



*Approved by the GIRA Board of Directors on December 7, 2016*

*Last Amended on January 28th, 2023*

**Article I. The Corporation.**

The corporation shall be known and referred to in these bylaws as “GIRA.”

**Article II. Members.**

The corporation has no members.

**Article 3. 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 GIRA shall be managed by its Board of Directors, which shall consist of not less than nine nor more than fifteen voting Directors, as the Board of Directors may from time to time determine.

**3.2: Officers of the Board of Directors.**

- (a) The following persons shall be voting officers of the Board:
  - (i) the Chief Executive Officer and Chair of the Board of Directors (CEO) of GIRA;
  - (ii) the Chief Financial Officer (CFO) of GIRA;
  - (iii) the Chief Operations Officer (COO) of GIRA;
  - (iv) the Global Programs Strategist (GPS) of GIRA;
  - (v) the Global Initiatives Strategist (GIS) of GIRA;
  - (vi) the Chief Community Strategist (CCS) of GIRA;
  - (vii) the Chief Communications Officer (CCO) of GIRA;
  - (viii) the Chief Human Resources Officer (CHRO) of GIRA;
  - (ix) the Secretary-General of the North American Invitational Model United Nations (NAIMUN);
  - (x) the Secretary-General of the National Collegiate Security Conference (NCSC);
  - (xi) the Executive Director of NAIMUN;
  - (xii) the Executive Director of NCSC;
  - (xiii) the SG Emeritus of NAIMUN;



- (xiv) the SG Emeritus of NCSC;
  - (xv) the ED Emeritus of NAIMUN;
  - (xvi) the ED Emeritus of NCSC.
- (b) Additionally, all members of the Board of Directors of the Georgetown International Relations Club (GIRC) shall serve the GIRA Board in an advisory capacity.

### **3.3: Selection of the CEO.**

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

- (a) The Board shall elect the CEO of GIRA 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.
- (b) The decision to approve the CEO shall be made in accordance with the following guidelines:
  - (i) It shall be made only on the basis of merit;
  - (ii) It shall be made with the goal of serving the immediate and future interests of GIRA. 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 GIRA boards, shall be the only considerations;
  - (iii) It shall not be made on the basis of race, creed, gender, or sexual orientation.

### **3.4: Selection of Officers.**

Upon the approval of a new CEO of GIRA, a new set of non-conference executive officers shall be nominated by the incoming CEO of the board from a pool of applicants for each position. For all positions on the GIRA Board of Directors, the CEO shall nominate the applicant who receives a majority of votes cast in the final round of deliberations for each position. At the next meeting of the Board following deliberations, a majority vote will be taken to confirm each nominee to the GIRA Board of Directors.

- (a) This does not apply to Emeritus positions for both the Secretary-General and Executive Director of NCSC and NAIMUN.
  - (i) These positions will be filled by the outgoing conference executives following the deliberation of and vote on new conference executives.

### **3.5: Vacancies.**



- (a) Vacancies in the Board of Directors must be filled by the nomination of a candidate by the CEO in a manner consistent with Article III, Section 4 and any relevant SOPs.
- (b) Neither the Board nor its officers can fill a vacancy in an Emeritus position.
- (c) Vacancies in the Board of Directors in positions other than the CEO or Emeritus positions must be filled within 30 days of the vacancy. The CEO shall nominate a replacement and the Board of Directors will confirm a permanent replacement by simple majority vote.
- (d) If for any reason the position of the CEO becomes vacant or the CEO is unable to fulfill their duties, the individual who has served the longest as a Director of the GIRA Board shall become acting Chair of the Board. The COO shall assume the responsibilities of acting CEO. During the Academic Year, within fifteen business days, the Board should select a permanent replacement for the CEO.

### **3.6. 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 Georgetown 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, email, or personally at least two days before the meeting. Additionally, all GIRA Board members must adhere to any attendance policy in place.

### **3.7: Special Meetings.**

Special meetings of the Board may be called by the Board upon the written request of one-third ( $\frac{1}{3}$ ) 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, email, or personally.

### **3.8: Open Board Meetings.**

All meetings of the Board, unless otherwise specified in these bylaws, shall be structured in the following manner:

- (a) The Board meeting will begin with a Public Comment section. The Public Comment section shall provide an opportunity for non-Board members to attend the meeting to share general concerns or ideas with the Board, regardless of those topics' relevance to the Board's agenda for that meeting. The presiding Chair of the Board of Directors shall open the public comment section at the beginning of each meeting and may close the public comment section should no non-Board members appear or



at the Chair's personal discretion in order to continue with the Board's predetermined agenda.

- (b) The Board meeting will then move into the Open Board Meeting. The Open Board Meeting shall be the standard meeting of the Board of Directors at which the topics of the predetermined agenda are discussed. This section of the meeting is open to viewing by the public and the Chair, at their discretion, may invite non-Board members to speak on specific agenda items during this section of the meeting.
- (c) The final section of the Board Meeting will, if necessary, be the Executive Session. The Executive Session shall be a closed Board meeting in which the Board may discuss particularly sensitive or critical topics.
  - (i) This section of the meeting will not be open to the general public and all non-Board members will be asked to leave the meeting before the Board enters its Executive Session.
  - (ii) All agenda items which fall under the auspices of the Executive Session shall be clearly marked as such in the Board's predetermined meeting agenda.
- (d) The Chief Communications Officer shall be responsible for recording meeting minutes of all three sections of the Board Meeting. The minutes from the Public Comment and Open Board Meeting sections shall be made publicly available through the standard distribution processes. The minutes from the Executive Session shall not be made publicly available and shall be filed in a non-public folder.
  - (i) At their discretion, Board members may request that the CCO redact specific comments from the public minutes for any reasonable purpose.
- (e) All interviews and deliberations to fill positions on the Board or to carry out a GIRA program shall be closed to the general public. All GIRA board members and the GIRC Chair, 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. The Board shall remain in closed session when it votes to recommend a candidate to the CEO.
- (f) All individuals who have a conflict of interest with regard to a vote or deliberations shall recuse themselves. 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.
  - (i) Conflict of interest is defined as having an intimate, personal relationship with a candidate for a position on the Board of Directors or on a topic under consideration through which they would benefit under another leadership position held concurrently with their Board post.



- (ii) For deliberations for non-conference executive positions, the individual shall recuse themselves for all positions to which the candidate applies.

### **3.9: Quorum and Voting.**

- (a) A majority (50% + 1) of the voting Directors and the CEO 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 may adjourn the meeting until a quorum is present.
- (b) All votes shall be presented to the Board by the CEO, and a simple majority vote shall control unless otherwise required by these Bylaws, the “General Corporation Law of the State of Delaware,” or the Certificate of Incorporation.
  - (i) In the case of absence, incapacitation, or recusal of the CEO, the longest serving Board member with deference to the Secretary-General shall present votes to the Board.
- (c) If the CEO refuses to call a vote on any matter, a two-thirds ( $\frac{2}{3}$ ) majority of the voting Directors may override the CEO’s decision and call for a vote.
- (d) A vote shall only be considered valid if a majority of Board Directors cast a vote.
  - (i) Only Board Directors who vote “yes” or “no” shall be considered as having cast a vote.
- (e) 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. An individual that misses interviews and deliberations may have their opinion read to the Board but shall not be considered as casting a vote to fill the vacancy.
- (f) 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 and longest serving director of the Board 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.
- (g) The CEO may conduct electronic voting via email for time sensitive matters that fall between regularly scheduled meetings of the Board. Email votes should be open for a period of no less than 12 hours.

### **3.10: Compensation.**



Directors shall not receive any compensation for their services in such capacity, but can be reimbursed by GIRA for their reasonable expenses and disbursements on behalf of GIRA. Reimbursements for money expended on behalf of GIRA, NCSC, and NAIMUN shall be given only when accompanied the request reflects relevant SOPs or with approval of two-thirds ( $\frac{2}{3}$ ) of the Board of Directors.

### **3.11: Executive and Other Committees.**

The Board of Directors may constitute and appoint other committees with such powers and authority as the Board shall designate.

### **3.12: Requirements and Limitations of Participation.**

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

- (a) No person shall simultaneously hold more than one voting position on the GIRA Board;
- (b) No person may concurrently hold voting positions on the Boards of GIRA and GIRC;
- (c) The SG and ED of NCSC and NAIMUN cannot hold any other positions on the Board of GIRA or GIRC during their active tenure;
- (d) 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. An Emeritus shall be defined as a person who acted in the capacity of SG or ED in the conference immediately prior to the conference under the responsibility of the currently appointed SG and ED;
- (e) Appointments made by the CEO shall be made in accordance with the following guidelines:
  - (i) They shall be made only on the basis of merit
  - (ii) They shall be made with the goal of serving both the immediate and future interests of GIRA. The ability of the candidate to carry out the duties and obligations of the position, and the necessity for the positions to be well-filled on future GIRA boards shall be the only considerations.
  - (iii) The appointments shall not be made on the basis of race, creed, gender, or sexual orientation.



### **3.14: 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 laws, or for any action or inaction that does significant harm to GIRA.

- (a) Any Board Officer may be considered for removal at the written request of one-third ( $\frac{1}{3}$ ) of the officers of GIRA Board, submitted to the CEO.
- (b) Once such a request is submitted, the CEO must convene a special meeting to discuss the removal of any GIRA Board Officer. This meeting shall be closed to all individuals not on the GIRA 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.
- (c) A vote to remove an officer shall require two-thirds ( $\frac{2}{3}$ ) of the Board (excluding the individual facing removal) to cast a vote to be considered valid.
- (d) A three-fourths ( $\frac{3}{4}$ ) 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.
- (e) If the individual being considered for removal is the CEO, the written request shall be submitted to the individual who has served the longest on GIRA Board, with seniority given to the Secretary-General. That individual shall convene and preside over the special meeting.

### **3.15: 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 longest-serving member of the Board. If there are two Directors of equal tenure, the notice shall be presented to the SG Emeritus. 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.

## **Article IV. Officers.**

### **4.1: Number and Title.**

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

### **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 GIRA shall be responsible for the general conduct and decisions of GIRA. The CEO shall:

- (i) Nominate Directors as outlined in Article III, Section 4;
- (ii) Chair all meetings of the Board and submit all votes to the Board;
- (iii) Act on the Board's behalf, in particular by consultations and review of the various activities and administration of GIRA;
- (iv) Nominate a new Secretary-General and Executive Director of NCSC within thirty (30) days of the close of the previous NCSC, with all deliberate speed;
- (v) Nominate a new Secretary-General and Executive Director of NAIMUN within thirty (30) days of the close of the previous NAIMUN with all deliberate speed;
- (vi) Attend all meetings of the GIRC Board of Directors.

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

- (i) Compile a yearly budget for GIRA to include Alumni Events, maintenance of GIRA facilities and equipment, and funding for GIRC and maintain a ledger of all GIRA finances;
- (ii) Coordinate and approve financial transactions of all activities of GIRA;
- (iii) Work with the SG and ED of each conference to compile a budget prior to that budget being submitted to the Board for approval;
- (iv) Complete tax forms by 30 May each year;
- (v) Ensure that all names on GIRA accounts are updated each year and that all bills, fees, and vendor contracts are paid in full in a timely fashion;
- (vi) Provide reimbursement for GIRA expenses as stipulated in Article III, Section 10.

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

- (i) Maintain the inventory all GIRA non-monetary resources, including intellectual property and the GIRAge, and provide documentation to the GIRA Board;
- (ii) Compile and publish GIRA's corporate report;
- (iii) Assist the CEO in organizing and effectively accomplishing the activities of GIRA;





- (iv) Manage GIRA's legal and insurance matters;
- (v) Assist the ED of NCSC, ED of NAIMUN, CGS, CCS, and any other relevant GIRA Board members in satisfying the logistical requirements of each conference and program at minimum waste and cost;
- (vi) Liaison with potential long-term institutional partners of GIRA including but not limited to Georgetown University academic departments, United Nations -affiliated organizations, and other professional international relations organizations in the D.C. area.

***(d) Chief Global Strategist.*** The CGS of GIRA shall be responsible for the development and maintenance of GIRA's partnership with international education organizations.

The CGS shall:

- (i) Act as the primary point of contact for all correspondence between the Board and international partners;
- (ii) Develop, negotiate, and review contracts and memorandums of understanding that guide the relationship between GIRA and its international partners;
- (iii) Coordinate, confirm, and execute logistics required for international travel through GIRA programs, including visa acquisition

***(e) Chief Community Strategist.*** The CCS of GIRA shall be responsible for building GIRA's capacity to coordinate Model United Nations education across domestic communities. The CCS shall:

- (i) Liaise with the NAIMUN Executives, NCSC Executives, and CGS to produce and create Model UN training resources;
- (ii) Develop GIRA's ability to deliver educational materials digitally;
- (iii) Coordinate a "Program Builder" project to assist schools with starting and enhancing their MUN infrastructure;
- (iv) Seek no/low cost ways of promoting Model United Nations as an activity in the Washington, DC area;
- (v) Collaborate with local schools to put on Model UN training programs, with a special emphasis on preparing schools for participation in GIRA's conference programs;
- (vi) Coordinate the application, disbursement, and post-grant follow-up process for the GIRA Global Education Grant;



- (vii) Lead and oversee DistrictMUN, an annual middle school Model United Nations conference organized by GIRA.

***(f) Chief Communications Officer.*** The CCO of GIRA shall perform all the duties generally pertaining to public communications, record-keeping, board upkeep, and external outreach. Specifically, the CCO shall:

- (i) Maintain a record of key topics, discussions, and votes from all GIRA Board Meetings and publicizing such information as appropriate;
- (ii) Oversee GIRA's webpage and regularly updating information;
- (iii) Coordinate GIRA's social media strategies and presence, including creating digital materials;
- (iv) Manage the GIRA mailbox and check log;
- (v) Keep GIRA Board members' attendance;
- (vi) Organize outreach and communication with GIRA's alumni network;
- (vii) Collaborate with other Georgetown University student groups.

***(g) Chief Human Resources Officer.*** The CHRO shall be responsible for all human resources, misconduct, and diversity, equity, and inclusion matters related to GIRA. The CHRO shall:

- (i) Manage GIRA's misconduct policies by administering and overseeing reporting forms, maintaining misconduct records, updating and improving GIRA's misconduct policies where necessary, and remaining informed on best practices in this area;
- (ii) Provide support and oversight to GIRA hiring cycles;
- (iii) Assist in organizing misconduct trainings and workshops for GIRA personnel;
- (iv) Co-lead the GIRC-GIRA Human Resources department and work with relevant parties on the GIRC Board to harmonize and coordinate HR-related matters;
- (v) Lead GIRA's efforts related to Diversity, Equity, and Inclusion and recommend related policy changes.

***(h) Secretaries-General of NAIMUN and NCSC.*** The Secretary-General is responsible for all substantive aspects of the conference. The SG shall:

- (i) Select Senior and General Staff in consultation with the Executive Director ;
- (ii) Determine committees and topics for the conference;



- (iii) Manage in concert with the ED the registration process;
- (iv) Allocate country and position assignments to schools;
- (v) Oversee production, distribution, and enforcement of rules of procedure;
- (vi) Ensure the production, distribution, and quality of background guides and other materials for the conference are to a high academic standard.

(i) **Executive Directors of NAIMUN and NCSC.** The ED is responsible for coordinating logistics and securing all materials necessary for running the conference. The ED shall:

- (i) Compile and maintain an accurate conference budget, to be reported to the Board of Directors;
- (ii) Coordinate activities and relations with hotels;
- (iii) Manage in concert with the SG the registration process;
- (iv) Secure conference materials from vendors at competitive prices;
- (v) Manage conference website;
- (vi) Manage administrative senior staff to achieve these goals.

(j) **SG and ED Emeriti of NAIMUN and NCSC.** The Secretaries-General and Executive Directors Emeriti are responsible for facilitating the transition from each conference to the succeeding one. The SG and ED Emeritus shall:

- (i) Complete and transfer the Report of the Secretary-General and Executive Director;
- (ii) Transfer all staff lists, background guides, and registration information;
- (iii) Act in an advisory capacity to the Secretary-General and Executive Director in preparation for the next conference.

## **Article V. Finance and Property.**

---

### **5.1: Fiscal Year.**

The fiscal year of GIRA shall end on April 30th of each year.

### **5.2: Contributions.**

Contributions, bequests, and gifts to GIRA shall be accepted only upon a majority vote of the Board.



### **5.3: Depositories.**

All funds of GIRA shall be deposited to the credit of GIRA 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 GIRA.

### **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.

### **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 budgets of GIRA, NCSC, and NAIMUN 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 ( $\frac{2}{3}$ ) 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 GIRA financial position in a form to be determined by the Board. At least once per semester, the CFO must perform an audit of GIRA finances 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: Conference Financial Audits.**

At the Board's request, the CFO shall give the Board a report on the conferences finances following each iteration of NCSC and NAIMUN. The CFO must prepare and present to the Board an updated audit document for each conference giving a full financial picture with a 5 year overview. Only received income will be included in the audit and receivables will be excluded for the sake of accuracy.

### **5.10: Investment Policy.**

The Board shall determine what investments GIRA shall make with its available funds. The CFO without Board approval may place GIRA 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 GIRA will invest any money outside of the options listed above.

- (a) The Investment Guidelines document should allow for the guidance of an experienced financial manager in determining GIRA's investment.
- (b) 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 ( $\frac{2}{3}$ ) majority of votes cast.
- (c) The new Board shall review, amend, and approve the Investment Guidelines document at the beginning of the new Fiscal Year.

### **5.11: GIRC Allocation.**

The Board shall approve, by a  $\frac{2}{3}$  majority of votes cast, a GIRC Allocation policy. The Board shall follow this policy in determining the manner and sum of any allocation made to GIRC. The new Board shall review, amend, and approve the GIRC Allocation policy at the beginning of the new Fiscal Year. Once per academic semester, the CEO and CFO shall audit the GIRC Allocation to ensure appropriate dispersal of funds.

## **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 ( $\frac{2}{3}$ ) 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 GIRA ever to receive any compensation of any pecuniary profit from the operations of GIRA (except reasonable compensation for services actually rendered to GIRA in effecting one or more of its purposes) or to receive any part of the property or assets of GIRA upon its dissolution or termination. The Board shall not have the power to alter or amend Article VI, Section 1 or Article VI, Section 2.

**6.3: Liability.**

No officer of the Board, nor any officer, volunteer, or employee of GIRA 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 ( $\frac{2}{3}$ ) majority vote of the Board.

**6.4: Principal Office.**

The principal office of GIRA shall be located in such place as the Board may from time to time designate and in accordance with the incorporating company of GIRA. GIRA may also have other offices within or without the State of Delaware 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) outside the State of Delaware at such place or places as may be designated by the Board of Directors.

**6.6: Seal.**

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

**6.7: Personnel Policy**

- (a) All Board and Staff positions shall be open to anyone who is an undergraduate student at Georgetown University. If someone does not meet this condition at the time of the program for any reason, the hiring party can petition the Board to grant an exception which requires a Board vote with a simple majority.



- (b) A notice listing all available positions, necessary qualifications, and other important applicant information shall be placed in a GIRC newsletter. This newsletter should be sent out in time to reach members before the deadline to apply for any position passes.
- (c) GIRA, its officers, and its directors do not discriminate on the basis of race, creed, color, gender, or sexual orientation.

#### **6.8: Insurance.**

GIRA will maintain an insurance policy that provides adequate coverage for all of GIRA's operations at the discretion of the Board and which shall at a minimum comply with all requirements of the NAIMUN and NCSC hotels. If the selected policy requires background investigations of the Board of Directors, all applicants to the GIRA Board must be notified that a professional investigation may be conducted once appointed.

#### **6.9: Compliance and Confidentiality**

Upon appointment to the GIRA 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 GIRA 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 GIRA practices and shall be followed by all GIRA members.

- (a) SOPs shall take effect once approved by a simple majority vote.
- (b) SOPs may be altered, amended, or repealed through a simple majority vote.
- (c) The existing SOPs must be reviewed and reapproved by the Board of Directors through a simple majority vote within two weeks of the new Fiscal Year.
- (d) If existing SOPs are not approved within the allocated 2 weeks, they immediately become null and void.
- (e) In case of a conflict between an SOP and these Bylaws, these Bylaws shall take precedence.

#### **6.11: Dissolution.**



GIRA 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 GIRA remain after dissolution, they shall be donated to Georgetown University for the purpose of funding activities relating to international affairs. The Board may designate by a simple majority vote to specifically donate the funds to a particular club or program within Georgetown University.