Chair of the Board, with approval of the Board, may create additional ~~Board Vice President~~Chairs [[of the Board]]s.

- a. The Chair of the Board performs the following duties:
 - i. Presides at meetings of the Board, chapter and Executive Committee, sets priorities and creates agendas.
 - ii. Partners with the President to help ensure the Board's directives, policies, and resolutions are carried out.
 - iii. Facilitates the work of UNA-NCA.
 - iv. In consultation with the President appoints all Chapter Committee chairs with the consent and approval of the officers;
 - v. Enforces Chapter guidelines; and ensures that all books and records are properly kept and that all meetings are appropriately called.
 - vi. Delegates authority, develops new leadership, and represents UNA-NCA in the community at large
 - vii. In consultation with the President appoints the Chairs of all Committees to serve for two years or less. Such Committee Chairs may be reappointed for an unlimited number of successive terms. The Chair of the Board may appoint additional members to serve on Committees or may delegate such appointment to the Chairs.
 - viii. In consultation with the Executive Committee, directs the work of the President and of all Committees in accordance with these Bylaws and any directions provided by the Board of Directors.
 - xi. Works with the President to cultivate and solicit major foundation grants and individual gifts.
- b. The ~~secretary~~Secretary serves all notices required by the handbook. He/she records accurate minutes of all meetings of ~~the Chapter~~UNA-NCA, which should include election results and assignments to specific duties; works with the ~~president~~Chair of the Board, the President and the staff to prepare UNA-NCA's annual report; and performs all the customary duties of a secretary.
- c. The ~~T~~reasurer is responsible for maintaining all financial records for ~~the Chapter~~UNA-NCA, including providing oversight for all banking, events, and fundraising activities. The ~~treasurer~~Treasurer must ensure financial compliance with all applicable laws and provide information to the ~~president~~Chair of the Board and the UNA-USA national office membership

team on all financial matters of ~~the Chapter~~UNA-NCA. He/she works with the ~~president~~Chair of the Board and the President to prepare the financial section of ~~the Chapter~~UNA-NCA's annual report. During Chapter ~~board~~Board meetings, the ~~treasurer~~Treasurer should report actual financials versus the budget and ensure that all ~~board~~Board members understand the report. The ~~treasurer~~Treasurer should keep regular contact with the national office to ensure compliance with internal and Federal compliance standards. It is the ~~T~~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~~UNA-NCA's 501 (c)(3) status and/or, as appropriate, ~~its~~and its registration as a charitable organization for fundraising purposes.

~~2.~~ 2. Officers shall hold office for two years and may serve no more than two consecutive terms in the same office. The ~~Board~~Board ~~President~~Chair-elect shall succeed to the office of the Chair of the Board Presidency when for any reason ~~that the~~ office of the President becomes open.

3. In addition to the above, the duties of the officers shall be those customarily associated with their titles in the conventional non-governmental organization. Officers shall be expected to make substantial contributions to the work and leadership of UNA-NCA, in their area(s) of responsibility, through active collaborative participation in the UNA-NCA leadership, and in representing UNA-NCA to others. Officers shall also consult from time to time with the ~~President~~Chair of the Board and ~~Executive Director~~President on the execution of their roles and responsibilities.

4. The ~~Board~~Board ~~President~~Chair and ~~Board~~ ~~President~~Chair-elect, if any, Chair of the Advisory Council, Treasurer, Secretary, and ~~Vice~~Chairs ~~[[Vice Presidents]]~~ of ~~[[for]]~~for Standing Committees ~~Presidents~~, and no more than two additional members of the Board appointed by the ~~President~~Chair of the Board and approved by the Board shall constitute the Executive Committee of UNA-NCA, which may conduct the affairs of ~~the Chapter~~UNA-NCA and may act for the Board on matters that cannot reasonably wait for the next Board meeting.

5. If, because of absence, illness or other cause, the ~~President~~Chair of the Board determines that he or she is temporarily unable to serve, the ~~Board~~Board ~~President~~Chair-elect shall serve in his or her stead or, if there is no ~~Board~~Board ~~President~~Chair-elect available or able to assume such duties, the Executive Committee shall appoint temporarily on an acting basis one of the Officers of the Boards to do so. (See also Article X, Section 2.)

6.
Removal from Office:

Voluntary: An Officer or Board member may resign at any time by delivering a signed written notice to the Chair of the Board, President or Secretary and such resignation shall be effective upon delivery unless the notice specifies a later effective date. ~~[[announce his or her resignation at any Board of Directors' Meeting or in writing to the Board. The resignation becomes effective after the following Board of Directors Meeting or at a later date indicated by the person resigning.]]~~

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.

Committee members may ~~[[can]]~~ be removed from service on a committee or committees by the Chair of the Board in consultation with the President and Committee Chair ~~[[with the Committee Chair's consent]]~~ and Committee Chairs other than Chairs of Standing Committees may be removed from those positions ~~[[service]]~~ by the Chair of the Board after consultation with the President.

President

~~6. The President shall serve as Chair of the Board and of the Executive Committee.~~

~~7. The President shall appoint the chairs of all Committees to serve for two years or less. Such Committee chairs may be reappointed for an unlimited number of successive terms. The President may appoint additional members to serve on Committees or may delegate such appointment to the chairs.~~

~~8. In consultation with the Executive Committee, the President shall be responsible for directing the work of the Executive Director and of all Committees in accordance with these Bylaws and any directions provided by the Board of Directors.~~

~~9. The President shall represent the Chapter on the Council of Chapters and Regions of the United Nations Association of the USA (UNA-USA) and shall be the first delegate and head the delegation to the national convention of the Association. The delegation shall consist of the first delegate and an additional number of delegates determined according to the bylaws of UNA-USA and appointed by the Board or, to the extent that the Board does not make such appointments, appointed by the President.~~

Executive DirectorPresident

~~7.10.~~ Under the general supervision and guidance of the President~~Chair of the Board~~ and the Executive Committee, the Executive Director~~President~~ is the Chief Executive Officer and is responsible for the day-to-day management of the organization, recruitment, hiring, development and supervision of staff, facilitating coordination of the activities of the Committees, and other duties as assigned. The President is responsible for the following:

- Ensuring the organization's activities are compliant and in furtherance of its mission

- Leading, managing, and developing the organization's employees, volunteers, and organizational culture

- Developing, implementing, monitoring, and assessing the organization's programs

- Developing, implementing, monitoring, and assessing sound and compliant financial management practices (including budgeting)

- Developing, implementing, monitoring, and assessing sound and compliant fundraising practices

- Developing, informing, and supporting the Board and the Board Committees to carry out their governance functions

- Partnering with the Chair of the Board to help ensure the Board's directives, policies, and resolutions are carried out
 - Working with the development staff and Chair of the Board in cultivating and soliciting major foundation grants and individual gifts
 - Developing and maintaining beneficial relationships with donors, funders, supporters, collaborators, allies, vendors, and other stakeholders
 - Ensuring effective external communications about the organization and its mission, priorities, importance, programs, and activities
 - Championing the organization and advocating its mission to internal and external stakeholders
 - Keeping informed and the organization's leadership informed of significant developments and changes in the internal and external environment
 - Leading the organization's planning processes
 - Ensuring legal compliance (including all required filings) and sound risk management practices
 - Represents UNA-NCA on the National Council of the United Nations Association of the USA (UNA-USA) and shall be the first delegate and head the delegation to the national convention of the Association. The delegation shall consist of the first delegate and an additional number of delegates determined according to the bylaws of UNA-USA and appointed by the Board or, to the extent that the Board does not make such appointments, appointed by the Chair of the Board.
-
- Serves as a representative to the UNA-USA Council of Chapters and Regions (CCR), and is strongly encouraged to attend all meetings of the CCR.

8.214. The ~~Executive Director~~President shall, ex officio, be entitled to attend all meetings of the Board and its Executive Committee.

93. The President shall present the report covering the activities of UNA-NCA in the previous year at UNA-NCA's annual meeting;

~~10.12.~~ 10.12.—Members of the Executive Committee are expected to assist the ~~Executive Director~~President in overseeing the work of other staff, in their areas of responsibility.

115. The Annual Report is required to be submitted to UNA-USA by March 1 of each year.

Article VI: Committees

1. Committees may be established by the Board, Executive Committee or the ~~President~~Chair of the Board at any time. Standing Committees are expected to include Finance and Investment, Resource Development, Membership, Communications, Programs, Advocacy and Governance.

2. Committees are accountable to the Board and PresidentChair of the Board for their performance. The PresidentChair of the Board in consultation with the Executive Committee and Governance Committee shall review the leadership and work of all Committees. The Cocommittees shall report on progress of their work to the Executive Committee and Board on at least a quarterly basis. It is preferred that Committee Chairs are selected from the Board, but serving on a Committee does not automatically imply membership on the Board.

2.3. Further description of Committee organization and functions may be found in the Manual for Volunteers as it may be revised from time to time.

Article VII: Advisory Council

The PresidentChair of the Board, in consultation with a Committee made up of the Chair of the Advisory Council, the past Chairs of the UNA-NCA (including those formerly called "Presidents") , and the President, the Executive Committee, is authorized to appoint an Advisory Council consisting of persons whose experience and advice will assist UNA-NCA. Members of the Council may be invited to attend meetings of the Board and participate in its affairs, but shall not have a vote.

Article VIII: Young Professionals

UNA-NCA has established Young Professionals in recognition of the importance of young professionals to the future of the United Nations and of UNA-NCA. YP shall adopt guidelines for its activities in consultation with the UNA-NCA Executive Committee and is represented on the Board of Directors and Executive Committee.

Article IX: Governance Committee

1. Election of the Board of Directors shall be held annually.

2.2. The PresidentChair of the Board in consultation with the Governance Committee Chair shall appoint annually a four person Governance Committee from among members of UNA- NCA. The Committee shall be responsible for proposing to the membership candidates for election to Board and Officer positions, and for overseeing the governance of UNA-NCA throughout the year.

—

—

3.3. ~~The~~ The Chair of the Committee and one member shall be a members of the Board of Directors and at least two members of said Committee shall not be members of the Board. Committee members shall continue in office until their successors are appointed. The Executive DirectorPresident shall, ex officio, be a non-voting member of the Committee.

4. The Governance Committee shall appoint a Human Resources Task Force responsible for the annual review of the President's performance, compensation and benefits, as well as the compensation and benefits of UNA-NCA's employees. The Task Force, in performing its duties, shall consult with the Finance Committee.

Article X: Nominating Committee

~~4.1.~~ It shall be the duty of the Governance Committee in consultation with the Chair of the Board, to establish a Nominating to nominate candidates Committee for vacant offices of ~~the Chapter~~UNA-NCA and to explain fully to potential candidates their duties and responsibilities, including showing the Board Agreement Form.

~~5.2.~~ No later than March 15 of each year, the Nominating Committee shall give proper notice to, and provide an opportunity for, each member who has been in good standing for the preceding year to submit the name of any member in good standing for nomination for any office or for membership on the Board of Directors. All persons so suggested shall receive ~~the~~ consideration by the Nominating Committee~~Governance Committee~~.

~~6.3.~~ Voting shall be by secret ballot, and each member in good standing shall be entitled to cast one vote. Ballots shall be sent at least fourteen (14) days prior to the Annual Membership Meeting herein provided for, and shall include space for write-in votes. The polls shall be closed at the time specified by the PresidentChair of the Board on the ballot or accompanying instructions. Ballots received after such time shall not be counted. The Board of Directors may determine an electronic voting procedure that would reduce the number of paper ballots.

~~7.4.~~ The candidates receiving a plurality of votes shall be declared elected. The Chair of the ~~Governance~~Nominating Committee will present election results at the Annual Meeting. The terms of persons so elected shall commence at the close of the Annual Meeting or at such later time as the Board may designate.

Article XI: Vacancies

1. In the event of the inability of the PresidentChair of the Board to finish his or her term, as determined by the Executive Committee, the PresidentChair of the Board-elect shall assume the duties of the PresidentChair of the Board for the remainder of the PresidentChair of the Board's term. In the event there is no PresidentChair of the Board-elect or he or she is unable or unwilling to serve, the Executive Committee shall confer and designate one of the Board Vice PresidentChairs ~~[[of the Board]]s~~ to assume the duties of the PresidentChair of the Board until the next election.

2. In the event or the inability of any other officer or elected member of the Board of Directors to serve, as the result of resignation, removal, death or disability, as determined by the Board of Directors or the Executive Committee, the PresidentChair of the Board in consultation with the President and ~~[[with the approval of]]~~ the Executive Committee may appoint another member to serve for the remainder of the unexpired term. Such appointees may then be eligible for election in the next term.

Article XII: Annual Membership Meeting

1. The PresidentChair of the Board shall designate some appropriate day in April, May or June of each year for the holding of an Annual Membership Meeting, reasonable notice of which, consistent with D.C. Law, of which shall be given to members.

2. Such meeting shall consider the Annual Report of ~~the Chapter~~UNA-NCA, including a report of the Treasurer, and may, upon proper motion, consider any question affecting ~~the Chapter~~UNA-NCA.

3. The PresidentChair of the Board may call special membership meetings provided proper notice thereof is given.

Article XIII: Other Meetings

1. The Executive Committee shall meet no less than five (5) times annually and shall have full authority to act on behalf of the Board of Directors. The Executive Committee may use electronic means as an alternative to meetings in person. The ~~President~~Chair of the Board ~~shall~~may call for additional meetings if needed.
2. The Board of Directors shall meet not less than three (3) times annually, and due notice thereof shall be given. The ~~President~~Chair of the Board shall call a meeting of the Board upon the written request of one-third (1/3) of the members of the Board within a reasonable time after the receipt of such request. The Board may use electronic means as an alternative to meetings in person.

Article XIV: ~~[[XIII]]~~ Finances and Fiscal Administration

1. The financial affairs of ~~the Chapter~~UNA-NCA shall be conducted on a calendar year basis.
2. It shall be the duty of the Finance Committee to:
 - a. Prepare a preliminary budget and present it to the Board of Directors at the last Board meeting of the calendar year, and the final budget to be approved at the first Board meeting of the new calendar year.
 - b. Arrange for an audit of the financial affairs of ~~the Chapter~~UNA-NCA, and submit an audit report to the Board for acceptance,
 - c. Assure all other legal filings such as the federal 990 and state charitable solicitations forms are filed appropriately, and
 - d. Establish appropriate insurance for the organization and its Board of Directors.
3. Annual membership dues and the allocation of such dues between the National Capital Area Chapter and the United Nations Association of the USA shall be as determined by the National Convention of the United Nations Association and approved by the National Board of Directors.
4. The Treasurer or designee shall place all funds of ~~the Chapter~~UNA-NCA in a banking institution, mutual fund, or brokerage firm regulated by the Securities and Exchange Commission. The account shall be in the name of ~~the Chapter~~UNA-NCA. Withdrawal of such funds shall be made only by check. Except as provided below, checks shall be signed by two of the following: ~~President~~Chair of the Board, Treasurer, Chair of the Finance Committee, and the ~~Executive Director~~President of ~~the Chapter~~UNA-NCA, all of whom shall be bonded. In addition, any other person with responsibility for the financial affairs of ~~the Chapter~~UNA-NCA shall be bonded. The ~~Executive Director~~President may issue the following without obtaining an additional signature: checks for rent and other operational expenses consistent with the amount in the budget authorized by the Board, and other checks for programs and projects authorized by the Board up to \$1,500. The ~~Executive Director~~President may also, by himself or herself, transfer funds between UNA-NCA accounts, duly established by any two of the qualified individuals noted above.
5. A financial report shall be made at a meeting of the ~~Board~~Board with no less frequency than within 120 days after the end of each quarter.
6. ~~[[7.]]~~6. The ~~President~~Chair of the Board, Executive Committee and Board are authorized to make special appeals for funds and contributions to carry on the work of ~~the Chapter~~UNA-NCA.

7. ~~[[87.]]~~ In the event of the dissolution of the United Nations Association, National Capital Area, pursuant to law, its remaining assets, if any, shall be distributed only to such organizations as have at the time qualified for and been granted an exemption from Federal income taxation under the terms of section 501 (c) (3) of the Internal Revenue Code of 1986, as amended. These organizations generally shall have the purpose of advancing the objectives of the United Nations. Furthermore, upon dissolution, no portion of the assets shall be distributed to any member so as to accrue to personal benefit.

Article ~~XIV~~: ~~[[XIV]]~~ Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern ~~the Chapter~~UNA-NCA in all cases to which they are applicable, and in which they are not inconsistent with the bylaws of ~~the Chapter~~UNA-NCA.

Article ~~XVI~~: ~~[[XV:]]~~ Adoption and Amendment of By-laws

1. Bylaws shall become effective upon their approval at any Annual or Special Membership Meeting by two-thirds (2/3) vote of those members in good standing voting at any such meeting, provided that not less than ten (10) days prior to such meeting written notice shall have been given to the membership and that copies of these bylaws be made available to any member requesting them.
2. These bylaws may be amended at any Annual or Special Membership meeting upon the same conditions (by two-thirds majority vote) all other conditions having been met.
3. From time to time the ~~President~~Chair of the Board shall appoint a Bylaws Committee to review the bylaws and make appropriate recommendations to the ~~President~~Chair of the Board or the ~~Board~~Board of Directors concerning any appropriate changes.

Article XVII: [[XVII]] Chapter Dissolution

~~Section 1.~~—Voluntary Closure: This 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. It 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 UNA-NCA's members if less than 100 members; ten percent more than 100 members). If requested, UNA's National Office will assist UNA-NCA by providing a proxy-voting system in order to ensure that this chapter'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: UNA-NCA ~~[[Existing Chapters that]]~~ recognizes that if it fails to meet the basic requirements to maintain Chapter status it will be given a one-year period to ~~[[steer their Chapter into]]~~ come into compliance. During this time UNA-NCA ~~[[in question]]~~ will operate under a provisional status, wherein a member of the National Office will supervise UNA-NCA. If UNA-NCA ~~[[a Chapter]]~~ fails to meet these requirements after a one-year period, UNA-NCA will be suspended and its charter ~~status~~ will be revoked.”

Section 3 -

The organization establishes and maintains three kinds of Committees:

- i. Standing Committees of the Board each of which is chaired by ~~the~~ person elected by the members ~~in good standing~~ in the annual election for a term of two years, renewable for an additional term. See Article VI, Section 1. ~~[[These Committees include: (name the Committees).]]~~ The Committee members may include both Board members and other people from the organization's general membership selected by the Chair of the Committee ~~[[in consultation with the Board Chair and the President]].~~ The Chair of the Advisory Council shall also be elected by the membership for up to two ~~terms of two years each~~~~three-year terms~~.
- ii. Regular Program Committees ~~which~~ reflect the priority issues and areas chosen by Board of Directors. The number of such Program Committees can vary and are not expected to exceed six Program Committees at one time.
- iii. The Board will review the mission or Charter of each regular Program Committee every four years to decide on changes, continuation, or to end a Committee.
- iv. Regular Program Committee Chairs are normally appointed by the Chair of the Board in consultation with the President and the Executive Committee. ~~[[elected by the members]]~~ to serve for one or two terms of three years each as determined by the Chair of the Board. ~~[[The Elected~~ Committee Chair is normally expected to have a Co-Chair or Vice Chair who is appointed by the Board Chair ~~upon~~ the recommendation of the Committee Chair in ~~c~~Consultation with the President and the Board Chair. The appointment of a non-elected Co-Chair or Vice Chair may be terminated by the Board Chair after consultation with the ~~P~~resident and Regular Commi~~t~~tee Chair.
- v. The termination of an ~~[[elected]]~~ Vice Chair of a Standing Committee or ~~a~~ Regular Program Committee ~~Chair~~ can be made by the Board Chair after consultation with the members of the Executive Committee of the Board, and with a majority of their votes in an established meeting. Vacancies of ~~the~~ Chair positions can be filled for the completion of a term by the Chair of the Board in consultation with the President and members of the Executive Committee.
- vi. Subcommittees, special committees or task forces for particular needs can be establish by the Board Chair in consultation with the President and with advice or recommendation of other Board meetings as may be warranted from time to time.
- vii. The Operations of these Standing and Regular Program Committees will be guided by the organization's Manual for Committee operations kept up to date by the President ~~and Governance Committee~~.

1. This 2020 revision of the By-laws of the UNA-/NCA incorporates all previous revisions ~~duly~~ adopted by the membership.