

**Bylaws of the
Southern Regional Model United Nations Inc.
Formed under the State of Georgia**

Article I: The Corporation

The Corporation shall be known as the Southern Regional Model United Nations, Inc. and shall be referred to in these Bylaws as “SRMUN” or “the Corporation.”

Article II: Purpose of the Corporation

As set forth in these Bylaws, SRMUN is organized exclusively for charitable and educational purposes for students in colleges and universities with the mission of encouraging greater knowledge and understanding of the United Nations and international relations. This is achieved within a Model United Nations (Model UN) environment, which seeks to promote knowledge about global conflicts and issues, and the development of skills related to debate, leadership, research, teamwork, and writing. The purpose of the Corporation includes:

- a. Hosting annual Model UN conferences at the collegiate level which provide a quality educational experience to participants of all capabilities and experiences;
- b. Conducting year-round evaluations and examinations of the conference structure to ensure the best educational experience for participants, while remaining financially viable both for participating colleges and universities and the SRMUN organization;
- b. Welcoming colleges and universities from across the United States and the world while strengthening ties to colleges and universities in the Southeast to ensure a dynamic and diversified experience available to all participants;
- c. Hiring a volunteer staff and providing training for staff in writing background guides, leading a committee, and other leadership-related professional development; and,
- d. Expanding SRMUN’s efforts to further educational outreach.

Article III: Federal Tax-Exempt Status

The Corporation is organized and operated exclusively for charitable purposes as per Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation and shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article IV: Principal Office

The principal office of the Corporation shall be located within or outside the State of Georgia, as designated in the Articles of Incorporation and at such place as the Board of Directors shall, from time to time, designate. The Corporation may also have other offices within or outside the State of Georgia as the Board of Directors may designate or decide. The Corporation shall continuously maintain within the State of Georgia a registered office at such place as may be designated by the Board of Directors.

Article V: Membership

Membership in this organization shall be open to all who attend a SRMUN Conference, either as a student delegate, head delegate, staff member, Board of Director, or faculty advisor.

53 SRMUN, Inc. reserves the right to remove and/or bar any individual from participating in SRMUN
54 organizational activities, including meetings, trainings, conferences, virtual or in-person, or any other
55 such activities that constitute an official gathering of the organization’s personnel.
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57 **Article VI: Board of Directors**
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59 *Section 1: Composition and Duties:* The property, affairs, and business of SRMUN shall be managed by a
60 voluntary Board of Directors, which shall consist of seven (7) duly appointed voting members,
61 the Executive Director, and two (2) Founding Member Emeritus (Dr. Martin Slann and Dr.
62 Cynthia Combs). Members of the Board of Directors shall hereafter be referred to as “Board
63 Members.”
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65 a. Board of Directors Eligibility and Selection:

- 66 i. Voting Members Eligibility: The Board shall include seven (7) voting members,
67 including at minimum one (1) faculty advisor. To be eligible to run for a position
68 on the Board of Directors, candidates must have served as Staff, Executive Staff,
69 or in a Faculty Advisor capacity for a minimum of two (2) SRMUN conferences.
- 70 ii. Board Member Application and Selection Process: Interested individuals must
71 submit an application to the Executive Director, for consideration by the
72 Slating Committee. Applications can be submitted at any time for the seats that
73 will be slated for the next session of the Board, and the new Board will assume
74 its roles at the start of the new session on December 1st.

75 b. Advisory Group: The Advisory Group serves as an extension of the SRMUN Board of Directors

- 76 i. Purpose: The Advisory Group provides recommendations to the Board for each
77 conference, including but not limited to: Staff Hiring and Firings, Theme
78 Approvals, Committee Selection, and Topics.

79 ii. Eligibility & Membership:

- 80 1. The Deputy Executive Director – Atlanta, Deputy Executive Director
81 – Charlotte. and Deputy Executive Director - Technology are
82 permanent fixtures of the Advisory Group.
- 83 2. Outgoing members of conference staff or executive Staff, or faculty
84 advisors, can apply for a position on the Advisory Group.
- 85 3. Interested individuals must submit a completed application by the
86 end of the first night of the annual Fall or Spring Conference.

- 87 iii. The SRMUN Board reviews and approves any recommendation from the
88 Advisory Group, in the absence of an advisory group, the Board of Directors
89 makes final decisions.

- 90 iv. Meeting frequency: Meetings of the Advisory Group shall be held as needed and
91 when called by a member of the Executive Directorate, with a meeting at least
92 once per quarter. The Advisory Group may meet more frequently if
93 circumstances require for the Advisory Group to fulfill its duties to the Board of
94 Directors, including but not limited to for reasons such as: discussing conference
95 theme and committees for approval; discussing committee topics for approval;
96 discussing staff issues; discussing new events proposed for the conference;
97 discussing and assigning work on background guides, and ensuring that all work
98 by the Advisory Group is completed so as not to delay the writing timeline for
99 each conference. Meetings may take place in person, virtually, or via similar
100 methods of communication.

101 c. Terms of Office:

- 102 i. Board Member:
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1. Each session of the SRMUN Board of Directors will begin December 1st and conclude November 30th of the following calendar year.
 2. Voting Members will serve two (2) year terms on a rotating basis.
 3. Half of the Board of Directors will be appointed no later than the start of each session of the Board (December 1st), with four (4) seats open one year and three (3) seats open the next.
- ii. Advisory Group: Non-Executive Directorate Members may serve up to a 2-year term, with the opportunity for reappointment after the conclusion of the term.
- iii. Executive Directorate:
1. Executive Director: Appointed for a 3-year term.
 2. Deputy Executive Directors (Atlanta and Charlotte): Appointed for a 2-year term.
 3. Deputy Executive Director – Technology’s term is as indicated in Article XI.

121 *Section 2: Slating Committee:*

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- a. Purpose: To review the SRMUN Board of Directors application pool at each annual Fall and Spring conference. Upon review of all submitted applications, the committee will make its recommendation to the current SRMUN Board of Directors for appointments.
 - b. Membership: The Slating Committee will consist of the Executive Director of SRMUN and two (2) additional Board Members on a volunteer basis. Board Members applying for another term on the Board are *not eligible* to serve on the Slating Committee.

130 *Section 3: Vacancies:* Vacancies in the Board of Directors may be filled for the unexpired portion of the term by a two-thirds (2/3) majority vote of the remaining voting members of the Board of Directors.

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134 *Section 4: Removal of Board Member.* A Board Member may be removed by a two-thirds (2/3) majority vote of the Board of Directors, except in cases of violation of the harassment, discrimination, or fraternization policies, in which case a simple majority vote of the Board of Directors will be sufficient for removal.

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139 *Section 5: Resignation.* A Board Member may resign from the Board at any time by giving notice in writing to the Board. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

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144 **Article VII: Meetings**

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146 *Section 1:* Meetings of the Board of Directors shall be held upon call of the President. At least two (2) regular meetings shall occur each a year, but the Board of Directors may meet more frequently if circumstances require. At least two meetings shall occur in the fall and spring, with additional meetings as deemed necessary by the Board of Directors. Meetings may also take place virtually or via similar methods of communication.

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152 *Section 2:* Notice: Written notice of the time and place of each meeting shall be given to each member of the Board of Directors at least five (5) days before each meeting. However, a Board Member's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Board Member for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

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158 *Section 3:* Special meetings of the Board of Directors shall be called upon the written request to the
159 President by one third (1/3) of the Board Members stating the date and purpose of such a
160 meeting.

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162 *Section 4:* Informal Action by Board Members; Meetings, Discussions, and Voting by phone or by email:
163 Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action
164 required or permitted to be taken by the Board may be taken without a meeting provided that a
165 majority of the voting Board Members can and do participate.

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167 *Section 5:* Neither the business to be transacted at, nor the purpose of, any regular or special meeting of
168 the Board of Directors need be specified in the notice or waiver of meetings

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170 *Section 6:* A simple majority of the voting members of the Board of Directors shall constitute a quorum
171 for the purposes of conducting business. If a quorum is present at the commencement of a
172 meeting, a quorum shall be deemed present throughout such proceedings. If a quorum is not
173 present at the commencement of a meeting but is subsequently reached, then it will be
174 deemed present throughout the remainder of such proceedings. Unless otherwise required by
175 these Bylaws, certificate of incorporation, or applicable state or federal statutes, a majority
176 vote shall be required for all corporate business matters, and the act of a majority of the
177 voting Board Members present at a meeting at which a quorum is present shall be the act of
178 the Board.

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180 *Section 7:* Absence: Each Board member is expected to communicate with the President in advance of all
181 Board meetings stating whether s/he can attend or participate by conference call or other
182 agreed-upon means of communication. Any Board member who is absent from two
183 successive Board meetings, in-person or virtual, or fails to attend two successive conferences,
184 shall be deemed to have resigned due to non-participation, and his/her position shall be
185 declared vacant, unless the Board affirmatively votes by simple majority to retain that
186 Director as a member of the Board. The preceding applies to all categories of Board
187 members, except Honorary members in those years in which the conference cannot cover
188 their travel costs to conferences or meetings. In those years the absence policy for honorary
189 members will be that 'any honorary Board member who is absent from two successive virtual
190 Board meetings shall be deemed to have resigned due to non-participation'. The absence
191 policy remains unchanged for all other classifications of Board members in those years.

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193 *Section 8:* Compensation: Members of the Board of Directors shall not receive any compensation from
194 the Corporation for services rendered to the Corporation as members of the Board, except that
195 (a) Board Members may be reimbursed for expenses incurred in the performance of their
196 duties to the Corporation, in reasonable amounts based on policies approved by the Board and
197 (b) Board Members may be given a stipend in recognition of services rendered, in reasonable
198 amounts based on a majority vote of the Board.

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200 **Article VIII: Officers**

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202 *Section 1:* Number and Title: The officers of the SRMUN Conference shall be duly elected members of
203 the Board and shall consist of a President, a Vice-President, a Secretary, and such other
204 officers as the Board of Directors may from time to time deem appropriate.

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206 *Section 2:* Duties and Powers: In addition to those otherwise prescribed, in these Bylaws, the duties of the
207 officers shall be as follows:

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209 a. President: The President shall preside over all meetings of the Board of Directors of SRMUN and
210 shall perform the duties generally pertaining to the office of the President. Such duties shall
211 include but are not limited to:

- 212 i. Calling Meetings of the Board of Directors and setting the dates and locations of
213 said meetings;
214 ii. Preparing an agenda for all Board Meetings and distributing in advance to said
215 meeting;
216 iii. Overseeing voting of the Board, and casting a vote in the event of a tie;
217 iv. Communicating all developments and updates to the Board of Directors between
218 meetings; and,
219 v. Oversight, in conjunction with the Executive Director, of the Deputy Executive
220 Director – Atlanta, Deputy Executive Director – Charlotte, Deputy Executive
221 Director – Technology and of the Secretariat in the performance of its duties.
222 b. Vice-President: The Vice President shall perform the duties of the President in the absence of the
223 President.
224 c. Secretary: The Secretary shall perform the duties generally pertaining to the office of a Secretary
225 by keeping a detailed record which includes taking, circulating, and maintaining the minutes of
226 the Board.
227

228 *Section 3:* Election of Officers: The election of officers shall be conducted annually at the conclusion of
229 the “New Board” meeting held on or shortly thereafter of December 1st. The voting Board
230 Members who are a part of the new Board may participate in the election. The President shall
231 be elected, then the Vice President, then the Secretary, and then any additional offices as
232 established by the Board. Election to an office shall require a simple majority of voting Board
233 Members. Should no one candidate receive a majority, the candidate receiving the lowest
234 number of votes will be eliminated and the vote will be conducted again. Elimination will
235 continue in this manner until a candidate receives a majority of the vote. The Executive
236 Director will cast a vote in the event of a tie for the election of an officer.
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238 *Section 4:* Removal: Any officer may be removed by a majority vote of the Board of Directors if, in the
239 Board's judgment, it serves the best interests of the Corporation.
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241 *Section 5:* Resignation from Office: Officers may resign at any time by providing written notice to the
242 President, or in the case of the President’s resignation, to the Board. A voting member serving
243 as an officer may resign from office without resigning their seat on the Board of Directors. If a
244 vacancy should occur among the officers, the voting members of the Board shall appoint
245 someone to fulfill the rest of that term by a simple majority vote.
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247 **Article IX:** The Executive Director
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249 *Section 1:* The Board of Directors may hire an Executive Director to serve as the senior administrative
250 officer of the Corporation. Any such hire is subject to a majority vote of the Board of
251 Directors.
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253 *Section 2:* The Executive Director is the Chief Executive Officer for overseeing daily operations,
254 ensuring fiscal health, and developing long-term stability and growth for the corporation.
255 The Executive Director is the main contact for stakeholders and works with the Deputy
256 Executive Directors to ensure that the substantive programs meet SRMUN’s standards of
257 quality.
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259 *Section 3:* Responsibilities of the Executive Director include but are not limited to:
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261 a. Shall work with the SRMUN Board President on updating the Board of Directors and fulling
262 SRMUN’s Mission and Values;
263 b. Shall be the main contact person for colleges and universities, hotels, vendors, etc.;
264 c. Shall maintain the financial records of the organization, ensure that all receivables are collected,
265 and all expenses are paid;

- 266 d. Shall negotiate hotel contracts and oversee contract fulfillment for conferences, Director
- 267 Trainings, and Board meetings;
- 268 e. Shall negotiate with vendors for each conference and handle general expenses;
- 269 f. Shall oversee recruitment and registration for both conferences and ensure that relationships are
- 270 maintained with the stakeholders;
- 271 g. Shall oversee all marketing initiatives;
- 272 h. Shall maintain historical tracking of attending college/university and mailing lists;
- 273 i. Shall operate college/university registration at each conference;
- 274 j. Shall oversee the Deputy Executive Directors' (hereafter Deputy ED or DED) roles and
- 275 responsibilities;
- 276 k. Shall develop the Country Matrix with the Secretary-General (SG) and Deputy ED of each venue;
- 277 l. Shall finalize the Delegate Resource Guide with the SG and Deputy ED of each venue;
- 278 m. Shall oversee the Opportunity Fair and advertisements for the DRG at each venue;
- 279 n. Shall oversee the storage unit at both venues or the acquisition of a storage unit should one be
- 280 needed; and,
- 281 o. Shall maintain quality-control over both conferences and ensure the SRMUN brand is prioritized.
- 282

283 *Section 4:* The Executive Director shall be under contract to the Corporation and may be compensated
284 for their services, at a time and rate determined by a majority vote of the Board. The
285 Executive Director shall not serve as a duly elected member of the Board concurrently to
286 their terms as Executive Director. Their term shall run three years in length, and the
287 Executive Director may be re-appointed subject to a majority vote of the Board of Directors.
288

289 *Section 5: Vacancies:* Should a vacancy in the Executive Director position occur for any reason, an
290 interim Executive Director may be appointed by a majority vote of the Board of Directors,
291 either for a fixed length of time or until the conclusion of the previous Executive Director's
292 term.
293

294 *Section 6: Removal:* Any Executive Director may be removed by a two-thirds (2/3) majority vote of the
295 Board of Directors, except in cases of violation of the harassment, discrimination, or
296 fraternization policies, in which case a simple majority vote of the Board of Directors will be
297 sufficient for removal. Such removal would lead to a vacancy as discussed in Section 5 above.
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299 *Section 7: Resignation from Office:* The Executive Director will comply with the employment
300 resignation specifications as listed in their employment contract.
301

302 **Article X:** The Deputy Executive Directors of Atlanta and Charlotte
303

304 *Section 1:* The Board of Directors may hire a Deputy Executive Director – Atlanta and a Deputy
305 Executive Director – Charlotte. Any such hire is subject to a majority vote of the Board of
306 Directors. Hereafter they are referred to as the “Deputy Executive Directors” or “DEDs”.
307

308 *Section 2:* The DEDs oversee the Executive Staff and Staff of the annual Atlanta and Charlotte
309 conferences, respectively, and are responsible for ensuring that the substantive program
310 achieves SRMUN quality standards. They are the designated liaison with the hotel and
311 vendors for operations prior to and during each of their respective conferences, in conjunction
312 with the Executive Director.
313

314 *Section 3:* The DED for each of their respective conferences:
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- 316 a. Shall oversee the Executive Staff and Staff and ensure their duties are being met;
- 317 b. Shall oversee the Background Guide writing process, ensure Background Guides are meeting
- 318 quality standards, and post background guides by published date;

- 319 c. Shall be the hotel’s main liaison and coordinate with the hotel on logistics, setup, including
- 320 committee rooms, guest rooms, and Audio Visual (A/V);
- 321 d. Shall organize the faculty reception and manage various vendors;
- 322 e. Shall manage Staff and Board travel expenses for each venue;
- 323 f. Shall work with the other DED on the oversight of staff training and director training weekend;
- 324 g. Shall work with the other DED to ensure that quality and procedures are the same across both
- 325 conferences;
- 326 h. Shall ensure that Staff feedback is being received and staff development is occurring; and,
- 327 i. Shall, in the case of the DED – Atlanta, oversee the Atlanta Consulate Program, in conjunction
- 328 with the Under Secretary-General.
- 329

330 *Section 4:* The DEDs shall be under contract to the Corporation and may be compensated for their
331 services. The DEDs shall not serve as duly elected members of the Board concurrently to
332 their terms as DEDs. Their term shall run two years in length, and a DED may be re-
333 appointed subject to a majority vote of the Board of Directors.

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335 *Section 5:* Vacancies: Should a vacancy in either DED position occur for any reason, an interim DED
336 may be appointed by a majority vote of the Board of Directors, either for a fixed length of
337 time or until the conclusion of the previous DED’s term.

338
339 *Section 6:* Removal: Any DED may be removed by a two-thirds (2/3) majority vote of the Board of
340 Directors, except in cases of violation of the harassment, discrimination, or fraternization
341 policies, in which case a simple majority vote of the Board of Directors will be sufficient for
342 removal. Such removal would lead to a vacancy as discussed in Section 5 above.

343
344 *Section 7:* Resignation from Office: The DEDs will comply with the employment resignation
345 specifications as listed in their employment contract.

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347 **Article XI:** The Deputy Executive Director – Technology

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349 *Section 1:* The SRMUN Deputy Executive Director – Technology shall be responsible for:

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- 351 a. Maintaining, expanding, and updating the SRMUN website, including position papers submission
- 352 and scoring;
- 353 b. Overseeing the creation and implementation of new technological marketing strategies and
- 354 serving as the primary contact for technology vendors; and,
- 355 c. Assisting with other technology concerns as directed by the Board.
- 356

357 *Section 2:* The Deputy Executive Director - Technology shall be under contract to the Corporation and
358 may be compensated for their services. The Deputy Executive Director - Technology shall
359 not serve as a duly elected member of the Board concurrently to their term as Deputy
360 Executive Director - Technology. Their terms shall be unlimited in nature, pending periodic
361 review by the Board.

362
363 *Section 3:* Vacancies: Should a vacancy in the Deputy Executive Director - Technology occur for any
364 reason, an interim Deputy Executive Director - Technology may be appointed by a majority
365 vote of the Board of Directors, either for a fixed length of time or until the conclusion of the
366 previous Deputy Executive Director - Technology’s term.

367
368 *Section 4:* Removal: The Deputy Executive Director - Technology may be removed by a two-thirds (2/3)
369 majority vote of the Board of Directors, except in cases of violation of the harassment,
370 discrimination, or fraternization policies, in which case a simple majority vote of the Board of
371 Directors will be sufficient for removal. Such removal would lead to a vacancy.

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373 *Section 5: Resignation from Office: The Deputy Executive Director - Technology may resign at any time*
374 *by providing written notice to the President.*

375
376 **Article XII: The Secretariat**

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378 *Section 1: At each SRMUN Conference, the Board of Directors shall hire a new Secretariat for the next*
379 *year of that specific Conference.*

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381 *Section 2: The Secretariat shall consist of: A Secretary-General, an Under Secretary-General, a Director-*
382 *General, and one or more Deputy Director-General(s) for the Fall and Spring Conferences.*

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384 a. The Secretary-General shall:
- 385 i. Accept applications from any State that desires to become a Member of the
 - 386 United Nations;
 - 387 ii. Inform the Applicant State of the decision of the General Assembly;
 - 388 iii. Preside over all joint committee sessions;
 - 389 iv. Provide regular communications with all Members regarding the conference
 - 390 location, agenda, as well as time and dates of committee sessions;
 - 391 v. Provide updates to the Executive Director and Board of Directors on the status of
 - 392 the conference registration and logistics; and,
 - 393 vi. Coordinate with other Members of the Secretariat to develop conference agenda
 - 394 for each committee as well as other required committee resources.
- 395 b. The Under-Secretary General shall:
- 396 i. Maintain an inventory of all assets and property of the Corporation related to
 - 397 conference services;
 - 398 ii. Shall work with other members of the Secretariat and Executive Directors to
 - 399 obtain resources require for conference;
 - 400 iii. Assist the Secretary-General with conference planning and logistics;
 - 401 iv. Assist the Secretary-General with overseeing social media related to the
 - 402 conference;
 - 403 v. Hire and supervise an Assistant Under Secretary-General with approval of the
 - 404 Board;
 - 405 vi. Oversee the daily operation and staffing of Conference Services; and,
 - 406 vii. Communicate with delegates and committee staff regarding their copy
 - 407 production needs at conference.
- 408 c. The Director-General in conjunction with the Secretary-General, shall:
- 409 i. Appoint a Director who shall serve, inter alia, as chair of the committee for the
 - 410 duration of the Conference year;
 - 411 ii. In coordination with the Secretary-General, provide to each committee a
 - 412 provisional agenda at least 90 days prior to the opening of the first secession;
 - 413 iii. Update the Secretary-General and Board of Directors on the status of the
 - 414 conference preparation and logistics by the 15th of every month;
 - 415 iv. Receive, review, and distribute documents, reports, and resolutions of the
 - 416 conference, and its committees,
 - 417 v. Distribute documents of the conference to the members of committees, and
 - 418 generally perform all other work that the conference may require;
 - 419 vi. Oversee the writing process in conjunction with the Deputy Director-General and
 - 420 the designated DED of their conference; and,
 - 421 vii. Provide direction and training to the Committee Directors throughout the
 - 422 conference year, including Joint Director Training.
- 423 d. The Deputy Director-General(s) shall:
- 424 i. Assist the Director-General in hiring, training, and managing the work of the
 - 425 Conference Committee Staff during the Conference year;

- 426 ii. Provide regular updates to the Secretary-General and Board of Directors updates
427 on the status of the conference logistics;
428 iii. Oversee the writing process in conjunction with the Director-General and the
429 designated DED of their conference; and,
430 iv. Aid the Director-General in providing direction to the Committee Directors
431 throughout the conference year.
432

433 *Section 3:* No member of the Secretariat may serve concurrently on the Board of Directors of SRMUN.
434

435 **Article XIII:** Committees
436

437 The Board of Directors shall have the authority to create such committees as it deems appropriate, and
438 designate powers and functions of the same. Membership on these committees may be open to voting and
439 non-voting Board Members which are the Executive Director or the two Founding Member Emeritus' as
440 well as individuals who are not Board Members at all, if deemed proper.
441

442 **Article XIV:** Finance and Property:
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444 The income, assets, and property of the Corporation are irrevocably dedicated to charitable purposes
445 meeting the requirements of the Federal and Georgia State Revenue and Taxation Code. On the
446 dissolution or winding up of the Corporation, the assets remaining after payment or provision for payment
447 of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or
448 corporation organized and operated exclusively for charitable purposes meeting the requirements of the
449 Georgia Revenue and Taxation Code, and which has established its tax-exempt status under Section
450 501(c)(3) of the Internal Revenue Code. The selection of such a non-profit fund, foundation, or
451 corporation shall be designated by the Executive Director and ratified by a simple majority vote of the
452 Board. Should no such fund or foundation be found that receives a majority of votes, the fund, foundation
453 or corporation receiving the most votes shall be chosen to receive the disbursement. In the event of a tie,
454 the tie shall be broken by drawing of lots.
455

456 *Section 1:* Fiscal Year: The fiscal year of the Corporation shall be January 1 through December 31.
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458 *Section 2:* Contributions: Contributions, bequests, and gifts to the Corporation shall be deposited in such
459 banks or depositories and under such terms and conditions as may be determined by the Board
460 of Directors.
461

462 *Section 3:* Property: Title to all property shall be held in the name of the Southern Regional Model
463 United Nations, Inc. (SRMUN, Inc.)
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465 *Section 4:* Contracts and Debts: Contracts may be entered into, or debts incurred only as directed by a
466 majority vote of the Board. When execution of any contract or other instrument has been
467 authorized by the Board of Directors without specification of the executing officers, the
468 President and/or Executive Director may execute the same in the name of and on behalf of
469 SRMUN, Inc.
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471 *Section 5:* Budget: The annual budget of estimated income and expenditures of SRMUN, Inc. shall be
472 approved by the Board of Directors by February 15th and shall be submitted periodically for
473 review at the request of the President or the Board of Directors.
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475 *Section 6:* Financial Reports: A summary report of the financial operation of SRMUN, Inc. shall be
476 made bi-annually, or as requested, to the Board of Directors in such form as the Board shall
477 prescribe.
478

479 **Article XV:** Liability

480
481 *Section 1: Non-Liability for Debts:* Board Members shall not be personally liable for the debts, liabilities,
482 or other obligations of the Corporation.
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484 *Section 2: Non-Liability of Directors or Officers:* Except for self-dealing transactions, a person who
485 performs his or her duties as a Board Member or officer as defined in these Bylaws shall have
486 no liability based upon any alleged failure to discharge that person's obligations as Board
487 member, including, without limiting the generality of the foregoing, any actions or omissions
488 which exceed or defeat the Corporation's public or charitable purpose.
489
490 **Article XVI: Amendments**
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492 These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors by the
493 affirmative vote of two thirds (2/3) of the Board Members. Proper notice of an intent to alter, amend, or
494 replace Bylaws shall be given at least three (3) days before such meeting commences.
495
496 **Article XVII: Adoption**
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498 These Bylaws shall enter into force as of Wednesday, March 17, 2021.