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# WORCESTER WORLD AFFAIRS COUNCIL

## Bylaws

March 29, 2022.

# Worcester World Affairs Council

## BYLAWS

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## WORCESTER WORLD AFFAIRS COUNCIL (WWAC)

### BYLAWS

#### ARTICLE I.

##### Mission, Vision & Values Statements.

##### 1) Mission Statement.

The **Mission** of the Worcester World Affairs Council (WWAC) is to educate, inspire & engage our members in international affairs & critical global issues of our times.

##### 2) Vision Statement.

In pursuit of that mission, our **Vision** is to affiliate ourselves with a national organization having similar objectives, & to provide a convivial setting for members & invited speakers to meet & discuss those issues.

##### 3) Values Statement.

We endorse the **Values** which foster a culture of teamwork, participation, acknowledgment, respect, inclusivity & transparency.

#### ARTICLE II.

##### Policies.

- 1) The WWAC complies with State & Federal Laws prohibiting discrimination in its educational programs on the basis of race, color, national origin, ethnicity, sex, religion, disability, age, marital or parental status, sexual orientation, genetic information or family medical history, military status, or other legally protected status.
- 2) All WWAC policies are approved by the Board & are modified as needed.
- 3) The WWAC Policies should generally be in compliance with the policies of the World Affairs Council of America (WACA), based in Washington, DC.
- 4) The WWAC & the WACA are guided by the principle which states that these entities do not have any political orientation.
- 5) Prior to the WWAC lecture, permission is to be obtained from each Speaker if the lecture can be recorded or not.

**ARTICLE III.**

**Members.**

- 1) Membership in the WWAC is open to anyone, regardless of race, color, national origin, ethnicity, sex, religion, disability, age, marital or parental status, sexual orientation, genetic information or family medical history, military status, or other legally protected status.
- 2) Membership in the WWAC shall be open to all who remain in good standing & is subject to any maximum limits established by the Board.
- 3) The term of the membership shall be one year.

**ARTICLE IV.**

**Affiliation.**

- 1) The WWAC is affiliated with the World Affairs Council of America (WACA) based in Washington DC. Participation in the WACA shall be reviewed annually.
- 2) The WWAC shall participate with & carry the benefits bestowed by virtue of the organization's affiliation with the WACA.

**ARTICLE V.**

**Fiscal Year.**

Except as from time to time determined by the Board of Directors, the fiscal year of the Corporation shall begin on August 1 & end on July 31 of each year.

**ARTICLE VI.**

**Board of Directors**

- 1) Powers.
  - a) The business of the Corporation shall be managed by a Board of Directors who shall exercise all the powers of the Corporation.
  - b) Hereafter, the Corporation is referred to as the 'WWAC' & the Board of Directors is referred to as the "Board".

2) Election.

- a) The Election shall be held at the Annual Meeting of the Board.
- b) The Board shall consist of not more than eleven Directors.
- c) The Board shall consist of Directors who are elected to serve as Officers, Committee Chairs, Coordinators or as elected Directors At Large.
- d) The President, Vice President, Treasurer & Clerk, shall be recommended by the Nominating Committee, elected by the Board as Officers & also constitute its Executive Committee.
- e) The President shall Chair the Executive Committee & preside at meetings of the Board. In his/her absence or inability the Vice President shall exercise the same authority.
- f) Individuals may be elected to multiple Offices or Chairs, except the President, who during her/his term must serve as President & no other role.
- g) Individuals who have been elected simultaneously to multiple roles as Officers, Committee Chairs or Coordinators, will have only one vote.
- h) There shall be a maximum of two At-Large members of the Board, who are elected when the Board considers it necessary.

3) Term Limits.

- a) The President & the Vice President shall each serve a non-renewable term of two years.
- b) All other Directors shall serve on the Board for a term of two years which is renewable for an additional two years.
- c) Directors will be chosen as much as possible to have staggered terms so that approximately 1/3 of the Directors will finish their terms each year. In pursuit of that objective, it may be necessary from time to time to elect or reelect a Director for a term of one or three years.
- d) Any Director may resign by delivering her/his written resignation to the President. Such resignation shall be effective upon its receipt unless it is specified to be effective at some other time.
- e) A capable and willing Officer may be excused for one year from the term limit, with a 2/3 majority vote of the Board, provided another Board member agrees to assume her/his responsibilities.

4) Vacancies.

- a) Any vacancy in the Board, however occurring, may be filled by vote of a majority of the Directors then in office.
- b) That Director will complete the remainder of the term of the Director whose position is vacant & be eligible to be nominated for a second two-year term.

- 5) Removal.
  - a) A Director may be removed from office with or without cause by vote of a majority of the Directors then in office.
  - b) A Director may be removed from office with or without cause, only after reasonable notice & opportunity to be heard before the Board.
- 6) Meetings.
  - a) Regular meetings.
    - i. The Board may hold meetings at such places & at such times as the President may from time to time determine.
    - ii. A minimum of three meetings, including the annual meeting, of the Board should be held in each Fiscal Year.
  - b) Annual Meeting.
    - i. The President shall determine the date, hour, place & manner of conducting the annual meeting of the Board provided that such meeting is scheduled to occur during July of each year.
    - ii. The purpose of the annual meeting is to elect Officers & Directors, to review the financial health of the WWAC, approve budgets, to evaluate the activities of each Committee of the Board, to set goals & specify the annual dues of the membership.
  - c) Special meetings.
    - i. They may be held upon the oral or written call by the President, Treasurer, or two or more Directors, designating the date, hour & place thereof.
    - ii. Notice of the date, hour & place of all special meetings of the Board of Directors shall be published in writing or by electronic means at least seven days before such meeting.
    - iii. Urgent matters can be dealt with by the Executive Committee, & the President shall inform the Board as soon as possible.
  - d) All meetings may be held in person or by videoconference or the hybrid modality, i.e., in person & videoconference.
  - e) Meetings are not for attribution & the words of our Speakers will not be published except with their prior permission.
- 7) Quorum.
  - a) At any meeting of the Board, a simple majority of the Board then in office shall constitute a quorum.
  - b) When less than a quorum of the Board is present:
    - i. The meeting can be adjourned, with further action as determined by the President.
    - ii. The meeting can be held, but no legal action can be taken except at a subsequent meeting at which a quorum exists.

- c) One or more Directors may participate in a meeting of the Board by a telephone or video conference by means of which all persons participating in the meeting can communicate with each other at the same time.
- 8) Compensation.
  - a) The Directors shall serve without compensation.
- 9) Action at a Meeting.
  - a) At any meeting of the Board at which a quorum is present, a majority of those present may take any action on behalf of the Board.
- 10) Action Without a Meeting.
  - a) Any action by the Board may be taken without a meeting if a written consent thereto is signed electronically by all the Directors then in office & filed with the records of the meetings of the Board. Such consent shall be treated as a vote of the Board for all purposes.
- 11) Amendment of Bylaws.
  - a) The Bylaws of the WWAC may require amendment from time to time & must be voted on by a two-thirds majority of the Board.
- 12) Compliance.
  - a) The board shall ensure that the WWAC is in compliance with all local, state & federal rules & regulations governing nonprofit entities.

## **ARTICLE VII.**

### **Officers, Committees & Coordinators.**

- 1) The full details including the Roles & Responsibilities of the Officers, Committee Chairs & Coordinators are given in the 'Roles & Responsibilities' & the 'Operating Procedures & Work Flows' Documents.
- 2) The Board may create from time to time, Standing Committees & may also create Ad-Hoc Committees for short-term specified tasks. Chairs of Standing Committees & the Coordinators also serve as Directors.
- 3) The Board shall consist of the following:
  - a) The Officers.
  - b) The Chairs of the Membership, Nominating & Speakers Committees.
  - c) The Coordinators for Communications & Students.
  - d) The Technology Advisor shall serve as an invited guest of the Board & will participate in Board meetings when requested.

- e) Up to two At-Large members.
- 4) The President shall not serve as a Chair of a Committee, but is invited to all the Committee Meetings with no voting rights.
- 5) All Officers & At Large members, except the President, are eligible to become Chairs of Committees or Coordinators.
- 6) Recruitment of Committee members is the responsibility of the individual Committee Chairs.

#### **ARTICLE VIII.**

##### **Corporate Records.**

- 1) The following documents (including, original, attested, paper or electronic copies) shall be kept with:
  - a) **The Clerk:**
    - The Bylaws, & all updates.
    - The 'Roles & Responsibilities' Document & all updates.
    - The 'Operating Procedures & Work Flows' Document & all updates.
    - The minutes of all the meetings of the Board.
    - The names & the addresses of all the Directors & Officers.
    - All regulatory & legal filings as listed in the 'Operating Procedures & Work Flows' Document.
    - Articles of Incorporation, name change & tax-exempt status.
  - b) **The Treasurer:**
    - 
    - Bank records & all regulatory & legal filings as listed in the 'Operating Procedures & Work Flows' Document.
- 2) These documents shall be transferred to those individuals who are elected to serve as Clerk or Treasurer when they assume those responsibilities.

#### **ARTICLE IX.**

##### **Dispersal of Funds.**

In the event that the WWAC is dissolved as a non-profit Corporation, the funds held in account by the WWAC shall be dispersed as follows:

- 1) The Executive Committee considers the options for donating the funds to a nonprofit charitable entity or entities.
- 2) The recommendation(s) are presented to the Board.
- 3) A simple majority of the Board votes on the recommendation(s).
- 4) The funds are dispersed to the charity after ensuring that all debt obligations of the WWAC have been met.



5) The Bank accounts are then closed after all regulatory filings are completed.

Approval.

Approved by the Board of Directors of the WWAC	
	Date
Approved	March 29 <sup>th</sup> , 2022
Supersedes	October 3 <sup>rd</sup> , 2017