



UNITED NATIONS WOMEN'S GUILD

CONSTITUTION AND BYLAWS

2013

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CONSTITUTION AND BY-LAWS

New York

CONSTITUTION

ARTICLE I. NAME

The name of the organization shall be the **United Nations Women's Guild**, hereinafter referred to as the **Guild**.

ARTICLE II. PURPOSES

The purposes of the Guild shall be to assist children in need throughout the world, and to serve as a mutual bond and center of interest for women connected with the United Nations and its specialized agencies.

ARTICLE III. STRUCTURE

1. The organizational unit by which the members carry out the purposes of the Guild shall be called a Group. New Groups may be added as approved by the Coordination Board (see Appendix for Groups in other countries).

2. It shall be the duty of each Group to hold two meetings a month, from September through June, to carry out the purposes of the Guild..⁽¹²⁾ The dates of those meetings shall be determined by the Group Committee who may postpone or cancel the meeting as circumstances dictate.

3. The committee of Group representatives, which shall coordinate the work and policy of the Guild, shall be the Coordination Board, hereinafter referred to as the "Board". The President of the Guild shall preside.

ARTICLE IV. MEMBERSHIP

1. Membership of the Guild shall be open to any woman staff member or retiree, wife, mother, sister or daughter of a staff member or retiree of the United Nations and its specialized agencies, including those connected through long- or short-term consultancies

Membership shall also be open to a current woman staff member or wife of a staff member of a Permanent Mission to the United Nations.^{(1) (2)}

2. A member whose association with the United Nations or its specialized agencies has ceased may retain her membership and shall be eligible to hold office as President, or First or Second Vice-President⁽³⁾ of the Guild or as Director or Assistant Director of a Group, and to serve on the Board.⁽⁴⁾

3. Women connected indirectly with the United Nations or its specialized agencies (such as members of Consulates and non-governmental organizations or their wives and relatives) and women who are not connected with the United Nations but whose contribution would be considered valuable to the Group may be invited annually by a Group to become Special Members, but shall not be eligible to hold any office or have the right to vote. The number of Special Members should not exceed 10 per cent of the membership of any Group.⁽⁵⁾

4. All exceptional cases involving membership, special membership and eligibility for holding office shall be submitted to the Board⁽⁵⁾ for a decision.⁽¹²⁾

5. Members shall enjoy membership privileges in the Guild in any Group or Groups they may visit, but may only have voting privileges in the Group in which they have paid membership dues.

ARTICLE V. COORDINATION BOARD

1. Composition. The voting membership of the Board shall consist of:

(a) The elected officers, namely: the President of the Guild; the First Vice President of the Guild; the Second Vice President⁽⁶⁾ of the Guild; the Secretary; and the Treasurer; and

(b) Two representatives from each Group, appointed by the members of that Group, or in their absence, two substitutes. One of those representatives shall be the Director.

2. Allocation of duties. The Board, as constituted above, shall allocate duties to its members as follows: a Publicity Coordinator; and a Liaison Officer with Overseas Group, etc., with the exception of the President, the First Vice-President, the Second Vice-President,⁽⁶⁾ the Secretary and the Treasurer, who shall be elected at the Annual General Meeting. If necessary, the Board may appoint Committee Chairwomen or functionaries outside the Board who may attend Board meetings without the right to vote.⁽¹²⁾

3. Meetings. Meetings of the Board, can be called at any time by the President or the First Vice-President,⁽⁶⁾ or at the written request of four of its members. For any action to be valid, a majority of the Groups must be represented at the Coordination Board meetings. The Board shall have the power to act for the Guild in any matter which requires immediate attention and which is within the framework of the Constitution and By-Laws or otherwise as permitted by the Not-for-Profit Corporation Law of the State of New York.⁽¹²⁾

4. Voting. Each voting member of the Board shall have one vote.⁽¹²⁾

ARTICLE VI. ANNUAL AND OTHER GENERAL MEETINGS

1. General Meetings.

(a) An Annual General Meeting of the whole Guild shall be held in February or early March with the President or the First Vice-President⁽⁶⁾ (if the President is otherwise unavailable) of the Guild serving as chairwoman.⁽¹²⁾ At this meeting, the directors shall report on their Group's activities and shall submit membership and committee lists. Additionally, the Treasurer of the Board shall submit a financial report and the election of Board officers shall take place, as set forth in Appendix II below.

(b) An Extraordinary General Meeting can be called at any time by the Board.

(c) Action at the General Meetings may be taken by an absolute majority vote of those present provided that there shall be present a quorum of not less than one-fifth of the members in good standing, except as provided under Article IX. Amendments.

2. Group meetings. Annual Group Meetings, when Group elections take place, shall be held in January, preceding the Annual General Meeting; the newly elected Group Officers take office at the end of the Annual General Meeting.⁽⁷⁾

ARTICLE VII. FINANCE

1. Dues.

(a) Membership dues shall be paid annually by new and renewing members. The amount of the subscription shall be determined at the Annual Group Meeting.⁽¹²⁾ The dues required of a member joining after 1 July shall be half the regular subscription.

(b) Each Group shall pay an annual fee to the Board as specified by the Board.

2. Fundraising. All monies received from any fundraising project of the Guild, or of any Group thereof, shall be used solely to assist children in need throughout the world.

3. Administration and funds. All monies raised by the Guild as a whole shall benefit the purposes of the Guild, shall be administered by the Board and shall be apportioned among the Groups at regular intervals. Any two⁽¹²⁾ of the following officers are empowered to authorize money transactions:⁽¹²⁾ the President, the First Vice-President;⁽⁸⁾ the Second Vice-President,⁽¹²⁾ or the Treasurer of the Board. All monies raised by an individual Group shall benefit the purposes of the Guild and shall be administered by the Group. Any two⁽¹²⁾ of the following officers are empowered to authorize money transactions:⁽¹²⁾ the Director, the Assistant Director, or the Treasurer of the Group.

4. Fiscal year. The fiscal year of the Guild shall end on 15 January. The fiscal year of each Group shall end on 31 December.

5. Non-profit tax exempt status.⁽¹²⁾ The Guild is organized and shall be operated exclusively for one or more of the tax exempt purposes specified in section 501(c)(3) of the Internal Revenue Code 1986 as amended (“The Code”), and shall not engage in or include among its purposes any activities not permitted to be carried on by corporation exempt under section 501(c)(3)of the Code.

6. Dissolution of the Guild. In the event of dissolution all of the remaining assets and property of the Guild shall, after payment of necessary expenses thereof, be distributed to organizations exempt under Section 501(c) (3) of the Code or a corresponding provision of any subsequent federal tax laws, or to the Federal Government, or state or local government for a public purpose, subject to the approval of the Supreme Court of the State of New York.⁽¹²⁾

ARTICLE VIII. VOTING

Every member in good standing shall be qualified to vote at all meetings. There shall be no voting by proxy.

ARTICLE IX. AMENDMENTS

The Constitution and By-Laws may be amended by two-thirds majority vote at any General Meeting of the whole Guild (with a quorum of one-fifth of members in good standing), provided a copy of the proposed amendment shall have been considered by the Board and circulated to each Guild member at least three weeks before the meeting.

BY-LAWS

ARTICLE I. COORDINATION BOARD

Coordination Board Officers

1. **Honorary President.** There may be an Honorary President of the Guild. The Honorary President shall be the wife of the Secretary-General of the United Nations, to the extent applicable.⁽¹²⁾
2. **President.** The President of the Guild shall be elected by secret ballot at the Annual General Meeting. (See Appendix II, below.) It is desirable that the President and the First Vice-President⁽¹⁰⁾ of the Guild not be from the same Group. The President shall take office at the end of the Annual General Meeting, her term of office shall be for two years and she shall be eligible for re-election for one additional term.
3. **First Vice President.** The First Vice-President⁽¹⁰⁾ of the Guild shall be elected by the same method and for the same length of time as set forth in Section 2 above, except that this officer shall be elected in years alternate to the year of election of the President.
4. **Second Vice President.** The Second Vice President of the Guild shall be elected by the same method and for the same length of time as set forth in Section 2 above. The Second Vice President shall be elected in years alternate to the year of election of the First Vice- President.⁽¹⁰⁾
5. **Secretary.** The Secretary of the Guild shall be elected by the same method and for the same length of time as set forth in Section 2 above, and shall be elected in the same year as the President⁽¹⁰⁾.
6. **Treasurer.** The Treasurer of the Guild shall be elected by the same method and for the same length of time as set forth in Section 2 above; except that this officer shall be elected in years alternate to the year of election of the President.⁽¹⁰⁾
7. **Succession of Officers.** In the absence of the President, the First Vice President of the Guild shall act on her behalf. Notwithstanding anything else herein to the contrary, should the President resign for any reason before her term of office expires, the First Vice President will assume the office of President for the balance of the term.

For continuity whenever office holders change, the departing Board officer shall give a clear description and update of the office to her successor or, if not available, to the President. This includes providing print and electronic files pertaining to her term in office and a written description of matters requiring such officer's attention, as soon as practical but no later than two weeks after her last day in office. The departing officer shall return all Guild property at this time.⁽¹²⁾

8. **Standing Committees.** There shall be such Standing Committees as the Board may deem necessary and the Board shall appoint such Standing Committees in its sole discretion. The Chairwomen of such Committees shall submit reports to the Board as requested by the Board. The Chairwomen⁽¹²⁾ of those Standing Committees shall be invited to attend meetings of the Board, but may not vote.

9. **Board Meetings.** Board meetings must be held at least once per month from September through June. Board decisions and actions shall be approved by a majority vote of the Board. A proper written record of all decisions and businesses transacted at every meeting of the Board shall be kept by the Secretary in the Guild's office files.⁽¹²⁾

10. **Vacancies.** In the event that vacancies occur in the Office of First Vice-President, Second Vice President, Secretary and/or Treasurer, the Board may appoint a replacement(s) to complete the term of office.⁽¹⁰⁾

Conflict of Interest

1. "Conflict of interest" as referred to herein, shall include but shall not be limited to, any decision by or with the Guild in which any officer of the Board, Group or a Committee member has a direct or indirect personal interest, or any decision in which such officer or member is unable to exercise impartial judgment or otherwise act in the best interests of the Guild.

2. No member of the Board, Group or a Committee shall cast a vote, nor take part in the final deliberations in any matter in which she, members of her immediate family or any organization to which such member has allegiance, has a personal interest that may be seen as competing with the interest of the Guild. Any member who believes she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any member has a conflict of interest in any matter. If such circumstances require the non-participation of the member, the Board, Group or Committee may nonetheless request from the member any appropriate non-confidential information which might inform its decisions. The minutes of the meeting shall reflect disclosure of any conflict of interest and the recusal of the interested member.

ARTICLE II. GROUP ORGANIZATION

1. **Group Committee.** Each Group shall elect a committee at its Annual Group Meeting to be held in January, to organize and supervise its work and activities. This shall be called the Group Committee.⁽¹²⁾ Newly elected Group officers shall take office after the Annual General Meeting of the Guild.

2. **Composition.** Each Group Committee shall consist of:

(a) Officers. A Group Director; an Assistant Director; a Secretary; an Assistant Secretary; a Treasurer; and a Representative to the Board; and

(b) Chairwomen⁽¹²⁾ of Standing Committees.

3. **Election of Officers.** The Officers (nominated from as wide a geographical distribution as practicable) shall be elected by secret ballot at the Annual Group Meeting. The name of each elected officer shall be announced before proceeding to the election of the next officer. In order to

ensure continuity in office, the Director, the Secretary and the Treasurer shall be elected in alternate years from the Assistant Director, Assistant Secretary and Representative to the Board. Each shall be elected for a term of two years and shall be eligible for re-election for one more term.

4. ***Duties of Officers.***

(a) *Director.* The Director, or in her absence the Assistant Director, shall preside at all meetings, shall chair the Group Committee and be a member ex-officio of all the Standing Committees with the right to vote. At the Annual Group Meeting, she shall present a report on the year's activities. The Director is responsible for ensuring that the aims, policies and operations of her Group are in line with those of the Guild as a whole.⁽¹²⁾

(b) *Secretary.* The Secretary or the Assistant Secretary shall give notice and take the minutes of all meetings, and be responsible for all official correspondence. The Secretary, in coordination with the Group Treasurer, shall keep a membership roll. This roll of voting members shall be presented to the Secretary of the Board⁽¹¹⁾ at the Board meeting in the month prior to any General Meeting.⁽¹²⁾

(c) *Treasurer.* It shall be the duty of the Treasurer to collect annual dues, receive all funds paid to the Group and pay out monies as directed by the Group Committee. She must account correctly for all receipts and disbursements and must be able to present, on request, an itemized statement. At the end of the Group fiscal year, she shall submit a certified statement to the Annual Group Meeting and to the Treasurer of the Board by 15 January each year.⁽¹²⁾

(d) *Representative to the Board.* It shall be the duty of the Representative to the Board to attend all of the meetings of the Board and if she cannot attend to arrange for a substitute. At the meeting immediately following each Board meeting, the Representative to the Board shall report the details of such Board meeting to her Group.⁽¹²⁾

(e) *Succession.*⁽¹²⁾ For continuity whenever office holders change, the departing Group officer shall give a clear description and update of the office to her successor or if not available, to the Director. This includes providing print and electronic files pertaining to her term in office and a written note of matters requiring attention, as soon as practical but no later than two weeks after her last day in office. The departing officer shall return all Guild property at this time.⁽¹²⁾

5. ***Meetings.*** The Group Committee shall meet at the call of the Director or, in her absence, the Assistant Director, or at the request of the majority of its members. A majority shall constitute a quorum. The Committee shall hold a minimum of four meetings a year. The Committee shall have the powers to fill a vacancy occurring within its own body, such appointees to serve out the remainder of the unexpired term.

6. ***Standing Committees.*** There shall be such Standing Committees as may be deemed necessary by the Group. Chairwomen of such Committees shall be elected in the same way and at the same time as the Officers of the Group Committee. They shall serve for one year and shall be eligible for re-election. They shall submit a report of their activities to the Director not later than one month before the Annual Group Meeting.

7. ***Nominating Committee.*** Should a Nominating Committee be deemed necessary by the Group, three members should be elected from the Group as a whole, two months before the Annual Group Meeting. Their duties shall be to collect nominations for offices to be filled and to submit a slate of candidates to the Annual Group Meeting. In the case of an unopposed slate, the Secretary may be asked to cast one ballot.

8.. ***Vacancies.*** In the event that vacancies occur resulting from the resignation of any of the Group Officers and Standing Committee Chairpersons, then the Group Committee may, by majority vote, appoint a replacement to complete the term of office.

ARTICLE III. MEMBERSHIP ⁽¹²⁾

1. ***Membership Privileges.*** Membership privileges include the ability to (i) hold a Membership Card, (ii) act as a Project Sponsor and propose projects to receive funding, (iii) hold office (but, for the avoidance of doubt, Special Members may not have the right to hold office), (iv) participate in any subsidiary committees, and (v) vote.

2. ***Members in Good Standing.*** A member shall be considered “in good standing” if her financial obligations to the Group are current and if she is otherwise not currently suspended or subject to any pending or ongoing disciplinary action by the Guild.

3. ***Special Members***

a) ***Responsibilities of Special Members.*** Special Members may be elected in order to (i) help provide fundraising opportunities outside of the United Nations community; (ii) enhance the Guild’s public profile and (iii) increase the number of strong contributors in any individual Group or the Guild as a whole.

b) ***Special Member Elections.*** In order to be granted a Special Membership, prospective Special Members must (i) regularly attend Group meetings for at least one year and make reasonable contributions to such Group’s initiatives over that time, (ii) following such Group’s Committee review of special membership in advance of the annual Group meeting, obtain a written nomination to become a Special Member by the director of such Group; such nomination letter shall communicate the nature of special membership, the specific contribution that individual is expected to offer and the desire of the Group to retain their involvement, (iii) confirm her willingness to be elected and (iv) be so elected in a written ballot vote by a majority of such Group’s regular members at such Group’s annual meeting; provided that at no time shall more than 10% of such Group’s membership consist of Special Members.

c) ***Special Membership is non-voting.*** Special members may not hold office or vote but may enjoy all of the other privileges of membership as set forth herein.

ARTICLE IV. STANDARDS OF CONDUCT ⁽¹²⁾

1. ***Expected Standards of Conduct.*** Officers and members of the Guild are expected to conduct themselves with integrity, respect of diversity and commitment to work together to achieve the purposes of the Guild, and in a manner befitting the principles and ethics of the United Nations, given

the affiliation of the Guild. Failure of Officers and Members of the Guild to observe the expected standards of conduct may be determined by the Board to constitute misconduct and lead to the initiation of disciplinary proceedings.

2. **Misconduct.** The notion of misconduct includes, but is not limited to, the following acts:
 - (a) directing Guild funds towards unauthorized uses;
 - (b) abuse or theft of Guild property;
 - (c) distribution to the public of materials or publications identifying or relating to the Guild or contacting the media or officials of the United Nations, including, but not limited to, the office of the Honorary President, without proper authorization from the Board or President;
 - (d) activities that, in the sole determination of the Board, have harmed or sought to harm the credibility or reputation of the Guild or any Group thereof;
 - (e) the unauthorized use of the United Nations name and emblem in any manner; or
 - (f) misuse or of personal information provided by members for Guild purposes only (such as the misuse of Guild electronic communications).
3. **Disciplinary Proceedings.** In accordance with the Disciplinary Policy and Procedure which sets out the procedure for handling allegations of misconduct, the Board may initiate disciplinary proceedings against any Officer or member of the Guild who is alleged to have engaged in misconduct as set forth above. Upon completion of the disciplinary process, should the Board reach a determination that misconduct occurred, membership privileges may be limited or her membership status suspended. Such a Member may have her membership rights reinstated in full or in part upon the satisfaction of such remedial action(s) as may be set forth on a case-by-case basis by the Board, as a result of the disciplinary process.

ARTICLE V. ROBERT'S RULES OF ORDER

ROBERT'S RULES OF ORDER, latest edition, shall govern the proceedings of the Guild as a complement to the Guild's Charter, Constitution and By-Laws (the "Organizational Documents"). In the event of any conflict between the Organizational Documents and *Robert's Rules of Order*, the Organizational Documents shall supersede *Robert's Rules of Order*.⁽¹²⁾

APPENDIX I

GROUPS IN OTHER COUNTRIES

ARTICLE I. CONDITIONS OF AFFILIATION

1. Groups in other countries may be affiliated with the United Nations Women's Guild when:
 - (a) Membership in the Group is open to any woman connected by work or relationship with the United Nations and its specialized agencies; and
 - (b) The aims of the Group are consistent with the purposes of the Guild as described above.
2. Each Group shall be free to determine its own structure and administration.

ARTICLE II. APPLICATION

With its application for affiliation with the Guild, the overseas Group shall submit its proposed constitution, by-laws, membership and committee lists.

ARTICLE III. ADMISSION

The Overseas Liaison Officer shall prepare the dossier of each application for affiliation, and submit a report to the Board. On recommendation of the Board, each application will be voted on separately at the Annual General Meeting of the Guild.

ARTICLE IV. AFFILIATION PRIVILEGES

1. The members of Groups shall enjoy membership privileges in the Guild in any Group or Groups they may visit but may only have voting privileges in the Group in which they have paid membership dues.
2. An affiliated Group may add to its name words indicating affiliation with the Guild.
3. Each overseas Group will receive in due course the Newsletter and the Minutes of the Annual General Meeting of the Guild.

ARTICLE V. AFFILIATION OBLIGATIONS

1. Through its affiliation with the Guild, each affiliated Group will comply with the conditions established in Article I of its appendix.
2. Each year, the Group will forward to the Guild a copy of its Annual Report, membership and committee lists, and lists of approved projects to reach the Secretary of the Board by 10 January. Any proposed amendments to the Constitution of an overseas Group require the approval of the Board. ⁽¹²⁾

AMENDMENT REFERENCES AND NOTES

Dates of the Annual General Meetings at which articles of the Constitution and By-Laws were amended are given below:

1. Annual General Meeting held 3 March 1988.
2. Annual General meeting held 3 March 1996.
3. Annual General meeting held 11 March 1999.
4. Annual General meeting held 21 February 1986.
5. Annual General meeting held 3 March 1988.
6. Annual General meeting held 11 March 1999.
7. Annual General meeting held 7 March 1995.
8. Annual General meeting held 11 March 1999.
9. A Special General Meeting on 27 March 1979.
10. Annual General meeting held 11 March 1999.
11. Annual General meeting held 7 March 1995.
12. Annual General meeting held on 5 April 2013.

APPENDIX II

BOARD OFFICER ELECTION PROCEDURE

1. ***Nominating Committee.*** A Nominating Committee shall be assembled two months before each Annual General Meeting or Special meeting at which an election will be held. Such Nominating Committee shall be comprised of one representative from each Group, with such representative having been elected by a majority vote of each Group. Once assembled, the Nominating Committee will elect a chairwoman to coordinate its work and report to the Board. The Nominating Committee's duties shall be to collect nominations for offices to be filled, to verify that nominees are eligible to stand for election and to present the slate of candidates to the Board. Nominating Committee members shall not campaign on behalf of a nominee.
2. ***Eligible Voters.*** On or prior to the Board's January meeting, the Treasurer of each Group will submit to the Board a list of such Group's members that are in good standing as of the preceding 31 December. The list submitted from each Group will be compiled into one master list of eligible voters (the "Total List of Eligible Voters"). This list will be final and only those Guild members whose names are on this list will be permitted to vote at the Annual General Meeting. The Total List of Eligible Voters will be compiled from the list of each Group's members who are in good standing as of the last day of the month preceding the month in which the Group's General Meeting is held.
3. ***Ballots and Voting Procedure.***
 - (a) Ballots shall be prepared by the Board Secretary, who shall also be responsible for securing such ballots until the election procedure has been completed and the election results have been determined. The total number of ballots to be prepared for each office up for election shall be equal to the number of members on the Total List of Eligible Voters. Ballots shall be consecutively numbered before they are distributed.
 - (b) Each Group shall elect, in January, two Tellers in anticipation of the election. Separately, a Chief Teller shall be appointed from the general pool of Tellers by a majority vote of the Board at its January meeting and the Chief Teller shall be responsible for coordinating the Tellers' activities and reporting election results. Each pair of Tellers shall receive the Total List of Eligible Voters from the Board no less than one day before the election. Tellers will be stationed at the entrance of the meeting room and will check the identification of Guild members entering the room to ensure that their names appear on the list of Eligible Voters. Only those members who present a valid Guild membership card or a valid UN photo identification card matching their name on the Total List of Eligible Voters shall be able to receive a ballot. Each member shall then be required to sign opposite her name on the Total List of Eligible Voters being held by such Teller and will receive one numbered ballot for each office to be elected. Tellers will record the total number of ballots distributed. Each member shall complete her ballots and cast these ballots by personally inserting them into the ballot box.
4. ***Nominations from the Floor.*** Notwithstanding anything herein to the contrary, at any time during the Annual General Meeting (but prior to the start of the casting of ballots), any member from the Total List of Eligible Voters may nominate any other member from the Total List of Eligible Voters for any of the positions that are up for election at such Annual General Meeting. Once the casting of ballots begins, members may vote for the newly nominated member by writing her name onto the ballot. For the avoidance of doubt, no nominations from the floor may be made once voting has commenced.

5. *Election Results.*

(a) Vote counting shall be conducted immediately after voting is closed and in the presence of the Guild members in the meeting room. If possible, Tellers from Groups who do not have a candidate on the ballot sheet will count the votes. If this is not possible, Tellers from each of the Groups shall take part in the counting of the votes. Such Tellers shall be split into two groups. The Tellers in the first group (“Teller Group One”) will open the ballots and separate them according to the selected candidate. The Tellers in the second group (“Teller Group Two”) will then organize the ballots for each candidate into piles of ten, plus a separate pile for blank ballots and ballots which are unclear as to which candidate was selected, as initially determined by Teller Group One and verified by the Chief Teller (the “Spoiled Ballots”). To tally, one Teller from Teller Group Two will read loudly the name on the ballot and another Teller from Teller Group Two will record the vote under the candidate’s name. The Tellers from Teller Group Two will then total the tallies per candidate and double-check the count and tally of ballots by performing the same procedure outlined in this Section 1.2.5(a) again. The Tellers from Teller Group Two shall then record the results in a report as follows (the “Election Tellers’ Report”):

Number of Eligible Voters = [insert number from Total List of Eligible Voters]

Number of Eligible Voters Present = [insert number of eligible voters attending the meeting]

Number of ballots distributed = [insert number of ballots distributed]

Number of blank or Spoiled Ballots = [insert number of blank or Spoiled Ballots]

Number of votes cast = [insert total number of votes cast for each open office]

Number of votes for each candidate = [insert total number of votes cast for each candidate]

(b) Upon completion of the Election Tellers’ Report, the Chief Teller shall announce the results in their entirety to those in attendance at the meeting and the results as read shall be recorded in the official minutes of the meeting. Thereafter, the secured piles of ballots, the Total List of Eligible Voters and all voting documentation will be handed over to the Chairperson.

(c) If a majority of votes for any open position is not reached on the first ballot, a second ballot shall be taken on the candidates who received the greatest number of votes in the first ballot (with a maximum of three candidates to be considered in the second ballot). The candidate receiving the greatest number of votes in the second ballot shall be elected. The Chairperson shall declare the winning candidate for each open office.

DISCIPLINARY POLICY ADOPTED BY THE BOARD

Disciplinary Process.

(a) Any member of the Guild may submit a written complaint to the Board alleging that any member or officer of the Guild has engaged in misconduct, seeking disciplinary action.

(b) Upon receipt of such complaint, the Board will promptly establish a panel of four members which will review the complaint (the "Disciplinary Panel"). The Disciplinary Panel shall be composed of one member from each Group. The Disciplinary Panel shall use its best efforts to resolve the matter without initiating formal disciplinary procedures within fourteen (14) days of receiving the complaint.

(c) Upon the expiration of this fourteen (14) day period, if no informal resolution has been reached, the Board shall provide the accused member with a written notice of the specific charges against her. This written notice shall also (i) provide the accused member with at least one week's notice of the date, time and place of the disciplinary meeting shall be held, (ii) inform such member that she shall have an opportunity to defend herself of the charges, and (iii) inform the member that she may bring not more than three witnesses to testify at the disciplinary hearing. Each witness' testimony must be relevant to the charges.

(d) If the Board determines to take disciplinary action it shall be supported by a statement setting forth (i) the specific provision of Article IV Section 2 of the By-Laws, if any, which any such act or practice is deemed to violate, (ii) the sanction imposed and (iii) the actions, if any, the Board in its sole, good faith discretion, shall require the member to take in order to regain membership in good standing.
