
ACUNS BY-LAWS

(adopted at the first annual conference in New York, NY on June 23, 1988 and revised on January 1, 1991, June 17, 2000, June 10, 2006, June 3, 2011, June 19, 2014, June 16, 2016)

I NAME AND PURPOSE

- A. The Academic Council on the United Nations System is an international association of educational and research institutions and individual scholars, teachers, practitioners, and others who are active in the work and study of international organizations and have a professional interest in encouraging and supporting education and research which deepen and broaden our understanding of international cooperation. The Council focuses special attention on the programs and agencies of the United Nations system and other intergovernmental and nongovernmental organizations that enhance the capacity of the international community to manage common problems on the global agenda.
- B. The Council operates solely as an educational and research association and observes the appropriate rules of conduct to qualify for exemption under applicable laws in the countries where it carries out projects.

II MEMBERSHIP

There are three categories of membership:

- A. Institutional members: educational and research institutions whose primary functions are consistent with the purposes of the Council;
- B. Individual members: scholars, teachers, students, and practitioners who are engaged in the work and study of international organizations and share the purposes of the Council.
- C. Affiliate members: low income scholars, teachers, students, and practitioners located in developing countries who are engaged in the work and study of international organizations and share the purposes of the Council. Affiliate members will be non-fee-paying members with privileges as determined by the Board.

III GOVERNANCE

- A. All institutional and individual subscribing members of ACUNS in good standing shall be invited to participate and vote in the Annual Meeting, institutional members having the right to send two representatives with voting privileges. The Annual Meeting shall have ultimate authority over the governance of the association.
- B. The general direction of the work of the Council shall be the responsibility of a Board of Directors that shall consist of the Chair of the Council, a Past Chair or Chair-Elect, two Vice-Chairs, and seven members. The membership of the Board should reflect the international character of the Council. The Board shall meet once a year at the time of the Annual Meeting and otherwise as necessary at the request of the Executive Committee. Board members shall normally serve for one term only but may serve for no more than two consecutive terms. After a suitable absence, an individual may be reelected to the Board.
- C. The Chair, the Chair-Elect or Past Chair, and the two Vice-Chairs, together with one other member of the Board chosen by procedures established by the Board shall constitute an Executive Committee. The Executive Committee shall meet at least once between the Annual Meetings.

- D. The Executive Director shall be responsible for continuing operation of the Council's program under the Executive Committee, shall sit as a non-voting member of the Board of Directors and the Executive Committee, and shall serve as Secretary of the Board and of the Council.
- E. A responsible officer of the host institution shall serve as Treasurer of the Council.

IV MEETING OF COUNCIL MEMBERS

- A. Resolutions of the Annual Meeting and any special meeting of the members of the Council shall constitute the expression of the will of the members and shall serve as policy guidelines for the Board of Directors, the Executive Committee, and the Headquarters Office.
- B. The membership of the Council shall hold an Annual Meeting. Special meetings of the membership of the Council may be called by the Executive Committee or, on petition, by twenty percent of Council members. The Executive Committee shall determine, and provide the membership with notice of, the date, time, and place of each meeting of the membership. All action at any meeting of the membership shall be by majority of those present and eligible, except in the case of amendments to the By-laws, which will be subject to the provisions of Article VIII.

V NOMINATIONS AND ELECTIONS

- A. The Board of Directors shall have an international composition. Its officers and members shall be elected by the Council by electronic ballot from nominations made by a committee approved by the Board on recommendation of the Executive Committee; or on petition of any ten voting members of the Council.
- B. The Chair of the Board of Directors shall be elected for a term of three years and other members for a term of three years. The Chair-Elect shall serve in that position for one year prior to assuming responsibility as Chair for three years. The Past Chair shall serve as a member of the Board and Executive Committee for two years after completing the term as Chair.
- C. Election by electronic means will be held at least 30 days prior to the Annual meeting of the Board of Directors and Annual Council Meeting. There must be at least a 15 percent return of subscribing members in good standing for the result to be valid. Election will be by a majority of those responding. If balloting draws less than 15 percent participation, the election will then be decided by a majority of subscribing ACUNS members present and voting at the Members' Business Meeting during the Annual Meeting.
- D. The Board of Directors shall appoint the Executive Director on recommendation of the Executive Committee. The Executive Director shall serve for a term of five years or for a shorter term, if the Board of Directors so determines.

VI COMMITTEES OF THE COUNCIL

The implementation of the Council's program, in accordance with the decisions of the Annual Meeting, shall be the responsibility of the Board of Directors, the Executive Committee and such other committees and working groups that the Board shall deem necessary or appropriate to carry out its responsibilities.

- A. Under the general guidelines set down by the Board of Directors, the responsibilities of the Executive Committee shall be:
 - 1. To convene the Annual Meeting and prepare the program and budget for review by the membership;
 - 2. To keep members of the Council fully informed of program activities;
 - 3. To recommend a fee structure for membership for approval by the Board;
 - 4. To oversee in coordination with the Governance Committee the transition and operations of the Headquarters Office and the implementation of the Council's program and budget;

5. To make all necessary arrangements with the appropriate authorities of the host institution for the administration of the Headquarters Office;
 6. To appoint those committees and working groups that are necessary to implement the Council's program and to receive their reports as requested by the Executive Committee;
- B. Other committees and working groups that are established by the Board of Directors shall be made up of members of the Council who are eligible to vote in the Annual Meeting. They shall be responsible for those assignments entrusted to them by the Board of Directors in implementation of the Council's program.

VII THE HEADQUARTERS OFFICE

- A. The Headquarters Office shall be established by vote of the Board of Directors on the recommendation of the Executive Committee at a non-profit institution that is a member of the Council and offers to provide the necessary accommodations and other arrangements in accordance with agreement reached between the Board of Directors and the appropriate authorities of the host institution.
- B. Under written arrangements from the host institution, the Council shall operate as a special project and shall for legal and financial purposes be deemed a part of the host institution.
- C. The Executive Director shall be an employee and a member of the faculty or research staff of the host institution. The Executive Director shall be responsible for the operation of the Headquarters Office in accordance with the program and budget approved by the Board of Directors and subject to the written arrangements with the host institution and the availability of funds for Council programs.
- D. Under general guidelines set down by the Board of Directors, the Headquarters Office shall: maintain liaison with UN headquarters in New York and other facilities necessary to carry out the program; and seek funding for the projects approved by the Council and to take all steps necessary to enable them to be carried out successfully.
- E. Friends of ACUNS (FoA) is an endowment fund established to help ensure the financial future of ACUNS and the continuation of its programs. It is incorporated under New York State and U.S. federal law as a not-for-profit public charity with 501(c)(3) status. The FoA governance structure comprises a Board of Officers, consisting of a President, two Vice-Presidents, a Secretary, a Treasurer, and two Members-at-Large. The FoA Board may make grants upon the recommendation of and in consultation with the Board of Directors of ACUNS.

Liaison is conducted between ACUNS and FoA by the Executive Director of ACUNS and the President of FoA. The Executive Director shall keep the Executive Committee regularly informed of all formal and informal grants, activities, and planned activities of FoA. The Executive Director shall also inform FoA through its President of any and all requests for grants and other support activities made by the Executive Committee of the Board of Directors. Regular communication of events, activities, grants, and plans should be held at least twice a year with the Executive Director and comprehensive written reports shall be provided once a year to the Executive Committee and Board.

Official representation at UN and other formal meetings, and all written statements conveyed by FoA must be consistent with the purposes and mandates of ACUNS, and copies should be provided to the Secretariat in the annual FoA report. Consideration of any and all legal and financial liability issues of FoA in connection with ACUNS Headquarters and the ACUNS Board must be reviewed and approved by the ACUNS Secretariat host's legal advisors. FoA use of the ACUNS name and logo must be approved in advance by the Executive Director. All major activities and grants involving the ACUNS name must be cleared in advance by the Executive Director, who shall further determine whether they must be cleared by the Executive Committee and Board.

VIII AMENDMENTS

Amendments to these By-laws may be proposed by the Board of Directors. Proposed amendments shall be submitted to all subscribing members in good standing by electronic ballot. Amendments shall be adopted if approved by two-thirds of subscribing members in good standing and voting.

IX PROCEDURES

The meetings of the membership and the Board of Directors shall follow procedures in accordance with the normal practices of parliamentary bodies.

X CONFLICTS OF INTEREST

Any Board member who stands to make a financial gain from an ACUNS project must recuse her/himself from the decision-making process regarding the project in question.

XI TERMINATION

In case of termination, the assets and obligations of the Council shall be dealt with in accordance with specific arrangements agreed with funding sources and the general provisions followed under law by the host institution.