

**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:

- Hosting annual Model UN conferences at the collegiate level which provide a quality educational experience to participants of all capabilities and experiences;
- 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 schools and the SRMUN organization;
- Welcoming schools 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;
- Hiring a volunteer staff and providing training for staff in writing background guides, leading a committee, and other leadership-related professional development.
- 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.

SRMUN, Inc. reserves the right to remove and/or bar any individual from participating in SRMUN organizational activities, including meetings, trainings, conferences, virtual or in-person, or any other such activities that constitute an official gathering of the organization’s personnel.

Article VI: Board of Directors

Section 1: Composition and Duties: The property, affairs and business of SRMUN shall be managed by a voluntary Board of Directors, which shall consist of duly elected voting members, non-voting *founding and honorary members* and non-voting *ex-officio* members, including an Executive Director, Deputy Executive Director – Atlanta, Deputy Executive Director – Charlotte, and Deputy Executive Director - Technology. Members of the Board of Directors shall hereafter be referred to as “Board Members.”.

- a. Voting Members: The Board shall include seven (7) voting members:
 - i. “At Large” Voting Members: Two (2) current or former student representatives shall be elected by the Head Delegate Student members attending the annual fall SRMUN Conference. Two (2) current or former student representatives shall be elected by the Head Delegate Student members attending the annual spring SRMUN conference. These members shall be known as the Members at Large of the Board.
 - ii. “Faculty At Large” Members: Two (2) faculty representatives shall be elected by the faculty members attending the annual fall SRMUN Conference. One (1) faculty representative shall be elected by the faculty members attending the annual spring SRMUN Conference. These members shall be known as the Faculty Members at Large of the Board.
- b. Non-Voting Members: The Board shall include three (3) classifications of non-voting members: *ex-officio, founding, and honorary*. All three classifications of non-voting members shall have the same rights as voting members, except they shall not have the right to vote.
 - i. The Board shall also include non-voting *ex-officio* members, including the Executive Director, Deputy Executive Director – Atlanta, Deputy Executive Director – Charlotte, and Deputy Executive Director - Technology, who serve as advisors to the Board concurrent to their holding office in the Corporation.
 - ii. The Board shall also include non-voting *Founding Members*. The SRMUN Board of Directors of the Corporation designates the title *Founding Members* of the SRMUN Board of Directors to Dr. Martin Slann and Dr. Cynthia Combs. In recognition for their dedication to the mission of SRMUN and their willingness to assist when called upon by providing guidance and advice, providing and assisting to procure resources, continuously advocating on behalf of SRMUN, and permitting their names to be used in support of SRMUN, Inc. *Founding Member* status shall exist until any of these persons asks to have the status removed or by two-thirds majority board vote at a regular or special meeting of the Board of Directors. At any time *Founding Members* may be elected to full Board status via the normal nomination procedure. *Founding Member* status is suspended while serving as a voting Board Member and is resumed upon the completion of their voting term.
 - iii. The Board shall also include non-voting *honorary* members who shall be appointed by a simple majority of the voting members of the Board of Directors. Travel costs for Honorary members for conferences and other meetings shall be decided on an annual basis by the Board based on the financial health of the organization. The number of *honorary* members shall not be greater than 100% of the number of voting members.
- c. Terms of Office:
 - i. At Large Members: At Large members shall serve two-year terms, staggered in such a way that a single Board At Large position is elected every fall and spring conference.

- ii. Faculty At Large Members: Two Faculty Members to the Board of Directors shall serve alternating two-year terms, with new representatives elected each year at the fall SRMUN conference, and a third member elected in odd number years at the spring conference.
 - iii. *Honorary Non-Voting Members*: *Honorary* members shall serve a term of up to one year, with all terms concluding when the new Board is sworn in during the fall conference meeting.
 - iv. *Ex-officio Non-Voting Members*: In the event an individual ceases to hold the office of Executive Director, Deputy Executive Director – Atlanta, Deputy Executive Director – Charlotte, or Deputy Executive Director - Technology, his or her membership on the board terminates automatically and immediately.
 - v. Any position set to expire during a conference does so during the Saturday afternoon “Old Board/New Board” meeting held during the relevant conference. Any new positions elected or appointed to begin during a conference does so during the Saturday afternoon “Old Board/New Board” meeting held during the relevant conference.
- d. Eligibility: to be eligible to run for an At Large position on the Board of Directors, candidates must have served as Staff or Executive Staff for a minimum of two (2) SRMUN conferences, either fall conferences or spring conferences or any combination thereof, inclusive of the conference in which they are running for a Board position, in order to be eligible. There are no eligibility requirements for honorary non-voting positions or Faculty At Large positions.

Section 2: Elections:

- a. At Large Members shall be elected by a vote of the duly appointed representatives of the collegiate delegations (the “Head Delegate” Student Members) attending the SRMUN Conference, with each school in attendance having one vote. Elections shall require a majority of those present and voting. If a majority is not reached, the person receiving the fewest votes shall be eliminated and another round of voting shall commence. Voting shall continue, with the person receiving the lowest votes eliminated, until a candidate receives the requisite majority of votes. Notice of elections must be given at least twenty-four (24) hours prior to the elections. Nominations for representatives must be submitted to the President of the Board of Directors of SRMUN or a duly appointed designee two (2) hours prior to the announced time of elections. Each nomination must be accompanied by an appropriate application. All election procedures shall be conducted by any Members of the Board of Directors who are not currently running for a position.
- b. Faculty At Large Members shall be elected by a vote of the faculty advisors attending the SRMUN Conference with each faculty advisor in attendance at the Saturday morning business meeting of the relevant conference having one vote. Elections shall require a majority of those present and voting. If a majority is not reached, the person receiving the fewest votes shall be eliminated and another round of voting shall commence. Voting shall continue, with the person receiving the lowest votes eliminated, until a candidate receives the requisite majority of votes. Notice of elections must be given at least twenty-four (24) hours prior to the elections. Nominations may be made during the meeting at which elections will take place. All election procedures shall be conducted by any Members of the Board of Directors who are not currently running for a position.

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.

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.

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.

Article VII: Meetings

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.

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.

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

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

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

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

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

Section 8: Compensation: voting members and non-voting *honorary and founding* members of the Board of Directors shall not receive any compensation from the Corporation for services rendered to the Corporation as members of the Board, except that (a) Board Members may be reimbursed

for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts based on policies approved by the Board and (b) Board Members may be given a stipend in recognition of services rendered, in reasonable amounts based on a majority vote of the Board.

Article VIII: Officers

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

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

- a. **President:** The President shall preside over all meetings of the Board of Directors of SRMUN and shall perform the duties generally pertaining to the office of the President. Such duties shall include but are not limited to:
 - i. Calling Meetings of the Board of Directors and setting the dates and locations of said meetings;
 - ii. Preparing an agenda for all Board Meetings and distributing in advance to said meeting;
 - iii. Overseeing voting of the Board, and casting a vote in the event of a tie;
 - iv. Communicating all developments and updates to the Board of Directors between meetings;
 - v. Oversight, in conjunction with the Executive Director, Deputy Executive Director – Atlanta, and Deputy Executive Director – Charlotte, of the Secretariat in the performance of its duties.
- b. **Vice-President:** The Vice President shall perform the duties of the President in the absence of the President
- c. **Secretary:** The Secretary shall perform the duties generally pertaining to the office of a Secretary by keeping a detailed record which includes taking, circulating, and maintaining the minutes of the Board.

Section 3: Election of Officers: The election of officers shall be conducted annually at the conclusion of the Saturday “Old Board/New Board” meeting at the fall conference. Those voting Board Members who are a part of the new Board may participate in the election. The President shall be elected, then the Vice President, then the Secretary, and then any additional offices as established by the Board. Election to an office shall require a simple majority of voting Board Members. Should no one candidate receive a majority, the candidate receiving the lowest number of votes will be eliminated and the vote will be conducted again. Elimination will continue in this manner until a candidate receives a majority of the vote.

Section 4: Removal: Any officer may be removed by a majority vote of the Board of Directors if, in the Board's judgment, it serves the best interests of the Corporation.

Section 5: Resignation from Office: Officers may resign at any time by providing written notice to the President, or in the case of the President's resignation, to the Board. A voting member serving as an officer may resign from office without resigning their seat on the Board of Directors. If a vacancy should occur among the officers, the voting members of the Board shall appoint someone to fulfill the rest of that term (i.e. until the end of the next fall conference) by a simple majority vote.

Article IX: The Executive Director

Section 1: The Board of Directors may hire an Executive Director to serve as the senior administrative officer of the Corporation. Any such hire is subject to a majority vote of the Board of Directors.

Section 2: The Executive Director is the Chief Executive Officer for overseeing daily operations, ensuring fiscal health, and developing long-term stability and growth for the corporation. The Executive Director is the main contact for stakeholders and works with the Deputy Executive Directors to ensure that the substantive programs meet SRMUN's standards of quality.

Section 3: The Executive Director:

- a. Shall work with the SRMUN Board President on updating the Board of Directors and fulfilling SRMUN's Mission and Values;
- b. Shall be the main contract person for schools, hotels, vendors, etc.;
- c. Shall maintain the financial records of the organization, ensure that all receivables are collected, and all expenses are paid;
- d. Shall negotiate hotel contracts and oversee contract fulfillment for conferences, Director Trainings, and Board meetings;
- e. Shall negotiate with vendors for each conference and handle general expenses;
- f. Shall oversee recruitment and registration for both conferences and ensure that school relationships are maintained;
- g. Shall oversee all marketing initiatives;
- h. Shall maintain historical tracking of attending schools and mailing lists;
- i. Shall operate school registration at each conference;
- j. Shall oversee the Deputy Executive Directors' (hereafter Deputy ED or DED) roles and responsibilities;
- k. Shall develop the Country Matrix with the SG and Deputy ED of each venue;
- l. Shall finalize the Delegate Resource Guide with the SG and Deputy ED of each venue;
- m. Shall oversee the Opportunity Fair and advertisements for the DRG at each venue;
- n. Shall oversee the storage unit at both venues or the acquisition of a storage unit should one be needed; and
- o. Shall maintain quality-control over both conferences and ensure SRMUN brand is prioritized.

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

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

Section 6: Removal: Any Executive Director may be removed by a two-thirds (2/3) majority vote of the Board of Directors. Such removal would lead to a vacancy as discussed in Section 5 above.

Article X: The Deputy Executive Directors

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

Section 2: The DEDs oversee the Executive Staff and Staff of the annual Atlanta and Charlotte conferences, respectively, and are responsible for ensuring that the substantive program achieves SRMUN quality standards. They are the designated liaison with the hotel and

vendors for operations prior to and during each of their respective conferences, in conjunction with the Executive Director.

Section 3: The DED for each of their respective conferences:

- a. Shall oversee the Executive Staff and Staff and ensure their duties are being met;
- b. Shall oversee the Background Guide writing process, ensure Background Guides are meeting quality standards, and post background guides by published date;
- c. Shall be the hotel's main liaison and coordinate with the hotel on logistics, setup, including committee rooms, guest rooms, and A/V;
- d. Shall organize the faculty reception and manage various vendors;
- e. Shall manage Staff and Board travel expenses for each venue;
- f. Shall work with the other DED on the oversight of staff training and director training weekend;
- g. Shall work with the other DED to ensure that quality and procedures are the same across both conferences;
- h. Shall ensure that Staff feedback is being received and staff development is occurring; and
- i. Shall, in the case of the DED – Atlanta, oversee the Atlanta Consulate Program, in conjunction with the Under Secretary-General.

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

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

Section 6: Removal: Any DED may be removed by a two-thirds (2/3) majority vote of the Board of Directors. Such removal would lead to a vacancy as discussed in Section 5 above.

Article XI: The Deputy Executive Director - Technology

Section 1: The SRMUN Deputy Executive Director - Technology shall be responsible for:

- a. maintaining, expanding, and updating the SRMUN website, including position papers submission and scoring;
- b. overseeing the creation and implementation of new technological marketing strategies and serving as the primary contact for technology vendors;
- c. assisting with other technology concerns as directed by the Board.

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

Section 3: Removal: The Deputy Executive Director - Technology may be removed by a two-thirds (2/3) majority vote of the Board of Directors.

Section 4: Resignation from Office: The Deputy Executive Director - Technology may resign at any time by providing written notice to the President.

Article XII: The Secretariat

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

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

- a. The Secretary-General shall
 - i. accept applications from any State that desires to become a member of the United Nations;
 - ii. inform the Applicant State of the decision of the General Assembly;
 - iii. preside over all joint committee secessions;
 - iv. provide regular communications with all members regarding the conference location, agenda, as well as time and dates of committee secessions;
 - v. provide updates to the Executive Director and Board of Directors on the status of the conference registration and logistics;
 - vi. and coordinate with other members of the Secretariat to develop conference agenda for each committee as well as other required committee resources.

- b. The Under-Secretary General shall
 - i. maintain an inventory of all assets and property of the Corporation related to conference services;
 - ii. shall work with other members of the Secretariat and Executive Directors to obtain resources require for conference;
 - iii. assist the Secretary-General with conference planning and logistics;
 - iv. assist the Secretary-General with overseeing social media related to the conference;
 - v. hire and supervise an Assistant Under Secretary-General with approval of the Board;
 - vi. oversee the daily operation and staffing of Conference Services;
 - vii. and communicate with delegates and committee staff regarding their copy production needs at conference.

- c. The Director-General in conjunction with the Secretary-General, shall
 - i. appoint a Director who shall serve, inter alia, as chair of the committee for the duration of the Conference year;
 - ii. in coordination with the Secretary-General, provide to each committee a provisional agenda at least 90 days prior to the opening of the first secession;
 - iii. update the Secretary-General and Board of Directors on the status of the conference preparation and logistics by the 15th of every month;
 - iv. receive, review, and distribute documents, reports, and resolutions of the conference, and its committees,
 - v. distribute documents of the conference to the members of committees, and generally perform all other work that the conference may require;
 - vi. oversee the writing process in conjunction with the Deputy Director-General and the designated DED of their conference;
 - vii. and provide direction and training to the Committee Directors throughout the conference year, including Joint Director Training.

- d. The Deputy Director-General(s) shall
 - i. assist the Director-General in hiring, training, and managing the work of the Conference Committee Staff during the Conference year;
 - ii. provide regular updates to the Secretary-General and Board of Directors updates on the status of the conference logistics;
 - iii. oversee the writing process in conjunction with the Director-General and the designated DED of their conference;
 - iv. and aid the Director-General in providing direction to the Committee Directors throughout the conference year.

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

Article XIII: Committees

Section 1: Other Committees: The Board of Directors shall have the authority to create such committees as it deems appropriate, and designate powers and functions of the same. Membership on these committees may be open to voting and non-voting Board Member as well as individuals who are not Board Members at all, if deemed proper.

Article XIV: Finance and Property:

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

Section 1: Fiscal Year: The fiscal year of the Corporation shall be January 1 through December 31.

Section 2: Contributions: Contributions, bequests, and gifts to the Corporation shall be deposited in such banks or depositories and under such terms and conditions as may be determined by the Board of Directors.

Section 3: Property: Title to all property shall be held in the name of the Southern Regional Model United Nations, Inc. (SRMUN, Inc.)

Section 4: Contracts and Debts: Contracts may be entered into, or debts incurred only as directed by a majority vote of the Board. When execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officers, the President and/or Executive Director may execute the same in the name of and on behalf of SRMUN, Inc.

Section 5: Budget: The annual budget of estimated income and expenditures of SRMUN, Inc. shall be approved by the Board of Directors by February 15th and shall be submitted periodically for review at the request of the President or the Board of Directors.

Section 6: Financial Reports: A summary report of the financial operation of SRMUN, Inc. shall be made bi-annually, or as requested, to the Board of Directors in such form as the Board shall prescribe.

Article XV: Liability

Section 1: NonLiability for Debts: Board Members shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 2: Non-Liability of Directors or Officers: Except for self-dealing transactions, a person who performs his or her duties as a Board Member or officer as defined in these Bylaws shall have no liability based upon any alleged failure to discharge that person's obligations as Board member, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the Corporation's public or charitable purpose.

Article XVI: Amendments

These Bylaws may be altered, amended or repealed at any meeting of the Board of Directors by the affirmative vote of two thirds (2/3) of the Board Members. Proper notice of an intent to alter, amend, or replace Bylaws shall be given at least three (3) days before such meeting commences.

Article XVII: Commencement

These Bylaws shall enter into force as of the expiration of the old Board of Directors during the Old Board/New Board meeting on Saturday, November 23, 2019.