



George Washington  
International Affairs  
Association

## **Standard Operating Procedures of George Washington International Affairs Association, Inc.**

*First Enacted on January 22, 2024*

*Last amended on May 5, 2025*

### **Conduct of Directors, Officers, and Members of the Board**

#### Attendance

1. All directors must attend a minimum of seventy-five per cent of the scheduled meetings of the Board of Directors within an academic semester in order to maintain their membership and voting rights;
  - a. The Chair of the Board of Directors may waive an individual absence of a member of a director of a meeting of the Board of Directors if that director supplies them with a compelling personal, academic, medical, religious, logistical, professional, or other reason why that particular absence was unavoidable;
  - b. The Chair of the Board of Directors may choose to round up the semester-long attendance percentage of a particular director within five per cent if they are presented with a compelling reason to do so by that director;
2. *Ex officio* members of the Board of Directors must attend a minimum of seventy-five per cent of the scheduled meetings of the Board of Directors within an academic semester in order to maintain good standing with the Board of Directors;
  - a. The Chair of the Board of Directors may waive an individual absence of an *ex officio* member of a meeting of the Board of Directors if that *ex officio* member supplies them with a compelling personal, academic, medical, religious, logistical, professional, or other reason why that particular absence was unavoidable;
  - b. The Chair of the Board of Directors may choose to round up the semester-long attendance percentage of a particular *ex officio* member within five per cent if they are presented with a compelling reason to do so by that *ex officio* member;
3. If a director falls out of compliance with their respective attendance policy, the Chair of the Board of Directors may temporarily suspend their voting rights until the next meeting of the Board of Directors, where the Board may choose to extend the voting right suspension, expel the director from the Board, censure the member, or grant an exemption;

4. If an *ex officio* member of the Board of Directors falls out of compliance with their respective attendance policy, the Chair of the Board of Directors may temporarily suspend the *ex officio* member's permission to attend Board meetings until the next meeting of the Board of Directors;
5. The Chair of the Board of Directors may allow for a member of the Board to attend a meeting of the Board virtually, but only if they present a compelling reason for the accommodation and they are able to meaningfully participate, provide input, and cast a vote.

## Voting

1. Directors must be present at a meeting of the Board of Directors in order to cast a vote on an action or resolution at that meeting;
  - a. If a meeting of the Board of Directors is being conducted virtually, members must be able to actively participate in the meeting and give feedback as necessary for them to be able to vote;
2. Directors may not appoint a proxy, alternate, or other representative to attend a meeting of the Board of Directors or vote in their absence;
3. Directors may not relay a vote on a particular matter in advance of a meeting of the Board of Directors;
4. If the Chair of the Board of Directors and Chief Executive Officer determine the Board must take a particular action, but they cannot organize a meeting of the Board in advance, they may seek approval by unanimous written consent;
  - a. Any item approved by unanimous written consent must be approved by all voting members of the Board of Directors either by written signature or e-signature;
  - b. Directors may relay their approval to a particular item or resolution via e-mail, but they must make their vote clear in an e-mail message and provide a signed or e-signed copy of the resolution or item back to the Chair of the Board of Directors;
  - c. If all of the voting members of the Board of Directors do not respond to a request for unanimous written consent and indicate their vote in favor of the action or resolution, then the motion will fail, but may be re-proposed in a meeting of the Board of Directors;
5. If the voting powers of a member of the Board of Directors have been suspended or they have been removed from their position, then their vote will not be counted as part of the Board's quorum requirements.

## Conflicts of Interest

1. A director, member of the Board of Directors, or key employee are determined to have a conflict of interest on a particular matter or issue if a transaction or arrangement might benefit the private interest of that director, member of the Board of Directors, or key employee or might result in a possible excess benefit transaction;
  - a. This policy also applies to transactions or arrangements that may benefit the private interests of the family, spouse, romantic partner, business partner, or agent of a director, member of the Board of Directors or key employee of the Corporation;
2. A conflict of interest may arise in situations where:

- a. When a relevant person shall experience financial profit or gain directly or indirectly through their association with another business, institution, or other entity, without prior knowledge and approval by the Board of Directors;
  - b. When a relevant person votes on a matter that may affect their own personal or financial affairs;
  - c. When a relevant person has a compensation arrangement with a third-party vendor supplying goods and services to GWIAA;
  - d. When a relevant person accepts a gift, entertainment or other favor that might create the appearance of influence;
  - e. When a relevant person is indebted to GWIAA, other than for nominal amounts for travel and expense advances;
  - f. Any other circumstances that may, in fact or appearance, make it difficult for the relevant person to exercise independent, objective judgment, and loyalty to GWIAA.
3. If a director, member of the Board of Directors, or key employee believes they have a potential conflict of interest in regard to a certain matter or resolution before the Board of Directors or decision relevant to their duties, they are required to disclose that potential conflict of interest to the Chair of the Board of Directors;
  4. If the Chair of the Board of Directors believes the disclosed conflict of interest is relevant to the action or decision and is consistent with the definition above, they are required to input a vote of “abstain” for that person in the case of a formal vote on the matter, or relieve that director, member of the Board of Directors, or key employee of the task or duty in question;
    - a. All directors, members of the Board of Directors, and key employees are required to make an impartial decision or vote in the event that a conflict of interest of another member arises;
  5. If the Chief Executive Officer and Chair of the Board of Directors believes they have a potential conflict of interest regarding a matter before the Board of in their duties, they are required to disclose that potential conflict of interest to the Chief Operations Officer, who will temporarily have the authority to perform the same procedure described above;
  6. Directors and members of the Board of Directors must agree to sign a Conflict of Interest Agreement upon assuming their positions.

### Behavioral Policy

1. All directors and members of the Board of Directors shall maintain decorum during all meetings of the Board of Directors or any other meeting, conference, or gathering involving the Corporation;
2. The Corporation will not tolerate any action or verbal remark of racism, sexism, homophobia, xenophobia, or any other act of discrimination, and all directors and members of the Board of Directors are prohibited from taking such actions or making such remarks while serving out their official duties;
3. If a director or member of the Board of Directors violates this policy, the Chair of the Board of Directors may expel or suspend the voting rights of that director or Board member for the remainder of that meeting and recommend further actions to the Board of Directors.

### General Conduct

1. By accepting a position on the Board of Directors, directors and Board members agree to read both the corporate bylaws and standard operating procedures within one week of assuming their position;
2. By accepting a position on the Board of Directors, directors and Board members also agree to commit to the key values and mission statement of the Corporation, which are to promote educational opportunities in international affairs in the District of Columbia;
3. Directors and Board Members are prohibited from taking any actions that may impede the Corporation's ability to fulfill these goals in good faith;
4. Directors and Board Members are also prohibited from sharing documents, information, or details of Board of Director meeting executive sessions to unauthorized parties, unless otherwise required by another provision of the corporate bylaws, standard operating procedure, or other law or regulation;
5. Directors and members of the Board of Directors must sign a Non-Disclosure and Confidentiality Agreement upon assuming their positions.
6. Directors and Board Members also must sign a copy of the corporate bylaws upon assuming their positions.

## **Whistleblowing Policy**

### Whistleblowing Responsibilities

1. If a director, member of the Board of Directors, officer, employee, or volunteer believes that an action has been taken that violates a relevant law, regulation, the corporate bylaws, the standard operating procedure of the Board of Directors, other policies, or a fiduciary duty, they are responsible to convey their concerns to a superior and the Chair of the Board of Directors, or the Chief Operating Officer in the case of the Chair being the target of such a concern;
2. If a fiduciary director or officer believes that a director, officer, employee, or other agent of the Corporation has committed an action or may commit an action, or that an action is likely to incur that may violate the law or consist of a breach of duty, they are required to report that concern to the Chair of the Board of Directors, or the Chief Operating Officer in the case of the Chair being the target of such a concern;
3. If the Chair of the Board of Directors or Chief Operations Officer receives a complaint of this nature from a fiduciary director, officer, or other person, they must consult the other members of the Board not involved with the potential breach on further action;
  - a. Although confidentiality should not ever be guaranteed, the Chair of the Board of Directors and other relevant Board members and administrators should endeavor to maintain confidentiality if the person making the report requests it.

### Anti-Retaliation Provision

1. Directors, members of the Board of Directors, officers, agents, employees, and volunteers are prohibited from taking any action of retaliation against a particular

person for making a complaint to the Board or government agency about their or another person's conduct;

- a. A complaint made in good faith shall be defined as any complaint made without the intention of malice, injury, or knowledge of falsehood towards a person or the Corporation;
- b. The same standards shall apply to any person who, in good faith, chooses to cooperate with any internal or external investigation into a particular complaint or incident.

## **Document Retention and Destruction Policy**

### **Public Documents**

1. The Chief Operations Officer is responsible for publishing and updating the following documents on the public-facing website of the Corporation:
  - a. Corporate bylaws;
  - b. Standard operating procedures;
  - c. Approved meeting minutes of the Board of Directors;
  - d. Resolutions passed by the Board of Directors;
  - e. Agendas for meetings of the Board of Directors;
  - f. Schedule of meetings of the Board of Directors;
  - g. IRS Form 990, 990-T, and/or 990-N for the last three fiscal years
    - i. The public facing version of these documents should redact any donor information listed in Schedule B of the IRS Form 990;
  - h. Corporate or annual reports for the last three years;
2. The Chief Operations Officer must also make copies of these documents as well as copies of the Corporation's IRS Form 1023 or Form 1023-EZ available for public inspection upon request from a member of the public or government agency;

### **Internal Corporate and Financial Documents**

1. The Chief Operations Officer and Chief Financial Officer must maintain principle corporate records not necessarily available to the public including:
  - a. Articles of incorporation;
  - b. Corporate bylaws;
  - c. Meeting minutes for the last three years;
  - d. Accounting records for the last three years;
  - e. Names a business addresses for all directors, members of the Board of Directors, and officers;
  - f. Most recent biennial report (Form BRA-25);
  - g. Records relevant to any pending, or potential litigation or legal actions;
  - h. IRS tax-exemption determination letter;
  - i. Any federal or state-level government filings;
  - j. Any charitable solicitation registrations or other related licenses or permits;
  - k. Financial audits;
  - l. Donor and donor acknowledgement letters;
  - m. Banking and investment statements;
  - n. Active personnel and payroll documents;
  - o. Former personnel and payroll documents for the last seven years;

- p. Employment application and determination documents for the last three years;
- q. Any retirement and pension records;
- r. Active insurance policies and insurance claims.

### Conference and Event Documents

1. All documents relating to participants in any conference or event hosted by the Corporation shall be kept confidential and secure to prevent accidental or purposeful unlawful destruction, loss, alteration, unauthorized disclosure, or unauthorized information processing, including:
  - a. Conference and event waivers and liability releases;
  - b. Allergy, disability, and medical information;
  - c. Personal data and contact information;
  - d. Academic or disciplinary records.

### Meeting Minutes

1. The Chief Operations Officer is responsible for writing and maintaining all minutes from meetings of the Board of Directors;
2. Minutes from meetings of the Board of Directors should describe the date and time the meeting started, a general outline of any discussion or debates, any actions or votes taken during the meeting, and the date and time the meeting was adjourned;
3. Minutes from meetings of the Board of Directors must also include any discussions or actions taken during executive sessions of the Board of Directors;
  - a. The Chief Operations Officer will redact the minutes from the executive session from the public-facing version of the minutes and indicate when the executive session started and stopped;
  - b. The Chief Operations Officer will maintain an internal version of the meeting minutes without any redactions for internal use.

## **Financial Activities and Expenses**

### Expense Approval and Execution

1. Any expense made via debit card, credit card, check, cash, bank transfer or other means must be approved in writing by both the Chief Executive Officer and Chief Financial Officer;
  - a. If the Chief Executive Officer and Chief Financial Officer fail to agree on a certain expenditure, they may seek approval from the Board of Directors at its next scheduled meeting;
2. Any expense or financial agreement totaling more than \$750 or recurring expenditure costing more than \$750 annually must be approved by resolution of the Board of Directors;
  - a. If the Chief Executive Officer or Chief Financial Officer receives an estimated cost for a product or service for less than \$750 or less, but the total exceeds \$750 when they must make payment, they will not be required to seek approval from the Board of Directors as long as both officers agree to the final amount;

3. If an expenditure will result in the total exceeding a certain amount allocated for a line item or expense category of the annual budget, the Chief Financial Officer must alert the Board of Directors at its next scheduled meeting;
4. All expenses must be made with a bank account which both the Chief Executive Officer and Chief Financial Officer can monitor and have access;
5. The Chief Executive Officer and Chief Financial Officer should also have access to purchase receipts and bills of sale for any expenditure where one is available.

### Deposit Procedure

1. Both the Chief Executive Officer and Chief Financial Officer will be authorized to deposit checks, cash, and other monies into the Corporation's bank account;
2. Any deposit must be recorded in the Board's financial report and both the Chief Executive Officer and Chief Financial Officer should be able to monitor any bank deposits with the Corporation's banking partner;

### Bank and Credit Cards

1. Both the Chief Executive Officer and Chief Financial Officer should have access to bank cards issued by the Corporation's banking partner;
2. If the Corporation has been issued a credit card, both the Chief Executive Officer and Chief Financial officer should have access to that card;
3. Any spending caps on bank or credit cards must be approved by the Board of Directors;
4. Any expenses, recurring or otherwise, made with bank or credit cards must be approved through the standard expense approval process.

### Check Writing

1. Both the Chief Executive Officer and Chief Financial Officer will be authorized to sign and send checks on behalf of the Corporation;
2. Both the Chief Executive Officer and Chief Financial Officer should have access to an official checkbook;
3. Any expenses, recurring or otherwise, made with checks must be approved through the standard expense approval process.

### Digital Payment Services

1. The Chief Executive Officer and Chief Financial Officer may maintain accounts with digital payment services (e.g. Venmo, Zelle, PayPal) to make expenses or receive payments;
2. Both the Chief Executive Officer and Chief Financial Officer should be able to monitor activity on these accounts and all activity should be reported in the Board's financial reports;
3. The Corporation will not deposit or maintain any amount of money with a digital financial service, and should only be used as temporary avenues for receiving and making payments;
4. Any expenses, recurring or otherwise, made with digital payment services must be approved through the standard expense approval process.

## Reimbursement

1. Directors and officers may seek reasonable reimbursements for expenses made on behalf of the corporation with prior approval from both the Chief Executive Officer and Chief Financial Officer;
2. Reimbursements may not exceed the approved and posted amount of the expenditure;
3. The reimbursement process may not be used as a form of compensation to directors or members of the Board of Directors in violation of the corporate bylaws.

## Financial Reports

1. The Chief Financial Officer will present a written financial report to the Board of Directors during scheduled meetings of the Board;
  - a. The Chair of the Board of Directors may waive the requirement for a written financial report for a special meeting of the Board of Directors, but may still ask for a verbal summary of recent financial activities from the Chief Financial Officer;
2. Financial reports given to the Board of Directors should include:
  - a. Current account balances;
  - b. A list of expenses and payments made since the previous financial report;
  - c. A list of deposits and payments received since the previous financial report;

## **Contracts and Agreements**

### Contract Signing

1. The Chief Executive Officer will be authorized to sign contracts, agreements, waivers, and other documents on behalf of the Corporation;
2. Any contract or agreement that results in an expenditure must go through the appropriate expenditure approval process or be directly approved by the Board of Directors before the Chief Executive Officer can sign on behalf of the Corporation;
3. The Chief Executive Officer must seek approval from the Board of Directors before signing any contract or agreement that would have an impact on either the governance of the Corporation or a meaningful impact of the GWIAA-GWUIAS relationship.

## **Program Administration**

1. All schools seeking Model UN training shall submit a written request via the Corporation's website.
  - a. Private schools: fees determined case-by-case by the Development Team and approved by Board resolution.
  - b. Public schools: training provided at no cost.
2. The Director of Outreach shall assign qualified trainers and ensure use of standardized curricula.
3. Trainers must complete a session report (date, school, enrollment, topics covered) within seven days of the first meeting/appointment with a school; the Director of Outreach compiles annual program metrics for the Board.

# **GWIAA-GWUIAS Relationship**

## General Partnership

1. The Corporation will partner with The George Washington University International Affairs Society (“The International Affairs Society” or “GWUIAS”) to establish and assist in the staffing of philanthropic events related to education in the District of Columbia, Maryland, and Virginia (DMV) area, as well as provide tutoring services in the area of international affairs to schools who request it;
  - a. The Corporation will be primarily responsible for the following in regard to these philanthropic events, unless otherwise agreed by the Corporation and the GWUIAS:
    - i. Organizing and undertaking outreach to schools and non-profit organizations;
    - ii. Organizing individuals who participate in these events;
    - iii. Making payments and event-related expenses;
    - iv. Maintaining accounting records and books;
    - v. Communicating with third-party clients and vendors;
2. The Corporation may only engage in other activities with or on behalf of the GWUIAS with the express authorization of the GWUIAS;

## Information and Data Sharing

1. Directors and officers must share all relevant accounting, financial, logistical, academic records, documents, and data with the Chair of The International Affairs Society
  - a. The relevant GWUIAS officers should also have access to accounts and software being used by the Corporation to operate and plan any events being co-hosted by the two organizations;
2. Any restrictions on the sharing of information or data between the Corporation and the GWUIAS concerning any event being co-hosted by the two organizations must be approved by the Board of Directors.

## Allocation Process

1. The Chief Executive Officer and Chief Financial Officer shall meet with the leadership of the GWUIAS in a budget conference to determine an allocation of the profits from throughout the fiscal year to be used for its academic and professional training purposes;
  - a. The Corporation should endeavor to allocate enough funds to the GWUIAS to fund its annual activities,
2. Upon request from the GWUIAS, the Corporation may issue an allocation to the GWUIAS to cover unexpected expenses or operating costs;
3. The Director of Philanthropic Affairs shall draft an annual fundraising plan (budget, goals, timeline) for Board approval each year;
4. All allocations shall require the approval of the Board of Directors before they can be issued to the GWUIAS.

## Definitions

Member of the Board of Directors: A person who maintains a seat, voting or non-voting, on the GWIAA Board of Directors.

Director or Officer: Voting member of the Board of Director, including Chief Executive Officer, Chief Financial Officer, and Chief Operations Officer.

Ex Officio Member of the Board of Directors: A person who maintains a non-voting seat on the Board of Directors by virtue of holding another position outside of the Board of Directors, including the Chair of The George Washington University International Affairs Society (GWUIAS).

Key Employee: As defined by the Internal Revenue Service Form 990, any employee who (1) manages a discrete segment or activity of GWIAA that represents ten per cent or more of GWIAA's assets, income, activities or expenses, or whether they have authority to control or determine ten per cent or more of GWIAA's capital expenditures, operating budget or employee compensation; (2) has an income of over \$150,000 during a given tax year.

Voting Rights Suspension: A director whose voting rights have been suspended retain the rights to attend and speak in meetings of the Board of Directors, but they no longer have the authority to vote, and their vote does not count towards the Board's quorum.

Majority Rule: When a particular action or motion requires more than fifty per cent of voting members to cast a vote in favor of the motion passing for it to pass.

Supermajority Rule: When a particular action or motion requires at least two-thirds of voting members to cast a vote in favor of the motion passing for it to pass.

Approval by Unanimous Consent: A situation in which a voting member motions to approve a particular action or motion and there are no other voting members who oppose the motion or action passing.

Quorum: The requirement that at least a simple majority of the total voting members of the Board of Directors be present at a meeting of the Board for any action it takes to be valid.

Quorate: When a meeting of the Board of Directors meets the quorum requirements.

Inquorate: When a meeting of the Board of Directors does not meet the quorum requirements.

Decorum: Professional, calm, and polite behavior conducive to a productive meeting environment.

Discrimination: Any action or conduct that would constitute prejudice against a person based on the twenty-three traits described in the District of Columbia Human Rights Act:

1. *Age:* eighteen years of age or older;
2. *Color:* skin pigmentation, including variations in skin pigmentation;

3. *Credit Information*: any written, oral, or other communication of information bearing on an employee's creditworthiness, credit standing, credit capacity, credit score, or credit history;
4. *Disability*: a physical or mental impairment substantially limiting one or more major life activities; physical can include auditory, speech, visual, and/or neurological impairments and mental can include cognitive and learning impairments;
5. *Family Responsibilities*: supporting an individual in a legal dependent or blood relationship, which includes, but is not limited to children, grandchildren, and parents;
6. *Familial Status*: a pregnant individual or a parent, guardian, or caregiver who has legal status with respect to children under the age of eighteen;
7. *Gender Identity & Expression*: a gender-related identity, appearance, expression, or behavior of an individual, regardless of the individual's assigned sex at birth;
8. *Genetic Information*: an individual's DNA or genetic predisposition, a family member's genetic predisposition; information resulting from requests for genetic testing, or history which may indicate the likelihood or increase risk of an individual's predisposition to develop a disease, illness, syndrome, or condition;
9. *Homeless Status*: an individual, family, or youth who lacks, lost, or will imminently lose a fixed, regular, and adequate nighttime residence, which can include the result of escaping an unsafe environment;
10. *Marital Status*: married, in a domestic partnership, single, divorced, separated or widowed, and the usual conditions associated therewith, including pregnancy or parenthood;
11. *Matriculation*: being enrolled in a college, university, or some type of secondary school or program, including vocational programs;
12. *National Origin*: the state, country, or nation state where an individual or their ancestors are from;
13. *Personal Appearance*: outward appearance, irrespective of sex and gender identity or expression, including hair style and color, facial hair, tattoos, body size or shape, and body piercings, subject to business requirements and standards;
14. *Place of Residence or Business*: the geographical location of home or work;
15. *Political Affiliation*: the state of belonging to or endorsing any political party;
16. *Race*: classification or association based on an individual's ancestry, ethnicity and/or physical traits;
17. *Religion*: a personal set or institutionalized system of attitudes, beliefs, and practices relating to a supernatural force or being, or its equivalent in secular faiths, including the presence or absence of commitment or devotion to any faith;
18. *Sealed Eviction Record*: an eviction record that has been sealed by the Superior Court of the District of Columbia for specific reasons or upon motion by the tenant demonstrating that sealing is warranted;
19. *Sex*: the state of being biologically male, female, or intersex including medical conditions and reproductive health decisions associated therewith;
20. *Sexual Orientation*: an individual's romantic and/or sexual attraction for another person(s); includes relationship types such as aromantic, ethical non-monogamy, open relationships, polyamory, etc.;
21. *Source of Income*: the origination of an individual's personal and professional finances, including from housing choice vouchers (Section 8), emergency assistance payments, SSI Income, alimony, and disability benefit programs;
22. *Status as a Victim or Family Member of a Victim of Domestic Violence, a Sexual Offense, or Stalking (DVSOS)*: when an individual is a victim or family member of a victim of domestic violence, sexual offense, or stalking;

23. *Status as a Victim of an Intrafamily Offense*: an individual, their family, or a household member who is a victim of domestic violence, sexual assault, stalking, and/or cruelty to the victim's animal.

Reasonable Expense/Reimbursement: An expense that was made at a reasonable cost to the Corporation at the time the expense was made based on current market conditions, the need of the product or service in question, and the financial state of the Corporation.