

Enacted on 5 May, 2025

Article I. The Corporation.

The corporation shall be known and referred to in these bylaws as “George Washington International Affairs Association, Inc” or “GWIAA.”

1.1: Purpose

GWIAA is organized exclusively for education and charitable purposes as defined by section 501(c)3 of the Internal Revenue Code, or the corresponding section in any future tax code. Under no circumstances shall GWIAA carry out activities prohibited by its tax-exempt status, including but not limited to, political campaign activities.

Article II. Members.

The corporation has no members.

Article III. Board of Directors.

The Board of Directors shall be known and referred to in these bylaws as the “Board.”

3.1: Composition and Duties.

The property, affairs, and business of GWIAA shall be managed by its Board of Directors, which shall consist of not less than three and no more than 12 voting Directors, as the Board of Directors may determine when necessary.

3.2: Officers of the Board of Directors.

1. The following persons shall be voting officers of the Board:
 - (a) the Chief Executive Officer and Chair of the Board of Directors (CEO) of GWIAA;
 - (b) the Chief Financial Officer (CFO) of GWIAA;
 - (c) the Chief Operations Officer (COO) of GWIAA;
 - (d) the Director of Philanthropic Affairs (DPA) of GWIAA;
 - (e) the Director of Outreach (DoO) of GWIAA;

3.3: Other Members of the Board of Directors.

1. the Chair of The George Washington University International Affairs Society (GWUIAS), *Ex Officio*;

3.4: *Ex Officio* Members of the Board of Directors.

Ex Officio Members of the Board hold a position on the Board by virtue of holding another position outside of GWIAA. *Ex Officio* Members have the authority to attend meetings of the Board, give a report on recent activities, and engage in debate, but may not vote on matters before the Board.

The Board does not have the authority to appoint *ex officio* members or remove *ex officio* members from their positions, but may perform other disciplinary action when necessary.

3.5: Selection of the CEO.

Each year, the Board of Directors shall convene to appoint a new CEO of GWIAA. The confirmation of the CEO shall be by a majority vote by the current Board of Directors:

1. The Board shall elect the CEO of GWIAA after an appropriate application and interview process as proposed by the Board. This process shall conclude no later than seven (7) days after the conclusion of the fiscal year.
2. The decision to approve the CEO shall be made in accordance with the following guidelines:
 - (a) It shall be made only on the basis of merit;
 - (b) It shall be made with the goal of serving the immediate and future interests of GWIAA. The ability of a candidate to carry out the duties and obligations of the position, and the necessity for the position to be well-filled on future GWIAA boards, shall be the only considerations;
 - (c) It shall not be made on the basis of race, creed, gender, sexual orientation, religion, age, disability, or any other protected characteristic under federal law.
3. In the event of the resignation of the CEO as outlined in Article III, Section 15, the Board shall select a replacement within a period of fourteen (14) days to serve the remaining one-year term of the CEO.

3.6: Selection of Officers.

Upon the approval of a new CEO of GWIAA, a new set of executive officers shall be nominated by the incoming CEO of the board from a pool of applicants for each position. The CEO shall use the same considerations outlined in Article III, Section 3(2) to select nominees. At the next meeting of the outgoing Board following deliberations, a majority vote shall be taken to confirm each nominee to the GWIAA Board of Directors. In the event that a nominee fails to be confirmed, the CEO shall select a new nominee within fourteen (14) days.

3.7: Vacancies.

1. Vacancies in the Board of Directors must be filled by the nomination of a candidate by the CEO in a manner consistent with Section 3.4 and any relevant SOPs.
2. Neither the Board nor its officers can fill a vacancy in an Emeritus position.

3. Vacancies in the Board of Directors in non-Emeritus positions must be filled within 14 days of the vacancy. The CEO shall nominate a replacement and the Board of Directors will confirm a permanent replacement by simple majority vote.
4. If for any reason the position of the CEO becomes vacant or the CEO is unable to fulfill their duties, the COO shall assume the responsibilities of acting CEO and Chair of the Board of Directors.

3.8. Meetings.

Meetings of the Board of Directors shall be held upon the call of the CEO at least twice monthly during the academic year of The George Washington University or more frequently as determined by the Chair of the Board. Notice of the time and place of each meeting shall be given to the Directors by telephone, electronic communication, or personally at least two days before the meeting. Public notice of the meeting agenda shall be made available prior to the meeting.

3.9: Special Meetings.

Special meetings of the Board may be called by the Board upon the written request of one-third (1/3) of the Directors stating the purpose of such meetings. A notice of at least 24 hours before the meeting shall be given to each director by telephone, electronic communication, or personally.

3.10: Open Board Meetings.

All meetings of the Board, unless otherwise specified in these bylaws, shall be open to the general public.

1. The Board may, upon a majority vote of those present, go into executive session, which shall be closed to all non-Board attendees. During the executive session, the Board can discuss any issue it chooses to address, but it must return to a normal session in order to vote.
2. Any individual may be invited by a two-thirds (2/3) majority vote of the Board to sit in on closed meetings.
3. All interviews and deliberations to fill positions on the Board shall be closed to the general public. All GWIAA board members, if not applying for the position or program, are welcome to attend interviews and deliberations. Additional individuals may be invited by a simple majority vote of the Board.
4. All individuals who have a conflict of interest with regard to an interview or deliberations shall recuse themselves from the meeting in which the interview or deliberations takes place.

3.11: Quorum and Voting.

1. A simple majority of the voting members of the Board of Directors shall constitute a quorum unless otherwise specified in these bylaws. If the number of directors present at

any meeting constitutes less than a quorum, they shall adjourn the meeting until a quorum is present.

2. All votes shall be presented to the Board through a motion in accordance with Roberts Rules of Order and a simple majority vote shall control unless otherwise required by these Bylaws, the District of Columbia, or the Certificate of Incorporation.
3. A vote shall only be considered valid if a majority of Board Directors cast a vote.
4. Only Board Directors who vote “yes” or “no” shall be considered as having cast a vote.
5. An absent director shall be considered as abstaining from all votes unless they communicate to the CEO (in writing) their vote prior to the meeting.
6. In order to remain in good standing as a member of the Board, directors must adhere to all bylaws, SOPs, and attendance policies adopted by the Board. If a Director is found in violation of any of the aforementioned, the Board may, upon the recommendation of the CEO and COO, sanction the Director by a majority vote. If the Board member in question is the CEO, then the COO may recommend sanctions. These sanctions may include, but are not limited to: formal censure, financial restitution, temporary suspension of voting privileges, and temporary suspension of participation in Board debate. If and when the Director becomes compliant, the Board may by majority vote reverse any sanctions previously levied.
7. The CEO may conduct electronic voting for time sensitive matters that fall between regularly scheduled meetings of the Board. Electronic votes should be open for a period of no less than 12 hours.

3.12: Compensation.

Directors shall not receive any compensation for their services in such capacity, but can be reimbursed by GWIAA for their reasonable expenses and disbursements on behalf of GWIAA.

3.13: Executive and Other Committees.

The Board of Directors may constitute and appoint other committees with such powers and authority as the Board shall designate. The CEO shall have the power to appoint a chair of a committee unless otherwise agreed upon by a majority of the Board.

3.14: Requirements and Limitations of Participation.

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

1. No person shall be an officer of the GWIAA Board unless they are also concurrently a dues-paying member of GWUIAS, as verified by GWUIAS records;
2. No person shall simultaneously hold more than one voting position on the GWIAA Board;
3. No person may concurrently hold voting positions on the Boards of GWIAA and GWUIAS, apart from the CEO;

4. An individual with an Emeritus position relinquishes the capacity to that position when also in possession of an additional position on the Board of Directors.
5. Temporary appointments and all nominations made by the CEO shall be made in accordance with the guidelines established in Article III, Section 3(2).

3.15: Removal.

A Board Officer may be removed for failure to properly carry out their duties, conduct in violation of these bylaws, conduct in violation of the laws of the United States of America or state/District of Columbia laws, or for any action or inaction that does significant harm to GWIAA.

1. Any Board Officer may be considered for removal at the written request of one-third (1/3) of the officers of Board, submitted to the CEO.
2. Once such a request is submitted, the CEO must convene a special meeting to discuss the removal of any Board Officer. This meeting shall be closed to all individuals not on the Board and to the individual facing removal. However, the officer facing removal shall be notified of the special meeting at least one (1) day before it is held.
3. A vote to remove an officer shall require two-thirds (2/3) of the Board present and voting (excluding the individual facing removal) to be considered valid.
4. A three-fourths (3/4) majority of votes cast (excluding the individual facing removal) shall be required to remove a Board Officer. The standards for counting votes shall be the same as specified in Article III, Section 9.
5. If the individual being considered for removal is the CEO, the written request shall be submitted to the COO who shall convene and preside over the special meeting.

3.16: Resignation.

A Board Officer may resign at any time by giving written notice to the Board of Directors through the CEO or, if in the case of a CEO resignation, through the COO. Any such resignation shall take effect at the time specified therein, or, if the time is not specified therein, upon its acceptance by the Board of Directors. The Board reserves the right to remove an officer prior to their specified date of resignation by a simple majority vote.

Article IV. Officers.

4.1: Number and Title.

The officers of GWIAA shall be the Directors as stipulated in Article III, Section 2.

Members (d) and (e), the *Director of Philanthropic Affairs* and the *Director of Outreach* will collectively be known as the “*Development Team*”

4.2: Duties and Limitations.

The duties and limitations of each Officer of the Board shall be in accordance with the following guidelines:

(a) Chief Executive Officer and Chair of the Board of Directors. The CEO of GWIAA shall be responsible for the general conduct and decisions of GWIAA. The CEO shall:

1. Nominate Directors as outlined in Article III, Section 4;
2. Chair all meetings of the Board;
3. Act on the Board's behalf, in particular by consultations and review of the various activities and administration of GWIAA;
4. Attend requested meetings of the Executive Board of GWUIAS as a non-voting member.

(b) Chief Financial Officer. The CFO of GWIAA shall be responsible for the supervision and management of the finances of GWIAA. The CFO shall:

1. Compile a yearly budget for GWIAA and maintain a ledger of all GWIAA finances;
2. Coordinate and approve financial transactions of all activities of GWIAA;
3. Work with the Board, GWUIAS Eboard, and collaborating organizations to compile a budget prior to that budget being submitted to the Board for approval;
4. Complete tax forms on time each year;
5. Ensure that all names on GWIAA accounts are updated each year and that all bills, fees, and vendor contracts are paid in full in a timely fashion;
6. Be the primary point of contact and facilitator for benefit events, grant solicitations, and major donor cultivation;
7. Provide reimbursement for GWIAA expenses as stipulated in Article III, Section 10.

(c) Chief Operations Officer. The COO of GWIAA shall be responsible for the promotion and maintenance of the logistical viability of the activities of GWIAA. The COO shall:

1. Maintain a report on the inventory of all GWIAA non-monetary resources, which shall be made available to the Board;
2. Compile and publish GWIAA's corporate report;
3. Assist the CEO in organizing and effectively accomplishing the activities of GWIAA;
4. Attend all meetings of the Board to take minutes and manage the official records of the corporation.

(d) Director of Philanthropic Affairs. The DPO of GWIAA shall be responsible for organizing philanthropic events on behalf of GWIAA. The DPO shall:

1. Ensure compliance with all federal and District of Columbia charitable-solicitation laws, maintain required registrations under D.C. Code § 44-1703, and oversee annual contribution reports;
2. Be the primary point of contact and organizer for any philanthropic, charity, or community events hosted by the Corporation;

3. Present annual written reports to the Board detailing fundraising goals, progress, event outcomes, and compliance status;
4. Negotiate and execute, on behalf of the Corporation, sponsorship or underwriting agreements for fundraising programs, subject to Board-approved budgets and policies.

(e) Director of Outreach. The DoO of GWIAA shall be responsible for leading educational and community tutoring initiatives on behalf of GWIAA. The DoO shall:

1. Chair the Development Team;
2. Oversee the design and delivery of all school-based international-affairs training programs (e.g. Model UN sessions), ensuring paid engagements with private schools and pro bono services to public schools;
3. Develop and maintain partnerships with schools and community organizations to advance the Corporation's educational mission;
4. Supervise volunteer trainers or program staff and chair the Education Committee for programmatic quality control;

Article V. Finance and Property. 5.1: Fiscal Year.

The fiscal year of GWIAA shall begin on January 1st of each year and end on December 31st of the same year.

5.2: Contributions.

Contributions, bequests, and gifts to GWIAA shall be accepted only upon authorization of the Board.

5.3: Depositories.

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

5.4: Property.

Title to all property shall be held in the name of GWIAA.

5.5: Approved Signatures.

All checks, drafts, and other orders for the payment of money shall be signed by such officers or agents as shall be thereunto authorized by the Board. This authorization extends only to the individual named by the Board, and may not be delegated, transferred, or placed upon any other individual without majority approval of the Board of Directors. Each payment must be reviewed by no fewer than two individuals.

5.6: Contracts and Debts.

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

5.7: Budget.

The budget of GWIAA shall be automatically subject to review and reconsideration by the Board any time that a line item expense exceeds 10% of the previously approved line item amount. Should time be a constraint, the CEO and CFO may authorize an expenditure to exceed the previously approved 10% so long as the Board is notified at its next meeting. Once the Board is notified, a vote shall be taken and two-thirds (2/3) majority of voting Board members are required to approve the additional amount above the original allocation. If the allocation is not approved, the Board may request that the individual making the transaction reimburse the Board out of personal funds.

5.8: Financial Reports.

At the Board's request, the CFO shall give the Board a report on the GWIAA financial position in a form to be determined by the Board. At the Board's request and at least once a semester, the CEO must perform an audit of GWIAA finances in conjunction with the CFO and any interested officers and report their findings to the Board. The CFO must prepare and present to the Board an updated and accurate statement of cash flows, balance sheets, and income statements at least once a month and provide a review of the operations budget once a semester.

5.9: Investment Policy.

The Board shall determine what investments GWIAA shall make with its available funds. The CFO without Board approval may place GWIAA funds in only the following investment vehicles: savings and checking accounts at federally insured institutions, or certificates of deposit of six months or less. The Board may create an Investment Guidelines document, which shall detail the manner in which GWIAA will invest any money outside of the options listed above.

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

5.10: GWUIAS Allocation.

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

Once per academic semester, the CEO and CFO shall audit the GWUIAS Allocation to ensure appropriate dispersal of funds.

5.11 Charitable-Solicitation Compliance

The Corporation shall comply with all applicable federal and D.C. laws governing charitable solicitations, including obtaining and renewing any required registration under D.C. Code § 44–1703. The Director of Philanthropic Affairs is responsible for filing and maintaining such registrations and for reporting compliance status to the Board at least annually. Solicitation materials (print, online, or oral) shall include all disclosures required by law.

Article VI. Amendments and Miscellaneous.

6.1: General Powers.

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

6.2: Restrictions.

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

6.3: Liability.

No officer of the Board, nor any officer, volunteer, or employee of GWIAA shall be liable for any losses on invested funds except by reason of malfeasance or gross neglect of duty as determined by a two-thirds (2/3) majority vote of the Board.

6.3A: Indemnification

The Corporation may indemnify, with a 2/3 majority vote by the Board, any person who is or was a Director or Officer (including the Director of Philanthropic Affairs and Director of Outreach) for unforeseen expenses and liabilities to the fullest extent permitted by D.C. Code § 29–406.51

et seq. Such indemnification shall apply only if the individual acted in good faith, in a manner reasonably believed to be in the best interests of the Corporation, and with the care an ordinarily person would exercise. No indemnification shall be provided for acts of gross negligence, willful misconduct, knowing violation of law, or any transaction from which the individual derived an improper personal benefit.

6.4: Principal Office.

The principal office of GWIAA shall be located in such place as the Board may from time to time designate. GWIAA may also have other offices within or without the District of Columbia as the Board of Directors may from time to time determine.

6.5: Books.

The books of the corporation may be kept (subject to any provision contained in the Statutes) inside or outside the District of Columbia at such place or places as may be designated by the Board of Directors.

6.6: Seal.

The seal of GWIAA shall bear the name of the corporation and shall be in such form as the Board of Directors may determine.

6.7: Personnel Policy

1. All Board and Staff positions shall be open to anyone who is a dues-paying member of the GWUIAS by the deadline to vote in GWUIAS elections.
2. A notice listing all available positions, necessary qualifications, and other important applicant information shall be placed in the GWUIAS listserv. This newsletter should be sent out in time to reach members before the deadline to apply for any position passes.
3. GWIAA, its officers, and its directors do not discriminate on the basis of race, creed, color, gender, sexual orientation, religion, age, disability, or any other protected characteristic under federal law.

6.9: Compliance and Confidentiality

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

6.10: Standard Operating Procedures.

Standard operating procedures (SOPs) may be developed by the Board to institutionalize practices and data. SOPs shall take the form of written documents accessible by all Directors.

SOPs shall serve as guiding documents for GWIAA practices and shall be followed by all GWIAA members.

1. SOPs shall take effect once approved by a simple majority vote.
2. SOPs may be altered, amended, or repealed through a simple majority vote.
3. At the beginning of each academic year, the existing SOPs must be reviewed and reapproved by the Board of Directors through a simple majority vote. This process shall be completed within 2 weeks of the beginning of the Fall semester.
4. If existing SOPs are not approved within the allocated 2 weeks, they immediately become null and void.
5. In case of a conflict between an SOP and these Bylaws, these Bylaws shall take precedence.

6.11: Dissolution.

GWIAA may be dissolved by a $\frac{3}{4}$ majority vote. The vote for dissolution shall require $\frac{2}{3}$ of the Board to cast a vote to be considered a valid vote. If any assets of GWIAA remain after dissolution, they shall be donated to an educational 501(c)(3) of the Board's choosing. The Board may designate by a simple majority vote to specifically donate the funds to a particular nonprofit organization at the time of the vote.