



## GIRA Mission and Bylaws

*Approved by the GIRA Board of Directors on December 4, 2016*

**Article I. The Corporation.** The corporation shall be known and referred to in these bylaws as "GIRA."

**Article II. Members.** The corporation has no members.

**Article III. Board of Directors.** The Board of Directors shall be known and referred to in these bylaws as the "Board."

*Section 1. Composition and Duties.* The property, affairs, and business of GIRA shall be managed by its Board of Directors, which shall consist of not less than nine nor more than fourteen voting Directors, as the Board of Directors may from time to time determine.

*Section 2. Officers of the Board of Directors:*

(a) The following persons shall be voting officers of the Board:

- (i) the Chief Executive Officer and Chair of the Board of Directors (CEO) of GIRA;
- (ii) the Chief Financial Officer (CFO) of GIRA;
- (iii) the Chief Operations Officer (COO) of GIRA;
- (iv) the Chief Global Strategist (CGS) of GIRA;
- (v) the Executive Secretary (ES) of GIRA;
- (vi) the Secretary-General (SG) of the North American Invitational Model United Nations (NAIMUN);
- (vii) the Secretary-General (SG) of the National Collegiate Security Conference (NCSC);
- (viii) the Executive Director (ED) of NAIMUN;
- (ix) the Executive Director (ED) of NCSC;
- (x) the SG Emeritus of NAIMUN;
- (xi) the SG Emeritus of NCSC;
- (xii) the ED Emeritus of NAIMUN;
- (xiii) the ED Emeritus of NCSC;
- (xiv) a maximum of one individual with title from appointment by the CEO.

(b) The following persons shall be non-voting officers of the Board. Non-voting officers of the Board will be considered active as long as they remain dues paying members of GIRC, as stipulated in Section 12. Non-voting officers may be subject to the removal procedures established in Section 14.

- (i) the SG Grand Emeritus of NAIMUN;
- (ii) the SG Grand Emeritus of NCSC;
- (iii) the ED Grand Emeritus of NAIMUN;
- (iv) the ED Grand Emeritus of NCSC;

(c) Additionally, all members of the Board of Directors of the Georgetown International Relations Club (GIRC) shall serve the GIRA Board in an advisory capacity.

*Section 3. Selection of the CEO.* Each year, the GIRA Board of Directors shall convene to appoint a new CEO of GIRA. The confirmation of the CEO shall be by majority vote by the current Board of Directors:



- (a) The Board shall elect the CEO of GIRA after an appropriate application and interview process as proposed by the Board. This process shall conclude no later than seven (7) days after the conclusion of the fiscal year.
- (b) The decision to approve the CEO shall be made in accordance with the following guidelines:
  - (i) It shall be made only on the basis of merit.
  - (ii) It shall be made with the goal of serving the immediate and future interests of GIRA. The ability of a candidate to carry out the duties and obligations of the position, and the necessity for the position to be well-filled on future GIRA boards, shall be the only considerations.
  - (iii) It shall not be made on the basis of race, creed, gender, or sexual orientation.

*Section 4. Selection of Officers.* Upon the approval of a new CEO of GIRA, a new set of Non-Conference Executive officers shall be nominated by the incoming CEO of the board from a pool of applicants for each position. The standing board must confirm the nomination of each candidate after a board meeting where candidates are interviewed. This confirmation must come in the form of a majority vote of the board. The positions of SG and ED shall be filled as needed within thirty (30) days of the completion of the previous conference.

*Section 5. Vacancies.*

- (a) Vacancies in the Board of Directors must be filled by the nomination of a candidate by the CEO and a majority vote appointment by the Board. In the case of a vacancy, the CEO shall nominate a replacement. After reviewing the application and interviewing the candidate, the Board shall approve or deny the nomination by a simple majority vote.
- (b) If for any reason, the position of CEO becomes vacated or the CEO is unable to fulfill his or her duties, the individual who has served the longest as an active officer of the GIRA Board shall become temporary CEO of GIRA with full powers, until the Board, with a two-thirds (2/3) majority, decides upon further action. If there are two Directors of equal tenure, the SG Emeritus shall take precedence in the chain of succession. This chain of succession applies without consideration to voting status but is still subject to the limitations established in Section 12. The CEO may also appoint a Board Officer to preside over a meeting.
- (c) Neither the Board nor its officers can fill a vacancy in any Emeritus position.

*Section 6. Meetings.* Meetings of the Board of Directors shall be held upon call of the CEO at least twice monthly during the academic year of Georgetown University or more frequently as determined by the Chair of the Board. Notice of the time and place of each meeting shall be given to the Directors by telephone, e-mail, or personally at least two days before the meeting. Additionally, all GIRA members must adhere to the any GIRA attendance policy in place.

*Section 7. Special Meetings.* Special meetings of the Board may be called by the Board upon the written request of one-third of the Directors stating the purpose of such meeting. A notice of at least 24 hours before the meeting shall be given to each director by telephone, e-mail or personally.

*Section 8. Open Board Meetings.* All meetings of the Board, unless otherwise specified in these bylaws, shall be open to the general public.

- (a) The Board may, upon majority vote of those present, go into executive session, which shall be closed. During executive session the Board can discuss any issue it chooses to address, but it must return to normal session in order to vote.
- (b) The closure of any GIRA board meeting shall not exclude any GIRA or GIRC board members from attending and participating in said meeting in their normal capacity. In addition, any individual may be invited by a 2/3 majority vote of the Board to sit in on closed meetings.



- (c) All interviews and deliberations to fill positions on the Board or to carry out a GIRA program shall be closed to the general public. All GIRA and GIRC board members not applying for the position or program are welcome to attend interviews and deliberations. Additional individuals may be invited by a simple majority vote of the Board. The Board may remain in closed session when it votes.
- (d) All individuals who have conflicts of interest with regards to any interview or deliberations, shall recuse themselves from the meeting in which the interview or deliberations takes place.

*Section 9. Quorum and Voting.*

- (a) A majority of the voting Directors and the CEO shall constitute a quorum, unless otherwise specified in these bylaws. If the number of directors present at any meeting constitute less than a quorum, they may adjourn the meeting until a quorum is present.
- (b) All votes shall be presented to the Board by the CEO, and a simple majority vote shall control unless otherwise required by these Bylaws, the "General Corporation Law of the State of Delaware", or the Certificate of Incorporation.
- (c) If the CEO refuses to call a vote on any matter, a two-thirds (2/3) majority of the voting Directors may override the CEO's decision and call for a vote.
- (d) A vote shall only be considered valid if a majority of Board Directors cast a vote.
- (e) Only Board Directors who vote "yes" or "no" shall be considered as having cast a vote.
- (f) An absent director shall be considered as abstaining from all votes unless he or she communicates to the CEO his or her vote prior to the meeting. An individual that misses interviews and deliberations may have his or her opinion read to the Board but shall not be considered as casting a vote to fill the vacancy.

*Section 10. Compensation.* Directors shall not receive any compensation for their services in such capacity but may be reimbursed by GIRA for their reasonable expenses and disbursements on behalf of GIRA. Reimbursements for money expended on behalf of GIRA, NCSC, and NAIMUN be given only when accompanied by a receipt or with the approval of two-thirds (2/3) of the Board of Directors.

*Section 11. Executive and Other Committees.* The Board of Directors may constitute and appoint other committees with such powers and authority as the Board shall designate.

*Section 12. Requirements and Limitations of Participation.* To preserve the equity of the appointment process, as well as the interests of GIRA, certain basic guidelines shall be observed by both the chair and the Board of Directors. GIRA is best served only when both have a clear understanding of their respective roles and obligations as participants in this process.

- (a) No person shall be an officer of the GIRA Board unless they are also concurrently a dues-paying member of GIRC;
- (b) No person shall simultaneously hold more than one voting position on the GIRA Board;
- (c) No person may concurrently hold voting positions on the Boards of GIRA and GIRC;
- (d) The SG and ED of NCSC and NAIMUN cannot hold any other position on the Board of GIRA during their active tenure;
- (e) An individual with an Emeritus position relinquishes the capacity to that position when also in possession of an additional position on the Board of Directors. An Emeritus shall be defined as a person who acted in the capacity of SG or ED in the conference immediately prior to the conference under the responsibility of the currently appointed SG and ED;



- (f) An individual who relinquishes the Emeritus position to hold another position on GIRC or GIRA Board may serve in the Grand Emeritus position the following year;
- (g) Appointments by the CEO shall be made in accordance with the following guidelines:
  - (i) They shall be made only on the basis of merit.
  - (ii) They shall be made with the goal of serving both the immediate and future interests of GIRA. The ability of the candidate to carry out the duties and obligations of the position, and the necessity for the positions to be well-filled on future GIRA boards shall be the only considerations.
  - (iii) The appointments shall not be made on the basis of race, creed, gender, or sexual orientation.

*Section 14. Removal.* A Board Officer may be removed for failure to properly carry out his or her duties, conduct in violation of these bylaws, conduct in violation of the laws of the United States of America, or for any action or inaction that does significant harm to GIRA.

- (a) Any Board Officer may be considered for removal at the written request of one-third (1/3) of the officers of GIRA Board, submitted to the CEO.
- (b) Once such a request is submitted, the CEO must convene a special meeting discuss the removal of any GIRA Board Officer. This meeting shall be closed to the general public and to the individual facing removal. However, the officer facing removal shall be notified of the special meeting at least one (1) day before it is held.
- (c) A vote to remove an officer shall require two-thirds (2/3) of the Board (excluding the individual facing removal) to cast a vote to be considered valid.
- (d) A three-fourths (3/4) majority of votes cast shall be required to remove a Board Officer. The standards for counting votes shall be the same as specified in Article III, Section 9.
- (e) If the individual being considered for removal is the CEO, the written request shall be submitted to the individual who has served the longest on GIRA Board and that individual shall convene and preside over the special meeting.

*Section 15. Resignation.* A Board Officer may resign at any time by giving written notice to the Board of Directors through the CEO or, if in the case of a CEO resignation, through the longest serving member of the Board. If there are two Directors of equal tenure, the notice shall be presented to the SG Emeritus. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

#### **Article IV. Officers.**

*Section 1. Number and Title.* The officers of GIRA shall be the Directors as stipulated in Article III, Section 2.

*Section 2. Duties and Limitations.* The duties and limitations of each Officers of the Board shall be in accordance with the following guidelines:

- (a) Chief Executive Officer and Chair of the Board of Directors. The CEO of GIRA shall be responsible for the general conduct and decisions of GIRA. The CEO shall:
  - (i) Nominate Directors as outlined in Article III, Section 4;
  - (ii) Chair all meetings of the Board and submit all votes to the Board;
  - (iii) Act on the Board's behalf, in particular by consultations and review of the various activities and administration of GIRA;
  - (iv) Nominate a new Secretary General and Executive Director of NCSC within thirty (30) days of the close of the previous NCSC, with all deliberate speed;



- (v) Nominate a new Secretary-General and Executive Director of NAIMUN within thirty (30) days of the close of the previous NAIMUN with all deliberate speed;
- (vi) Attend all meetings of the GIRC Board of Directors.
- (b) Chief Financial Officer. The Chief Financial Officer of GIRA shall be responsible for the supervision and management of the finances of GIRA. The CFO shall:
  - (i) Compile a yearly budget for GIRA to include Alumni Events, maintenance of GIRA facilities and equipment, and funding for GIRC and maintain a ledger of all GIRA finances;
  - (ii) Coordinate and approve financial transactions of all activities of GIRA;
  - (iii) Work with the SG and ED of each conference to compile a budget prior to that budget being submitted to the Board for approval;
  - (iv) Complete tax forms by 30 May of each year;
  - (v) Ensure that all names on GIRA accounts are updated each year and that all bills, fees, and vendor contracts are paid in full in a timely fashion;
  - (vi) Provide reimbursement for GIRA expenses as stipulated in Article 3, Section 10.
- (c) Chief Operations Officer. The Chief Operations Officer of GIRA shall be responsible for the promotion and maintenance of the logistical viability of the activities of GIRA. The COO shall:
  - (i) Maintain a report on the inventory of all GIRA non-monetary resources, which will be made available to the Board.
  - (ii) Assist the CEO in organizing and effectively accomplishing the activities of GIRA;
  - (iii) Assist the SG and ED of NCSC and NAIMUN in satisfying the logistical requirements of each conference at minimum waste and cost.
  - (iv) Coordinate the application and disbursement process for the GIRA Global Generations Grant.
- (d) Chief Global Strategist. The Chief Global Strategist of GIRA shall be responsible for the development and maintenance of GIRA's partnership with international education organizations. The CGS shall:
  - (i) Act as the primary point of contact for all correspondence between the Board and international partners.
  - (ii) Develop, negotiate and review contracts and Memorandums of Understanding (MOUs) that guide the relationship between GIRA and its international partners.
  - (iii) Coordinate, confirm and execute logistics required for international travel through GIRA programs, including visa acquisitions.
- (e) Executive Secretary. The Executive Secretary shall perform all the duties generally pertaining to the office of Secretary including recording and distributing minutes for each meeting of the Board.
- (f) Secretary-General of NAIMUN and NCSC. The Secretary-General is responsible for all substantive aspects of the conference. The SG shall:
  - (i) Select Senior and General Staff in consultation with the Executive Director;
  - (ii) Determine committees and topics for the conference;
  - (iii) Manage in concert with the ED the registration process;
  - (iv) Allocate country and position assignments to schools;



- (v) Oversee production, distribution, and enforcement of rules of procedure;
- (vi) Ensure the production, distribution, and quality of background guides and other materials for the conference is to a high academic standard.
- (g) Executive Director of NAIMUN and NCSC. The ED is responsible for coordinating logistics and securing all materials necessary for running the conference. The ED shall:
  - (i) Compile and maintain an accurate conference budget, to be reported to the Board of Directors;
  - (ii) Coordinate activities and relations with hotels;
  - (iii) Manage in concert with the SG the registration process;
  - (iv) Secure conference materials from vendors at competitive prices;
  - (v) Manage conference website;
  - (vi) Manage administrative senior staff to achieve these goals.
- (h) SG and ED Emeritus of NAIMUN and NCSC. The Secretary General Emeritus and Executive Director Emeritus are responsible for facilitating the transition from each conference to the succeeding one. The SG and ED Emeritus shall:
  - (i) Complete and transfer the Report of the Secretary General and Executive Director;
  - (ii) Transfer all staff lists, background guides, and registration information,
  - (iii) Act in an advisory capacity to the Secretary General and Executive Director in preparation for the next conference.

## **Article V. Finance and Property.**

*Section 1. Fiscal Year.* The fiscal year of GIRA shall end on April 30th of each year.

*Section 2. Contributions.* Contributions, bequests, and gifts to GIRA shall be accepted only upon authorization of the Board.

*Section 3. Depositories.* All funds of GIRA shall be deposited to the credit of GIRA in such banks or depositories and under such terms and conditions as may be determined by the Board.

*Section 4. Property.* Title to all property shall be held in the name of GIRA.

*Section 5. Approved Signatures.* All checks, drafts, and other orders for the payment of money shall be signed by such officer or agents as shall be thereunto authorized by the Board. This authorization extends only to the individual named by the Board, and may not be delegated, transferred or placed upon any other individual without majority approval of the Board of Directors.

*Section 6. Contracts and Debts.* Contracts may be entered into, or debts incurred only as directed by the resolution of the Board or by its appointed delegate. When the execution of any contract or other instrument has been authorized by the Board without specification of the executing officers, the CEO, or whomsoever he shall designate, shall execute the contract or instrument.

*Section 7. Budget.* The budgets of NCSC, GIRA, and NAIMUN shall be automatically subject to review and reconsideration by the Board at any time that a line item expense exceeds 10% of the previously approved line item amount. Should time be a constraint, the CEO and CFO may authorize an expenditure to exceed the previously approved amount by more than 10% so long as the Board is notified at its next meeting. Once the Board is notified, a vote shall be taken and a 2/3 majority of voting Board members is required to approve the additional amount above the original allocation. If the allocation is not approved, the Board may request that the individual making the transaction reimburse the Board out of personal funds.

*Section 8. Financial Reports.* At the Board's request, the CFO shall give the Board a report on the GIRA financial position in a form to be determined by the Board. At the Board's request and at least once a semester,



the CEO must perform an audit of GIRA finances in conjunction with the CFO and any interested officers and report their findings to the Board. The CFO must prepare and present to the Board an updated and accurate statement of cash flows, balance sheet, and income statement at least once a month and provide a review of the operations budget once a semester.

*Section 9. Investment Policy.* The Board shall determine what investments GIRA shall make with its available funds. The CFO without Board approval may place GIRA funds in only the following investment vehicles: Savings and Checking accounts at federally insured institutions, Certificates of Deposit of six months or less majority of votes cast, an Investment Guidelines document, which shall detail the manner in which GIRA will invest any money outside of the options listed above.

- (a) The Investment Guidelines document should allow for the guidance of an experienced financial manager in determining GIRA's investments.
- (b) The Investment Guidelines document should not allow for any individual to unilaterally invest funds in a manner other than those listed above, without a 2/3 majority of votes cast.
- (c) After the appointment of a new CEO and Board of Directors, the new Board shall review, amend, and approve the Investment Guidelines document.

*Section 10. GIRC Allocation.* The Board shall approve, by a 2/3 majority of votes cast, a GIRC Allocation policy. The Board shall follow this policy in determining the manner and sum of any allocation made to GIRC. After the appointment of a new CEO and Board of Directors, the new Board shall review, amend, and approve the GIRC Allocation policy.

#### **Article VI. Amendments and Miscellaneous.**

*Section 1. General Powers.* These Bylaws may be altered, amended, or repealed, except as specified in Article VI, Section 2, at any regular or special meeting of the Directors by a two-thirds (2/3) majority of votes cast. Any notice of a meeting of the Directors at which these Bylaws are to be altered, amended, or repealed shall include written notice of such proposed action.

*Section 2. Restrictions.* The Board shall not have power to alter or amend these Bylaws in such manner as to permit any Director, officer, agent or employee of GIRA ever to receive any compensation of any pecuniary profit from the operations of GIRA (except reasonable compensation for services actually rendered to GIRA in effecting one or more of its purposes) or to receive any part of the property or assets of GIRA upon its dissolution or termination. The Board shall not have the power to alter or amend Article VI, Section 1 or Article VI, Section 2.

*Section 3. Liability.* No officer of the Board nor any officer or employee of GIRA shall be liable for any losses on invested funds except by reason of malfeasance or gross neglect of duty as determined by a 2/3 majority vote of the Board.

*Section 4. Principal Office.* The principal office of GIRA shall be located in such place as the Board may from time to time designate and in accordance with the incorporating company of GIRA. GIRA may also have other offices within or without the State of Delaware as the Board of Directors may from time to time determine.

*Section 5. Books.* The books of the corporation may be kept (subject to any provision contained in the Statutes) outside the State of Delaware at such place or places as may be designated by the Board of Directors.

*Section 6. Seal* The seal of GIRA shall bear the name of the corporation and shall be in such form as the Board of Directors may determine.

*Section 7. Personnel Policy.*

- (a) All Board and Staff positions shall be open to anyone who is a dues-paying member of the GIRC by the deadline to vote in GIRC elections.
- (b) A notice listing all available positions, necessary qualifications, and other important applicant information shall be placed in a GIRC newsletter. This newsletter should be sent out in time to reach members before the deadline to apply for any position passes.



- (b) GIRA, its officers, and its directors do not discriminate on the basis of race, creed, color, sex, sexual preference, or ethnic background.

*Section 8.* GIRA will maintain an insurance policy that provides adequate coverage for all of GIRA's operations at the discretion of the Board and which shall at a minimum comply with all requirements of the NAIMUN and NCSC hotels. If the selected policy requires background investigations of the Board of Directors, all applicants to the GIRA Board must be notified that a professional investigation may be conducted once appointed.

*Section 9.* Upon appointment to the GIRA Board of Directors, each Director must review these Bylaws and any additional policy deemed necessary by a majority of the Board. All Directors must agree to abide by all GIRA policies by signing a Statement of Understanding which will be kept on record by the COO.

*Section 10.* Standard operating procedures (SOPs) may be developed by the Board to institutionalize practices and data. SOPs shall take the form of written documents accessible by all Directors. SOPs shall serve as guiding documents for GIRA practices and shall be followed by all GIRA members.

- (a) SOPs shall take effect once approved by a simple majority vote.
- (b) SOPs may be altered, amended or repealed through a simple majority vote.
- (c) At the beginning of each academic year, the existing SOPs must be reviewed and reapproved by the incoming Board of Directors through a simple majority vote. This process shall be completed within 2 weeks of the beginning of the Fall semester.
- (d) If existing SOPs are not approved within the allocated 2 weeks, they immediately become null and void.
- (e) In case of a conflict between an SOP and the GIRA bylaws, these bylaws shall take precedence.

*Section 11. Dissolution.* GIRA may be dissolved by a 3/4 majority vote. The vote for dissolution shall require 2/3 of the Board to cast a vote to be considered a valid vote. If any assets of GIRA remain after dissolution, they shall be donated to Georgetown University for the purpose of funding activities relating to international affairs. The Board may designate by a simple majority vote to specifically donate the funds to a particular club or program within Georgetown University.

