

**BYLAWS
OF
INDIANA MODEL UNITED NATIONS INC**

The name of the organization is Indiana Model United Nations Inc. The organization is organized in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. The organization shall not grant monetary compensation to any of its employees or ever employ persons in the organization, except by amendment of the bylaws, and pursuant to the relevant state and federal laws. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

Article I – Membership

Section I. Indiana Model United Nations allows and encourages individuals to become members of the organization and to seek leadership positions within it regardless of race, gender, sexuality, religious denomination, or any other such distinction.

Section II. Those who seek to become or remain members of Indiana Model United Nations are obligated to sign a biannual membership contract – with the accompanying Delegate Code of Conduct. Members who are selected to attend conferences that the organization attends will be required to pay financial dues to the organization – unless otherwise determined after consultation with the treasurer.

Section III. Removal from the organization may be effected should a member fail to attend the regular General Body meetings, fail to meet the expectations laid out in the Delegate Code of Conduct, or does not participate in Indiana Model United Nations' Conference. Moreover, the Board of Directors has discretion in the determining of cases of perceived misconduct which does not fit precisely in any of the aforementioned situations.

Section IV. Indiana Model United Nations holds a Zero Tolerance Policy regarding all forms of sexual misconduct, which refers to sexual harassment, sexual assault, other forms of sexual violence, dating violence, domestic violence, sexual exploitation, and stalking. Should a report regarding any of the aforementioned be submitted, an investigation will be conducted by the Board of Directors. Should a member be found in violation of Indiana Model United Nations sexual misconduct policy, the member will be expelled from the organization immediately and barred from the organization forevermore. This will be followed, if necessary, by referral to any relevant authority, organization, or individual as determined by the Board of Directors.

Section V. The Board of Directors has ultimate authority on any and all matters relating to membership within the organization.

Article II – Meetings and Attendance

Section I. Regular Meetings that involve the General Membership of Indiana Model United Nations shall be held weekly for the purposes of the training the General Membership, holding practices in preparation for competition and travel conferences, and for other official activities. These meetings may be suspended or cancelled at the discretion of the President of the organization.

Section II. Attendance at the General Body Meetings are mandatory for all members, including members of the Board of Directors; two absences per term are permitted, allowing for twenty-four hours of advance notice.

Section III. Mandatory attendance at the General Body Meetings may be waived by the President of Indiana Model United Nations should a member of the organization have a competing obligation that is mandated and cannot be rescheduled – e.g. a University Course, a position of employment, religious observances, etc.

Section IV. An annual meeting must be held for the purposes of holding elections for the various director positions, as well as conducting any other business which the Board of Directors deems necessary.

Section V. The Board of Directors of Indiana Model United Nations shall, in addition to the General Body meetings, attend a regular Meeting of the Board; A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than quorum.

Section VI. Special meetings may be called by the President.

Article III – Directors

Section I. The President and Chairman of the Board. The President shall serve as the chief executive officer of the organization and shall:

- a. Be counted as the senior-most member of the Board of Directors.
- b. Act as the primary representative and liaison of the organization to outside partners, affiliates, organizations, former members, etc.
- c. Determine the time and places of General Body Meetings, the meetings of the Board of Directors, and any executive committees.
- d. Hold primary responsibility for the recruitment of new members to the organizations.
- e. Be the secondary card holder for the organization's bank account and oversee financial decisions.
- f. Be responsible for maintaining general members apprised of any important decisions made by the board and consult with the general membership as s/he deems fit.

- g. In addition to the Board of Directors' generally being able to appoint an executive committee, the President may do so through his or her own prerogative – those committees created through the President's own prerogative may also be dissolved or prorogued through the President's own prerogative.
- h. Oversee the conduct of the rest of the Board of Directors to ensure the proper discharge of their duties.
- i. The President shall, by their own discretion, set up an executive Social Committee with the purpose of planning, coordinating, and overseeing social events for the organization. The President may determine the membership of the executive committee by appointment, through the taking of volunteers, or whatsoever way he or she chooses. The executive events committee is accountable to the Presidency and, being formed under the said office, can be dissolved by the President and its members dismissed by the President.
- j. Candidates for the presidency must hold at least one year of previous experience on the Board of Directors. If no eligible member chooses to be a candidate for the position, then the requisite for candidacy may be extended to those who have at least two years of experience on any executive committee formed under the Board of Directors. Failing this, then the candidacy may be opened to all members of the organization who have been members for the year prior.

Section II. The Vice-President. The Vice President shall:

- a. Be counted as the second-most senior member of the Board of Directors.
- b. Maintain the bylaws of the organization.
- c. Perform the duties of the President should the President be absent or indisposed and assist generally in the duties of the President.
- d. Prepare an agenda for the meetings of the Board of Directors and preside over said meetings.
- e. Shall similarly preside over and facilitate debate and any major votes of the Board of Directors, i.e. impeachment of a director, dissolution or creation of any executive committee, the removal of any members, and the prorogation of any general or board meetings.
- f. In the case of the President being permanently indisposed, be it physical injury, resignation, impeachment, etc. the Vice President shall assume the Presidency until the end of the what would be the previous President's term.
- g. Oversee the conduct of the rest of the Board of Directors to ensure the proper discharge of their duties.
- h. Perform other duties as directed by the President.

Section III. The Treasurer and Chief Financial Officer. The Treasurer shall:

- a. Be counted the third-most senior member of the Board of Directors.
- b. Conduct the financial affairs of the organization, including any formed executive committees, as directed and authorized by the Board of Directors.
- c. Make regular reports of the organization's finances to the Board of Directors, this must be accomplished at least bimonthly.
- d. Prepare and submit an annual budget – to be approved by the Board of Directors.
- e. Maintain thorough and detailed financial records for the organization.

- f. Coordinate with sponsors, bank partners, and other financial supporters of the organization in order to ensure adequate funding.
- g. Coordinate, along with the Office of the President, fundraising efforts by the organization.
- h. Collect fees from dues-paying members on a biannual basis.
- i. Represent the organization at official functions which involve funding and financial opportunities and support for the organization.
- j. Be the primary card holder for the organization's bank account.
- k. Keep an accurate list of the directors, and have the authority to certify any records, copies of records, etc. as the official records of the organization.
- l. Perform other duties as directed by the President.

Section IV. The Conference Coordinator. The Conference Coordinator shall:

- a. Organize logistics for all conferences the organization will attend.
- b. Distribute conference assignments, once decided upon by the selection committee, and answer other conference related questions from members.
- c. Work with the staff and representatives of attended conferences, hotels, transport companies, etc. in order to ensure the ability of the organization to attend conferences.
- d. Be a secondary cardholder of the organization's bank account.
- e. Work with the Treasurer to ensure sufficient funding for all conference-related expenses of the organization.
- f. Perform other duties as directed by the President.

Section V. The Member Educator (2). The Member Educators shall:

- a. Be responsible for the training and education of members of the organization on necessary skills to participate and excel in conferences.
- b. Plan and lead educational activities during General Body Meetings for the benefit of all members.
- c. Plan and lead educational activities outside of normal meetings, particularly the weekly committee simulations.
- d. Prepare and submit an annual schedule to the Board of Directors for approval.
- e. Regularly post educational materials online so that members can access them.
- f. Perform other duties as directed by the President.

Section VI. Secretary-General. The Secretary-General shall:

- a. Preside over the Indiana Model United Nations Conference Executive Planning Committee, known as 'Secretariat,' being a permanently instituted executive committee – though otherwise being subject to the normal procedures particular to executive committees suborned to the Board of Directors.
- b. Organize and preside over the annual Indiana Model United Nations Conference (IndianaMUNC)
- c. Update the Board of Directors on the progress of IndianaMUNC throughout the year.
- d. Appoint members of the organization to the Secretariat Executive Committee to his or her discretion.
- e. Be the primary decision-maker in those matters regarding IndianaMUNC.
- f. Perform other duties as directed by the President.

Section VII. Communications Director

- a. Give notice of all meetings of the Board of Directors and open executive committees, if any, to members.
- b. Maintain the minutes of the Board of Directors' meetings and all committee meetings.
- c. Record attendance of directors and members at meetings.
- d. Send official communication to members of the organization as well as outside affiliates, sponsors, organizations, etc. – the latter group being done in conjunction with the office of the President.
- e. Promote the organization through the usage of social media, and maintain communication through those avenues.
- f. Perform other duties as directed by the President.

Section VIII. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year, or until a successor has been elected and qualified.

- a. The President, Vice President, Communications Director, and Member Educators will be elected by a popular vote of organization members at the annual meeting.
- b. The Treasurer and Conference Coordinator will be selected for their positions by a majority of an executive committee convened by the President annually.
 - a. The Executive Committee to select the Treasurer will consist of the President, current Treasurer, Secretary-General, and any other member appointed to the committee at the President's discretion.
 - b. The Executive Committee to select the Conference Coordinator will consist of the President, current Conference Coordinator, and any other member appointed to the committee at the President's discretion.
- c. Candidates to the post of Secretary-General may be nominated by the following manners:
 - a. Recommendation by the current Secretary-General
 - i. The Secretary-General has the discretion to nominate a member of the organization who does not meet the prescriptions laid out in Article V, Section III, clause a, sub-clause b only if the Secretary-General obtains a second from the President or Vice President.
 - b. Recommendation by the President
 - i. The President has the discretion to nominate a member of the organization who does not meet the prescriptions laid out in Article V, Section III, clause a, sub-clause b only if the President obtains a second from the Secretary-General or the Vice President.
 - c. Self-nomination by the Secretary-General in the case he or she wishes to be re-appointed.
- d. Once nominated, the Secretary-General will be appointed following a 2/3 majority of the Board of Directors, a vote in which the President shall hold the power of veto.
 - a. Should any member of the Board of Directors be considered for the position of the Secretary-General, they are to refrain from voting – if the President is being considered for the position, then his or her veto will pass on to the Vice President.

Section IX. Quorum. A majority of directors shall constitute a quorum.

- a. If an individual holds two or more directorial positions, then their vote counts only as one in quorum and voting.
- b. If a director is absent from a meeting with 24 hours notice, that director may pass their vote to the Vice President to act as proxy only if that absent director signals so through writing and specifies the particular issue for which they wish their vote-by-proxy to be deployed.

Section X. Special Votes in absence of quorum. In cases where quorum is impossible or difficult to be achieved, as determined by the President or Vice President, and a decision is either immediately necessary or immediately desirable – the President may convene a special impromptu meeting wherein the three senior-most directors (i.e. the President, Vice President, and Treasurer) may make a decision as binding as if it were decided upon by a majority of the entire Board of Directors. In cases at or relating to conferences, the Conference Coordinator may be called to replace the Treasurer’s vote at the aforementioned meeting. In cases such as these, all three voting members must either be physically present or clearly audible by any manner of telecommunications device or system.

Section XI. Adverse Interest. In the determination of a quorum of directors or in a vote, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote. Save for when the vote or discussion in question directly concerns a specific director, in which case that director will not be able to vote and must absent his or herself from the debate and/or vote should requested by one or more of the other directors present.

Section XII. Removal. A director shall be subject to removal if he or she has been absent – without an excuse accepted by the Vice President – for three consecutive regular meetings of the Board. Moreover, a director shall be subject to removal, with cause – determined by the Vice President – at a meeting called for that purpose. Any vacancy of a directorial position caused by removal or by any other happenstance will be filled by one of two possibilities: (1) in cases of clear seniority, i.e. the Vice Presidency is vacant and the Treasurer assumes the duties thereof or (2) in cases of special appointment by the President, i.e. The President appoints the Conference Coordinator to assume the duties of the Treasury.

- a. Any director may submit a request to the Vice President calling for a meeting to discuss the impeachment of any director.
- b. The Vice President shall duly call a meeting to discuss the impeachment of the mentioned director, presiding over and facilitating discussion to that effect.
- c. A vote to impeach must be called by the Vice President, who will only do so after a motion to vote has been proposed and seconded. The vote to impeach requires only a simple majority.
- d. The impeached director must be notified with twenty-four hours after the conclusion of the vote, after which he or she has a further seventy-two hours to notify the Vice President of their intent to appeal or abide the decision.
- e. In case of appeal, the director may defend him or himself at another meeting called by the Vice President. Following a period of discussion, the Vice President will – at their own discretion – call for another vote. In order to maintain the impeachment, the vote must be carried by a two-thirds majority.

- f. In case that it is the Vice President him or herself that is being considered for impeachment, the above duties are to be borne by the President.

Article IV – Duties and Powers of the Board of Directors

Section I. The Board of Directors of Indiana Model United Nations shall be responsible for managing the organization, and is empowered by its members to do what they deem to be necessary in the pursuit of the betterment of the organization, its members, and its standing.

Section II. The Board of Directors is empowered to create any executive committee to manage a particular situation or task; e.g. Financial Committee, Banquet Planning Committee, etc. Any such committee must be placed under the direction and supervision of one or more members of the Board of Directors, who shall be responsible for its duties. The formed committee may, should it be felt that the committee in question has failed in its duties or is otherwise lacklustre in the execution of those duties, be disbanded by the Board of Directors. The Board member(s) who are responsible for the committee in question would be deprived of their right to vote in such a case.

Section III. The members of the Board of Directors are permitted to carry their duties out as they see fit, they may be overruled only following a two-thirds majority vote by the Board in order to discharge them of a particular duty or force them to carry out a particular action.

Article V – Indiana Model United Nations Conference

Section I. Purpose. The Indiana Model United Nations Conference, referred to as IndianaMUNC, is an annual conference hosted by the organization for high students to engage in Model United Nations and an educational environment.

Section II. Membership. All members of the organization are required to participate in IndianaMUNC as staff and will be overseen by the Secretary-General.

Section III. Secretariat. A permanent executive committee, referred to as ‘Secretariat’, will be in charge of planning IndianaMUNC and the Secretariat shall be appointed, chaired, and managed by the Secretary-General. To be eligible to serve on Secretariat, an individual must be a member of IndianaMUN. The Secretary-General reserves the right to appoint more than 1 individual to any given position. The Secretariat may consist of the following:

- a. Secretary-General. The Secretary-General shall oversee the entire staff and logistics of IndianaMUNC and will have the power to make any final decisions unless overturned in accordance with Article IV, Section 5.
 - a. The Secretary-General will appoint all members of the Secretariat executive committee within 45 days of taking office.
 - b. At least one year of prior Secretariat experience is Required.
- b. Director-General. The Director-General will be the head of the logistics side of IndianaMUNC overseeing the Under-Secretary-Generals of Operations, Finance, and Public Relations. The Director-General will answer directly to the Secretary-General and

ensure that IndianaMUNC is logistically sound. The Director- General will also do any other tasks as directed by the Secretary-General. At least one year of prior Secretariat experience is required.

- c. Chief of Staff. The Chief of Staff will be the head of the conference side of IndianaMUNC overseeing the Under-Secretary-Generals of Policy, Crisis, and General Assemblies and Specialized. The Chief of Staff will answer directly to the Secretary-General and ensure that IndianaMUNC public side of the event is a positive reflection of the organization. The Chief of Staff will also do any other tasks as directed by the Secretary-General.
- d. Under-Secretary-General of Operations. The Under-Secretary-General of Operations will aid the Director-General in managing all logistical tasks for IndianaMUNC including, but not limited to, acquisition of supplies, booking of hotels, securing transportation, processing registrations. The Under-Secretary- General of Operations will oversee the logistics and conference services team and will answer directly to the Director-General. The Under-Secretary-General of Operations will also do any other tasks as directed by the Director-General or Secretary-General.
- e. Under-Secretary-General of Finance. The Under-Secretary-General of Finance will automatically be awarded to the Treasurer of the Board of Directors. The Under-Secretary-General of Finance will manage all revenue and expenses for IndianaMUNC and will work with the Director-General and Under-Secretary-General of Operations on the logistics of IndianaMUNC. The Under-Secretary-General of Finance will oversee the delegate services team and will answer directly to the Director-General. The Under-Secretary-General of Finance will also do any other tasks as directed by the Director-General or Secretary-General.
- f. Under-Secretary-General of Policy. The Under-Secretary-General of Policy will oversee the chairs of each committee in the writing of background guides, education guides, and implement changes to IndianaMUNC Rules of Procedure (RoP). The Under-Secretary-General of Policy will answer directly to the Chief of Staff. The Under-Secretary-General of Policy will also do any other tasks as directed by the Chief of Staff or Secretary-General. The position of Under-Secretary-General may, at the discretion of the Secretary-General, be appointed to the Chief of Staff, or apportioned between the Under-Secretaries-General of General Assemblies, Specialized Committees, or Crisis.
- g. Under-Secretary-General of Crisis. The Under-Secretary-General of Crisis will oversee all crisis committees at IndianaMUNC including their staff. The Under-Secretary-General of Crisis will answer directly to the Chief of Staff. The Under-Secretary-General of Crisis will also do any other tasks as directed by the Chief of Staff or Secretary-General.
- h. Under-Secretary-General of General Assemblies. The Under-Secretary-General of General Assemblies will oversee all general assembly committees at IndianaMUNC including their staff. The Under-Secretary-General of General Assemblies will answer directly to the Chief of Staff. The Under-Secretary-General of General Assemblies will also do any other tasks as directed by the Chief of Staff or Secretary-General.
- i. Under-Secretary-General of Specialized. The Under-Secretary-General of Specialized Committees will oversee all specialized committees at IndianaMUNC including their staff. The Under-Secretary-General of Specialized Committees will answer directly to the Chief of Staff. The Under-Secretary-General of Specialized Committees will also do any other tasks as directed by the Chief of Staff or Secretary-General.

- j. Under-Secretary-General of Public Relations. The Under-Secretary-General of Public Relations will present IndianaMUNC in a favorable way to participants, potential participants, sponsors, and any other interested individuals through the usage of social media and other forms of communication. The Under-Secretary- General of Public Relations will oversee the media team and will answer directly to the Director-General. The Under-Secretary-General of Public Relations will also do any other tasks as directed by the Director-General or Secretary-General.

Section IV. Secretariat Qualifications. The qualifications for any position may be changed for one year at the request of the current Secretary-General with the approval of a 2/3 majority of the Board of Directors. For changes to the qualifications for a Secretariat position lasting longer than a one year period, an amendment to the Bylaws must be passed.

Section V. Secretariat Overrule. If the Secretariat disagrees with a decision of the Secretary-General, they may vote to overrule them. This requires a two-thirds majority vote from the Secretariat. The Secretary-General may also be overruled in his or her capacity as a member of the Board of Directors.

Section VI. Committees. The Secretary-General shall determine annually the number of committees at IndianaMUNC and will designate each committee as a general assembly, specialized, or crisis committee.

Section VII. Staff. The following designations shall be the different types of staff at IndianaMUNC:

- a. Crisis Director. The Crisis Director will be in charge of a crisis committee at IndianaMUNC and will be overseen by the Under-Secretary-General of Crisis. Each Crisis Director will be responsible for the creation an approved crisis committee and management of their staff. The Crisis Director shall also be responsible for the researching and writing of the background guide for their committee. There will be 1 Crisis Director for each crisis committee – Joint Crisis Committees (JCC) shall be counted as one total committee for this purpose.
- b. Chair. The Chair will be the chairperson of a committee at IndianaMUNC and will facilitate the flow of debate during the conference. The Chair will be overseen by the Chief of Staff and either the Under-Secretary-General of Crisis or General Assemblies and Specialized based on their committee assignment. Each Chair will be overseen by the Under-Secretary-General of Policy (or the USG which has subsumed the responsibilities thereof) in the writing of a background guide about their committee – unless the chair is allocated to a crisis committee, in which case they will assist their crisis director at the discretion of that crisis director. There will be 1 Chair for each committee.
- c. Vice Chair. The Vice Chair will be the secondary chairperson of a committee at IndianaMUNC and will aid the Chair in facilitating the flow of debate during the conference. The Vice Chair will be overseen by the Chief of Staff and either the Under-Secretary-General of Crisis or General Assemblies and Specialized based on their committee assignment. Each Vice Chair will be overseen by the Under-Secretary-General of Policy (or the USG which has subsumed the responsibilities thereof) in helping the

Chair write a background guide about their committee. There will be 1 Vice Chair for each committee.

- d. Crisis Understaffer. The Crisis Understaffer will aid the Crisis Director in handling the crisis updates and notes in a crisis committee at IndianaMUNC. The Crisis Understaffer will be overseen by their respective Crisis Director, based on their committee assignment. The Crisis Understaffer will aid in the creation of a crisis committee as instructed by their Crisis Director. The Secretary-General, Chief of Staff, and Under-Secretary-General of Crisis will determine how many Crisis Understaffers are assigned to each crisis committee.
- e. Senior Crisis Understaffer. While holding all the responsibilities of a normal crisis understaffer, senior understaffers are unique elements of a joint-crisis committee wherein the JCC Crisis Director may need further assistance in managing two rooms of debate. The senior understaffer is meant to handle the distillation of information from a particular crisis room (crisis notes, directives, etc.) and deliver that information to his or her crisis director. Otherwise, the senior understaffer is to follow all directions from their director as to the execution of their role.
- f. Logistics. The Logistics staff member will be a part of the Logistics group. The Secretary-General, Director-General, and Under-Secretary-General of Operations will determine how many Logistics staff members there are. Conference Services. The Conference Services staff member will be a part of the Conference Services group. The Secretary-General, Director-General, and Under-Secretary-General of Operations will determine how many Conference Services staff members there are.
- g. Delegate Services. The Delegate Services staff member will be a part of the Delegate Services group. The Secretary-General, Director-General, and Under-Secretary-General of Finance will determine how many Delegate Services staff members there are.
- h. Media. The Media staff member will be a part of the Media group. The Secretary-General, Director-General, and Under-Secretary-General of Public Relations will determine how many Media staff members there are.

Section VIII. Staff Groups. There shall be 4 special staff groups at IndianaMUNC:

- a. Logistics. The Logistics group will be overseen by the Under-Secretary-General of Operations and will be responsible for managing all logistical problems before, during, and after IndianaMUNC.
- b. Conference Services. The Conference Services group will be overseen by the Under-Secretary-General of Operations and will be responsible for printing any necessary materials during IndianaMUNC.
- c. Delegate Services. The Delegate Services group will be overseen by the Under-Secretary-General of Finance and will be responsible for assisting all participants and staff at IndianaMUNC in acquiring anything they might need such as merchandise, credentials, or supplies.
- d. Media. The Media group will be overseen by the Under-Secretary-General of Public Relations and will be responsible for taking photos, creating social media content, and other such activities before, during, and after IndianaMUNC.

Section IX. Member Discipline. Prior to IndianaMUNC, the Secretary-General and Secretariat will create a matrix detailing the different infractions that are prohibited of IndianaMUNC staff and their corresponding disciplinary results. This will be distributed to all staff members.

Section X. Member Meetings. The Board of Directors shall grant the Secretariat executive committee the ability to run member meetings as preparation for IndianaMUNC at least 2 months prior to the beginning of the conference.

Article VI- Conference Selection

Section I. Purpose. Indiana Model United Nations attends various conferences throughout the year to allow its members to compete for awards and utilize the skills they have learned. The Board of Directors is responsible for selecting members to attend each conference that the organization goes to.

Section II. Conference Simulation. The default method for selecting members to attend a conference shall be a conference simulation – operated by one of the two member educators, or a suitable member of the board – in which members are given the chance to demonstrate how they would behave in a committee. However, the Board of Directors reserves the right to change the method of selection for any particular conference should the need arise.

Section III. Selection Process. The selection process for choosing which members attend a conference shall be a blind ranking system based on the method utilized to determine the strengths of members wishing to attend the conference. Only members of the Board of Directors who were present at all conference simulations, or substituted method, may participate in the blind ranking. The Board of Directors must always ensure that at least 4 members will be able to participate in the selection process, and the Board of Directors reserves the right to change the members invited to attend the conference after the blind ranking.

Section IV. Notification. Once the Board of Directors has decided which members will be attending a conference, all members who were interested in attending must be notified within 48 hours if they were given a spot on the conference or not.

Article VII – Finances

Section I. Membership Fees. There is no necessity for members of the organization to pay any sort of fees or dues unless they are selected – and accept – to attend one of the travel conferences which the organization attends. In this case, members are required to pay \$100 USD payable to Indiana Model United Nations Inc. – delivered to the treasurer. Should a member be unable – for whatever reason – to pay the fees, they shall communicate with the Treasurer who has the right to extend the deadline or waive the fees either in whole or in part.

Section II. Budget. The annual budget prepared by the Treasurer must never have a deficit that is greater than the surplus of the previous fiscal year. In the event of a deficit in the previous year, the budget must project a balanced fiscal year or a surplus.

Section III. Personal Benefit. No member may derive personal benefit from money spent by the organization for a service that was intended to benefit the organization or accept money from a for-profit company while acting as a representative of the organization.

Article VIII – Corporate Seal, Execution of Instruments

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged, and which affect an interest in real estate shall be executed by the President or the Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or the Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

Article IX – Amendment to the Bylaws

The bylaws may be amended, altered, or repealed by the members of the organization by a majority of a quorum vote at any regular or special meeting. Or by a unanimous vote of the Board of Directors.

Article X – Dissolution

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than three-quarters (3/4) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Article XI – Conflict of Interest Policy

Section I. Purpose. The purpose of the conflict of interest policy is to protect this tax exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section II. Definitions.

a. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
2. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section III. Procedures.

a. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 - b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.
- #### d. Violations of the Conflicts of Interest Policy
- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the

- member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.
- e. Records of Proceedings. The minutes of the governing board and all committees with board delegated powers shall contain:
 - a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
 - b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.
 - f. Annual Statements. Each director, principal officer, or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:
 - a. Has received a copy of the conflicts of interest policy,
 - b. Has read and understands the policy,
 - c. Has agreed to comply with the policy, and
 - d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.
 - g. Periodic Reviews. To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:
 - a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.
 - h. Use of Outside Experts. When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.