

THE ACADEMIC COUNCIL ON THE UNITED NATIONS SYSTEM
a New York Not-for-Profit Corporation

FIRST AMENDED AND RESTATED BYLAWS

ARTICLE I – NAME

The name of the corporation, as stated in the Articles of Incorporation, is **THE ACADEMIC COUNCIL ON THE UNITED NATIONS SYSTEM** (the “*Council*”).

ARTICLE II – PURPOSE; CERTAIN RESTRICTIONS; DISSOLUTION

Section 2.1. Charitable Purpose. The Council is a nonprofit corporation organized under the New York Not-for-Profit Corporations Act, as amended, or any successor thereto (the “*Act*”), and shall be operated exclusively for charitable, educational, scientific, and other purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (the “*Code*”). The specific purpose of the Council is to perform any acts and carry on any business and affairs as may be permitted by nonprofit corporations under the Act, and other laws of the State of New York, and the laws of the United States of America, in order to accomplish the purposes set forth in this Article II, including but not limited to work that stimulates, supports, and disseminates scholarly research on the U.N. and other international organizations, as well as promotes education, dialogue and mutual understanding between academics, practitioners, civil society and students.

Section 2.2. Restricted Activities. Notwithstanding any other provision of the Articles of Incorporation, these Bylaws, or any other provision of law, the Council shall not have the power to carry on any activities which would cause it to fail to qualify, or to fail to continue to qualify, as: (i) an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) an organization to which contributions are deductible under Sections 170, 2055, and 2522 of the Code.

Section 2.3. No Inurement. The Council is not organized for the private gain of any person, and no part of the earnings of the Council shall inure to the benefit of or be distributable to any private individual or person; provided, however, that the Council may pay reasonable compensation for services rendered to it and reimbursement of expenses reasonably incurred on its behalf.

Section 2.4. Restrictions on Legislative and Political Activities. No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and the Council shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.5. Public Charity Status; Private Foundation Restrictions. The Council shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in Section 509(a) of the Code. If, however, at any time or times, the Council

shall be classified as a private foundation under United States internal revenue laws, then at such time or times the Council:

1. Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
2. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
3. Shall not retain any excess business holdings as defined in Section 4943(c) of the Code;
4. Shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; and
5. Shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 2.6. Distribution of Assets Upon Dissolution. Upon the dissolution of the Council, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Council is then located, exclusively for such qualified purposes or to such organization or organizations, as said court shall determine are organized and operated exclusively for such purposes.

ARTICLE III – MEMBERSHIP

The qualifications for membership shall comprise the following categories, and may be amended or modified from time to time in accordance with Article X regarding Amendment to the Bylaws:

- Institutional Members: educational and research institutions whose primary functions are consistent with the purposes of the Council.
- Individual Members: scholars, students, practitioners and others who are engaged in the work and study of international organizations and share the purposes of the Council.

ARTICLE IV – HEADQUARTERS OFFICE

Section 4.1. The Headquarters Office shall be established by vote of the Executive Committee at one of the institutions that is a member of the Council and offers to provide the necessary accommodations and other arrangements in accordance with agreement reached between the Executive Committee and the appropriate authorities of the host institution.

Section 4.2. Under written arrangements with the host institution, the Council shall operate as an independent legal entity through an MOU/agreement with the Host.

Section 4.3. The Executive Director shall be an employee and a member of the faculty or research staff of the host institution, and shall be responsible for the operation of the Headquarters Office in accordance with the program and budget approved by the Council at the Annual or a Special Meeting, and subject to the written arrangements with the host institution and the availability of funds for Council programs.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1. Governing Authority. The affairs and business of the Council shall be managed by or under the direction of the Board of Directors (the “**Board**”). The number of directors shall be not less than three (3) or more than fifteen (15), as may be determined from time to time by the Board.

Section 5.2. Election; Term of Office. Directors shall be elected by the membership, and each such Director’s term shall commence at the regular annual meeting of the Council. Directors shall serve for a term of four (4) years. Each director shall hold office until the expiration of the term for which the director was elected and until the director’s successor has been duly elected and qualified, or until the director’s prior resignation or removal as hereafter provided.

Section 5.3. Qualifications. Members of the Board shall be persons over the age of eighteen (18) years who have an interest, commitment and/or recognized professional experience relevant to achieving the purposes and activities of the Council, while adhering strictly to the highest professional and ethical standards.

Section 5.4. Annual and Regular Meetings. There shall be an annual meeting of the membership, which shall be held on such day, and at such place, as shall be designated in the notice of such meeting, for the purpose of electing directors, selecting committee chairs, and the transaction of such other business as may come before the meeting. The Board may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5.5. Special Meetings. A special meeting of the Board may be called by the President, or by any two directors, to be held at such time and place as shall be designated in the notice of the meeting.

Section 5.6. Notice and Purpose of Meetings. Notice of the time and place of any meeting of the Board shall be given at least three (3) days in advance thereof by written notice delivered personally or sent by overnight courier, facsimile, or electronic means to each director at his or her mailing address, facsimile number, or electronic mail address as shown on the records of the Council. If deposited with an overnight courier, such notice shall be deemed to be delivered when deposited with the overnight courier. If given by facsimile, such notice shall be deemed delivered when the sending facsimile machine indicates successful transmission. If given by means of electronic mail, such notice shall be deemed delivered when the sending computer indicates successful transmission. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice thereof, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the

purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that the purpose of a special meeting to consider removal of a director must be stated in the notice of meeting.

Section 5.7. Quorum. A quorum for the transaction of business at any meeting of the Board shall consist of a majority of the directors then in office if there then is an odd number of directors, or one-half of the number of directors if there then is an even number of directors in office, except that if less than a majority of the directors then in office is present at any such meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 5.8. Telephonic and Video Conference Meetings. Directors may participate in and act at any meeting of the Board through the use of a conference telephone, video conference or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 5.9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Any action of the directors may be taken without a meeting if a unanimous consent in writing (setting forth the action so taken) shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

Section 5.10. Removal and Resignations. Directors may be removed from office by a vote of two-thirds of all directors then in office, excluding the Director in question. Such action may be taken at a regular meeting of the Board or at a special meeting called for such purpose, provided that notice of the proposed removal shall be sent to all directors at least five (5) days prior to the special meeting. Any director may resign from the Board at any time by giving written notice to the Board, the President, the Executive Director or Secretary of the Council, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective, but such resignation shall be effective when notice is delivered.

Section 5.11. Vacancies. Any vacancy occurring in the Board and any directorship to be filled by reason of an increase in the number of directors shall be filled by the Board. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

Section 5.12. Board Chair. The Board may designate a director to serve as Chair of the Board, who shall preside over meetings of the Board and perform all duties attendant to that office. In the absence of the designation of a Chair, the President shall preside over such meetings, or a Vice President.

Section 5.13 Procedure. The Board may adopt its own rules of procedure which shall not be inconsistent with these Bylaws.

Section 5.14. Compensation. The Council shall not pay any compensation to directors for services rendered to the Council in such capacity, except that directors may be reimbursed for expenses reasonably incurred in the performance of their duties to the Council. A person serving as a director may be compensated at or below a fair-market rate for services provided to the Council in any other capacity.

ARTICLE VI – COMMITTEES

Section 6.1. Committees. The Board, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees. Each committee shall have a Chair, who may be a Director, and is appointed by the President. Each committee will make recommendations to the Board for approval and/or Board action. No committee shall have the authority to amend or repeal these Bylaws, elect or remove any officer or director, adopt a plan of merger, or authorize the voluntary dissolution of the Council. Committee members may include individuals who are not directors of the Council. Such committees may include:

1. *Executive Committee.* Between meetings of the Board, on-going oversight of the affairs of the Council may be conducted by an Executive Committee appointed by the Board, the responsibilities for which shall include:
 - a. To convene the Annual Meeting and prepare the program and budget for review by the Board;
 - b. To seek funding for the projects approved by the Council and to take all steps necessary to enable them to be carried out successfully;
 - c. To keep members of the Council fully informed of program activities;
 - d. To establish a fee structure for membership in the Council;
 - e. To oversee the operations of the Headquarters Office and the implementation of the Council's program and budget;
 - f. To make all necessary arrangements with the appropriate authorities of the host institution for the administration of the Headquarters Office; and
 - g. To appoint those committees and working groups that are necessary to implement the Council's programs.
 - h. To provide recommendations on adoption of proposed modifications to the Bylaws and other issues related to good governance and nonprofit best practices.
2. *Nominations Committee.* The Nominations Committee would be chaired by a director selected by the President, and would meet ad hoc to discuss potential additions to the Board, as well as make recommendations to the existing Board for the appointment of new directors or officers.
3. *Audit Committee.* The Audit Committee would be responsible for: (i) making recommendations to the Board on the hiring and firing of independent certified public accountants (CPAs); (ii) conferring with the auditor to satisfy committee members that the financial affairs of the nonprofit organization are in order; (iii) reviewing the audit and decide whether to accept it; (iv) approving non-audit services by the independent CPA's accounting firm, and (v) ensuring that such services conform to standards in the Yellow Book issued by the U.S. Comptroller General. The audit committee may include persons who are not members of the Board, but cannot include the Council's Executive Director, other compensated staff, or the chief financial officer.

4. *Development Committee.* The Development Committee would meet ad hoc to discuss the Council's fundraising strategy.
5. *Other Committees and Task Forces.* The Board may create and appoint such other committees and task forces designating such membership criteria as it shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board and shall give advice and make non-binding recommendations to the Board.

Section 6.2. Term of Office. Each member of a committee shall serve for one (1) year until the next annual meeting of the Board and until a successor is appointed, unless the committee is sooner dissolved.

Section 6.3. Vacancies. Vacancies in the Chair position of a committee shall be filled by an appointment by the President. A Chair appointed to fill a vacancy shall be appointed for the unexpired term of the predecessor in office. General committee membership vacancies may be filled by the Chair of such Committee, in consultation with the President and/or Executive Committee.

Section 6.4. Rules. Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

Section 6.5. Advisory Bodies. The President, acting on behalf of the Board, may from time to time appoint persons to act singly or as a committee to provide expert advice to the Board or to assist in other ways (each such individual being an "*Advisor*"), which may include an Advisory Council, a Leadership Committee, one or more Ambassadors, and/or other similar groups or individual titles. Each Advisor shall serve at the pleasure of the Board for a period designated by the Board and shall have only such authority or obligations as the Board may from time to time determine. No Advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the Board, the authorization for such compensation by a majority of directors then in office, and the Council's ability to provide such compensation and expenses. A director may serve as an Advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Council's policies and ability to provide such compensation.

ARTICLE VII – OFFICERS

Section 7.1. Number and Tenure of Officers. There shall be a President, Treasurer, and Secretary of the Council, and there also may be such Vice Presidents, Assistant Treasurers and Assistant Secretaries as the Board may elect from time to time. Any two offices may be held by one person, except that the President shall not hold the offices of Secretary or Treasurer.

Section 7.2. Election; Term of Office. The officers shall be selected by the Board in such manner as the directors shall determine, for a term as designated below. Unless the Board shall determine otherwise in its sole discretion, each officer shall hold office until the expiration of the term for which such officer was elected and until the officer's successor has been duly elected and qualified, or until the officer's prior resignation or removal as hereafter provided.

Section 7.2.1. The election of a President-Elect shall occur every three years by the membership. The President-Elect shall serve one (1) year in that capacity, three (3) years as President and two (2) years as Past President.

Section 7.2.3. The Secretary shall be appointed by the Board from amongst the Directors or the membership, and shall serve for a term of two (2) years.

Section 7.2.4. The Treasurer shall be appointed by the Board from amongst the Directors or the membership, and shall serve for a term of two (2) years.

Section 7.3. Responsibility of Officers.

Section 7.3.1. The President shall be the chief executive officer of the Council and shall ensure the supervision and administration of the business and affairs of the Council. The President, as well as any other proper officer, agent or staff person of the Council authorized by the Board, may sign any deeds, bond, mortgages or other instruments and enter into agreements necessary to carry out the mission and programs of the Council, except where these Bylaws or policies adopted by the Board required the signature of some other officer or agent of the Council. The President shall communicate to the Board and keep the directors fully informed such matters and make such suggestions as may in her/his opinion tend to promote the prosperity and welfare and increase the usefulness of the Council, and, subject to the supervisions of the Board, shall perform all duties customary to that office and shall have such powers and duties as may from time to time be assigned by the Board.

Section 7.3.1.1. In the event of absence, or other constraining factor of the President, the President-Elect shall perform all of the duties of the President and shall have such other duties and powers as may be assigned by the Board.

Section 7.3.1.2. The Past President shall have such duties and powers as may be assigned by the Board from time to time.

Section 7.3.2. The Treasurer shall be responsible for all funds and shall maintain such funds in the name of the Council in such bank or banks or investment firm or firms, or both, and in such deposits and investments, as he may from time to time select. The Treasurer shall be the chief accounting officer and shall maintain the accounting and financial records of the Council.

Section 7.3.3. The Secretary shall maintain all of the permanent corporate and non-financial records of the Council, except those records in use by the current officers, and shall generally oversee and manage corporate and other non-financial records of the Council. The Secretary shall be responsible for keeping an accurate record of all meetings of the Board, see that all notices are duly given in accordance with these Bylaws or as required by law, maintain the official records of the organization, and in general perform all duties customary to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board. The Secretary shall have custody of the

corporate seal of the Council, if any, and shall have the authority to affix the same to any instrument requiring it, and when so affixed, it may be attested by his/her signature.

Section 7.4. Agents, Consultants and Employees. The Board may appoint, hire, direct, and discharge all other agents, consultants and employees, who shall have such authority and perform such duties as may be required to carry out the operations of the Council, and may pay compensation at a reasonable, fair-market rate for services rendered. Any employee, agent or consultant may be removed at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 7.5. Executing Authority. No officer shall execute, acknowledge or verify any instrument in more than one capacity, when such instrument is required to be executed, acknowledged or verified by any two or more officers.

ARTICLE VIII – CONTRACTS, LOANS, CHECKS DEPOSITS AND GIFTS

Section 8.1. Contracts. The Board may authorize any officer or agent of the Council, in addition to the officers so authorized by these Bylaws, to enter into any contract or sign any instrument in the name of the Council, and such authority may be general or confined to specific instances.

Section 8.2. Borrowing. No loan shall be contracted on behalf of the Council and no evidence of indebtedness shall be issued unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8.3. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness (issued in the name of the Council) shall be signed by such officers or agents of the Council as shall from time to time be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and may be countersigned by the President or Secretary when countersignature is required.

Section 8.4. Gifts. The Board may accept on behalf of the Council any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Council.

ARTICLE IX – MISCELLANEOUS

Section 9.1. Books and Minutes. The Council shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its Board.

Section 9.2. Fiscal Year. The fiscal year of the Council shall begin on the first day of January and conclude on the last day of December in each calendar year.

Section 9.3. Waiver of Notice. Whenever any notice whatsoever is required to be given under the provisions of the Act, or any successor thereto, or under the provisions of the Articles of

Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

Section 9.4. Indemnification of Directors, Officers, Employees and Agents. The Council shall indemnify all of its present and former directors, officers, employees and agents to the full extent permitted by the Act, or any successor thereto, the relevant indemnification provisions of which Act, or incorporated in such Act, are hereby incorporated herein by reference. To the extent determined from time to time by the Board, the Council shall also cause to be purchased insurance for such indemnification of its officers and directors.

Section 9.4.1. Every person who is or shall be or shall have been a director, officer, or employee of the Council shall be indemnified by the Council, and every person who is or shall be or shall have been an agent of the Council may be indemnified by the Council, in each case to the fullest extent provided under the laws of New York, or a U.S. court of competent jurisdiction, against any and all expenses and liabilities actually and necessarily incurred by him/her or imposed on him/her in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which s/he may be a party by reason of being or having been such director, officer, employee or agent; provided, that there shall be no indemnification in relation to matters as to which s/he shall be adjudged in such claim, action, suit, or proceeding to be liable to the Council for damages arising out of his/her own negligence or misconduct in the performance of a duty to the Council.

Section 9.4.2. Expenses (including counsel fees and other fees, costs, and disbursements, and judgments, fines and penalties against, and amounts paid in settlement by, such director, officer, employee or agent) incurred in defending a civil, criminal, administrative or investigative claim, action, suit or proceeding for which indemnification may be available under Subsection 1 above may be paid by the Council in advance of the final disposition of any such claim, action, suit or proceeding as authorized by the Board upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that s/he is not entitled to be indemnified by the Council or if the amount of the expenses so advances exceed the indemnification to which s/he is entitled;

Section 9.4.3. The provisions of this Section shall be applicable to claims, actions, suits, or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after adoption hereof;

Section 9.4.4. The indemnification provided by this Section shall not be deemed exclusive to any other rights to which such director, officer, employee or agent may be entitled under any statute, agreement, vote of the Board, these Bylaws, or otherwise and shall not restrict the power of the Council to make any indemnification permitted by law;

Section 9.4.5. The Board shall authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability asserted against or incurred by him/her which arises out of such person's status as a director, officer, employee, or

agent or out of acts taken in such capacity, whether or not the Council would have the power to indemnify the person against that liability under law;

Section 9.4.6. If any part of this Section shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected. Any repeal or modification of this Section by the Board shall not adversely affect any right or protection of any director, officer or employee existing at the time of such repeal or modification.

Section 9.5. Compensation. The Council may pay compensation in reasonable amounts to officers, employees, agents, and consultants for services rendered.

Section 9.6. Loans to Directors or Officers. No loans shall be made by the Council to its directors or officers.

ARTICLE X – AMENDMENTS TO BYLAWS

Amendment to these Bylaws may be proposed by the Executive Committee or by a petition signed by fifty (50) members. Proposed amendments shall be adopted if approved by a vote of two-thirds of the members present at any annual, regular or special meeting of the membership.

Adopted by the unanimous consent of the Board this ____ day of September 2020.

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