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UNITED NATION WOMEN'S GUILD

CONSTITUTION AND BY-LAWS

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CONSTITUTION

ARTICLE I. NAME

The name of the organization shall be the **United Nations Women's Guild**, hereinafter referred to as the **Guild**.

ARTICLE II. PURPOSES

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

ARTICLE III. STRUCTURE

1. The organizational unit by which the members carry out the purposes of the Guild shall be called the Group. New Groups may be added as approved by the Co-ordination Board (see Appendix for Groups in other countries).

2. It shall be the duty of each Group to hold two meetings a month, to carry out the purposes of the Guild, the dates of those meetings to be determined by the General Committee of the Group who may postpone or cancel the meeting as circumstances dictate.

3. The committee of Group representatives, which shall coordinate the work and policy of the Guild, shall be the Co-ordination Board, hereinafter referred to as the Board. The President of the Guild shall preside.

ARTICLE IV. MEMBERSHIP

1. 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 also shall be open to a current woman staff member or wife of a staff member of a Permanent Mission to the United Nations.¹

2. 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 or as Director or Assistant Director of a Group, and to serve on the Co-ordination Board.²

3. 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 contribution would be considered valuable to the Group may be invited annually by a Group to

¹ Amended on 3 March 1988, at the Annual General Meeting and on 3 of March 1996, at the Annual General Meeting

² Amended on 21 February 1986, at the Annual General Meeting

become Special Members, but shall not be eligible to hold any office or have the right to vote. The number of Special Members should not exceed 10 per cent of the membership of any Group.³

4. All exceptional cases involving membership, special membership and eligibility for holding office shall be submitted to the Co-ordination Board.⁴

5. Members shall enjoy membership privileges in the Guild in any Group or Groups they may visit, but may only have voting privileges in the Group in which they have paid membership dues.

ARTICLE V. CO-ORDINATION BOARD

1. *Composition.* The voting membership of the Board shall consist of:

(a) The elected officers, namely: The President of the Guild; the Vice-President of the Guild; the Secretary; and the Treasurer; and

(b) Two representatives from each Group, appointed by the members of that Group, or in their absence, two substitutes. One of those representatives shall be the Director.

³ Amended on 3 March 1988, at the Annual General Meeting

⁴ Amended on 3 March 1988, at the Annual General Meeting

2. *Allocation of duties.* The Board, as constituted under section 1, shall allocate duties to its members as follows: a Publicity Co-ordinator; and a Liaison Officer with overseas Groups, etc., with the exception of the President, the Vice-President, the Secretary and the Treasurer, who shall be elected at the Annual General Meeting. If necessary, the Board may appoint Committee Chairmen or functionaries outside the Board who may attend Board meetings without the right to vote.

3. *Meetings.* 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 Groups must be represented at the Co-ordination 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.

4. *Voting.* Each member of the Board shall have one vote.

ARTICLE VI. ANNUAL AND OTHER GENERAL MEETINGS

1. *General meetings*

(a) An Annual General Meeting of the whole Guild shall be held in February or early March with the President or the Vice-President of the Guild in the chair. At this meeting, the directors shall report on their Group's activities and shall submit membership and committee lists. The Treasurer of the Board shall submit a financial report,

and the election of officers shall take place;

(b) An Extraordinary General Meeting can be called at any time by the Co-ordination Board;

(c) Action at the General Meetings may be taken by an absolute majority vote of those present provided that there shall be present a quorum of not less than one-fifth of the members in good standing, except as provided under Article IX, Amendments.

2. *Group meetings.* Annual Group meetings, when Group elections take place, shall be held in January, preceding the Annual General Meeting; the newly elected officers take office at the end of the Annual General Meeting.⁵

ARTICLE VII. FINANCE

1. *Dues.*

(a) Membership dues shall be paid annually by new and renewing members. The amount of the subscription shall be determined at the Annual General Meeting of the Guild. The dues required of a member joining after July 1 shall be half the regular subscription.

(b) Each Group shall pay an annual fee to the Co-ordination Board as specified by the Board.

⁵ Amended on 7 March 1995, at the Annual General Meeting

2. Fund-raising. All monies received from any fund-raising project of the Guild, or of any Group thereof, shall be used solely to assist children in need throughout the world.

3. Administration and funds. All monies raised by the Guild as a whole shall benefit the purposes of the Guild, shall be administered by the Board and shall be apportioned among the Groups at regular intervals. Any of the following officers is empowered to sign cheques: The President; the Vice-President; or the Treasurer of the Board. All monies raised by an individual Group shall benefit the purposes of the Guild and shall be administered by the Group, any of the following officers being empowered to sign cheques: The Director; the Assistant Director; or the Treasurer of the Group.

4. Fiscal year. The fiscal year of the Guild shall end on 15 January. The fiscal year of the Group shall end on 31 December.

5. Notwithstanding any other provision of these articles, the association is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary or educational purposes, or to foster national or international amateur sports competition (but only if no part of the activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the Internal Revenue Code 1954, and shall not carry on any activities not permitted to be carried on by an association exempt from

Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954.⁶

6. In the event of dissolution, all of the remaining assets and property of the association shall after necessary expenses thereof be distributed to another organization exempt under section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose.⁶

ARTICLE VIII. VOTING

Every member in good standing shall be qualified to vote at all meetings. There shall be no voting by proxy.

ARTICLE IX. AMENDMENTS

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

⁶ Amended on 27 March 1979, at a Special General Meeting at the Church Centre, United Nations Plaza, New York

BY-LAWS

ARTICLE I. OFFICERS

1. *Honorary President.* There may be an honorary President of the Guild appointed by the Board for a period of two years with eligibility for re-appointment.

2. *President.* The President of the Guild shall be elected by secret ballot at the Annual General Meeting. A list of candidates for the office shall be prepared by the Board from nominations taken at the Annual General Meeting. It is desirable that the President and the Vice-President of the Guild be not from the same Group. Nominations may also be made from the floor. Unless an absolute majority of votes cast is reached on the first ballot, a second ballot shall be taken on the three candidates who received the greatest number of votes in the first ballot, and the candidate receiving the greatest number of votes shall be elected. She shall take office at the end of the Annual General Meeting. Her term of office shall be for two years and she shall be eligible for reelection for one term.

3. *Vice-President.* The Vice-President of the Guild shall be elected by the same method and for the same length of time as in section 2, except that this officer shall be elected in years alternate to the year of election of the President.

4. *Secretary.* The Secretary of the Guild shall be elected by the same method and for the same length of time as in section 2, and shall be elected in the same year as the President.

5. *Treasurer.* The Treasurer of the Guild shall be elected by the same method and for the same length of time as in section 2, except that this officer shall be elected in years alternate to the year of election of the President.

6. In the absence of the President, the Vice-President of the Guild shall act on her behalf. Should the President retire for any reason before her term of office expires, the Vice-President will assume the office of President for the balance of the term.

7. *Officers.* In the event that vacancies occur in the office of Vice-President, Secretary and/or Treasurer, the Co-ordination Board may appoint a replacement(s) to complete the term of office.

8. *Standing Committees.* There shall be such Standing Committees as may be deemed necessary by the Guild to be appointed by the Co-ordination Board. The Chairmen of such Committees shall submit reports to the Co-ordination Board as requested by the Board. The Chairmen of those Standing Committees shall be invited to attend meetings of the Board, but may not vote.

ARTICLE II. GROUP ORGANIZATION

1. Each Group shall elect a Committee at its Annual General Meeting to be held in January, to organize and supervise its work and activities. This shall be called the General Committee. Newly elected Group Officers shall take office after the Annual General Meeting of the Guild.

2. **Composition.** Each General Committee shall consist of:

(a) **Officers.** A Group Director; an Assistant Director; a Secretary; an Assistant Secretary; a Treasurer; and a Representative to the Board.

(b) Chairmen of Standing Committees.

3. **Election of officers.** The Officers (nominated from as wide a geographical distribution as possible) shall be elected by secret ballot at the Annual Group Meeting. The name of each elected officer shall be announced before proceeding to the election of the next officer. In order to ensure continuity in office, the Director, the Secretary and the Treasurer shall be elected in alternate years from the Assistant Director, Assistant Secretary and Representative on the Board. Each shall be elected for a term of two years and shall be eligible for re-election for one or more terms.

4. **Duties of officers.**

(a) **Director.** The Director, or in her absence the Assistant Director, shall preside at all meetings, shall chair the General Committee, and be a member *ex-officio* of all the Standing Committees with the right to vote. At the Annual Group Meeting, she shall present a report on the year's activities;

(b) **Secretary.** The Secretary or the Assistant Secretary shall give notice and take the minutes of all meetings, and be responsible for all official correspondence. The Secretary, in coordination with the Group Treasurer, shall

keep a membership roll. This roll of voting members shall be presented to the UNWG Secretary on February 15 and December 31.⁷

(c) **Treasurer.** It shall be the special duty of the Treasurer to collect annual dues, receive all funds paid to the Group and pay out monies as directed by the General Committee. She must account correctly for all receipts and disbursements and must be able to present, on request, an itemized statement. At the end of the Group fiscal year, she shall submit a certified statement to the Annual Group Meeting.

(d) **Representative on the Board.** At the meeting immediately following each Board meeting, the Representative on the Board shall make a report to her Group.

5. **Meetings.** The General Committee shall meet at the call of the Director or, in her absence, the Assistant Director; or at the request of the majority of its members. A majority shall constitute a quorum. The Committee shall hold a minimum of four meetings a year. The Committee shall have the powers to fill a vacancy occurring within its own body, such appointees to serve the unexpired term.

6. **Standing Committees.** There shall be such Standing Committees as may be deemed necessary by the Group. Chairmen of such Committees shall be elected in the same way and at the same time as the Officers of the General Committee. They shall serve for one year and shall be

⁷ Amended on 7 March 1995, at the Annual General Meeting

eligible for re-election. They shall submit a report of their activities to the Director not later than one month before the Annual Group Meeting.

7. *Nominating Committee.* Should a Nominating Committee be deemed necessary by the Group, three members should be elected from the Group as a whole, two months before the Annual Group Meeting. Their duties shall be to collect nominations for offices to be filled and to submit a slate of candidates to the Annual Group Meeting. In the case of an unopposed slate, the Secretary may be asked to cast one ballot.

ARTICLE III. ROBERT'S RULES OF ORDER

ROBERT'S RULES OF ORDER, latest edition, shall govern the proceedings of the Guild, as a complement to the Constitution and By-laws.

ARTICLE IV. AMENDMENTS

These By-laws may be amended by two-thirds majority vote at any General Meeting of the whole 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.

APPENDIX

GROUPS IN OTHER COUNTRIES

ARTICLE I. CONDITIONS OF AFFILIATION

1. Groups in other countries may be affiliated with the United Nations Women's Guild when:

(a) Membership in the Group is open to any women connected by work or relationship with the United Nations and its specialized agencies; and

(b) The aims of the Group are consistent with the purposes of the Guild as described under Article II of the Constitution.

2. Each Group shall be free to determine its own structure and administration.

ARTICLE II. APPLICATION

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

ARTICLE III. ADMISSION

The Overseas Liaison Officer shall prepare the dossier of each application for affiliation, and submit a report to the Board. On recommendation of the Board, each application will be voted on separately at the Annual General Meeting of the Guild.

ARTICLE IV. AFFILIATION PRIVILEGES

1. The members of Groups shall enjoy membership privileges in the Guild in any Group or Groups they may visit but may only have voting privileges in the Group in which they have paid membership dues.

2. An affiliated Group may add to its name words indicating affiliation with the Guild.

3. Each overseas Group will receive in due course the Newsletter and the Minutes of the Annual General Meeting of the Guild.

ARTICLE V. AFFILIATION OBLIGATIONS

1. Through its affiliation with the Guild, each affiliated Group will comply with the conditions established in Article I of its appendix.

2. Each year, the Group will forward to the Guild a copy of its Annual Report, membership and committee lists to reach the Secretary of the Co-ordination Board by 10 January.