

NEW YORK EXPATRIATE SPOUSE ASSOCIATION (NYLESA) BYLAWS

Spouses/Partners of geographically mobile international civil servants living in and around New York,

Recognizing their unique situation with its attendant benefits and challenges,

Desirous of improving their own integration and employability in New York City and the surrounding area, and that of future generations,

Convinced that the International Civil Service's ability to recruit and retain the most qualified specialized or professional personnel, especially women, can be increased by contributing to such employability and integration, as well as promoting wellbeing and gender equality among their number,

Aware that fundraising is fundamental to sustainability,

Wishing to create an action-oriented organization,

Pursuant to the aims, principles and provisions of the 2004 Joint Guidance Note on the Employment of Expatriate Spouses,

Resolve, by these bylaws, to create an association to further their common goals.

Definitions

"Geographically mobile" means living outside one's country of nationality and/or subject to an obligation to live and work, whether temporarily or otherwise, outside one's country of nationality.

"International Civil Service" means the personnel of international organizations of a universal character, including organizations applying the common system of salaries, allowances and benefits administered by the International Civil Service Commission (ICSC), and the Bretton Woods institutions.

“New York based” means living in, or within reasonable commuting distance of, New York City.

“Proxy Vote” means a non-transferable delegation of a member’s power to vote in his/her absence to another member.

“Spouse/Partner” means any physical person with whom an international civil servant is affiliated by virtue of a marriage or registered partnership recognized by a competent national or sub-national authority.

PART I – NATURE, PURPOSE AND OBJECTIVES

Article 1 – Nature of the Association

1. The name of the association shall be “New York Local Expatriate Spouse Association (NYLESA)”
2. NYLESA shall be a not-for-profit association established under the laws of New York State.

Article 2 – Purpose of the Association

1. NYLESA addresses all issues affecting New York-based spouses/partners of geographically mobile international civil servants, particularly those related to integration and employability in New York and the United States of America.

Article 3 – Objectives of the Association

1. The Objectives of NYLESA are:
 - a. promotion of spouse/partner employment within and outside the international civil service;

- b. enhancement of spouse/partner employability and maintenance of professional careers;
- c. assistance to spouses/partners to settle and enjoy life in New York City and its surrounding area;
- d. to become a strong and effective advocate and liaison between spouses/partners and organizations employing international civil servants in New York;
- e. to contribute to the development of a network of like-minded associations around the world, in alliance with such associations and with international organizations

PART II – MEMBERSHIP

Article 4 – Regular Membership

1. Regular Membership shall be open to any New York based spouse/partner of a geographically mobile international civil servant.
2. Each Regular Member shall have the following rights:
 - a. to participate with a vote in Annual General Meetings, Special General Meetings and General Meetings;
 - b. to delegate their vote in Annual General Meetings, Special General Meetings and General Meetings by means of a proxy vote to a Member to whom a proxy vote has not already been delegated;
 - c. to cast a vote for elections to the Steering Committee in person, via mail, via email or by means of a proxy vote to a Member to whom a proxy vote has not already been delegated;
 - d. to stand for election as Chairperson, Co-Chairperson or Treasurer of NYLESA; and

- e. to join Working Groups, and to stand for election as Coordinator of any Working Group which they have joined.
3. Each Regular Member shall have the following obligations:
 - a. to support the Purpose and Objectives of NYLESA; and
 - b. to pay an annual Regular Membership Fee.

Article 5 – Associate Membership

1. Associate Membership shall be open to persons or classes of persons, whose membership would, in the opinion of the Steering Committee, further the purpose and objectives of NYLESA.
2. Each Associate Member shall have the following rights:
 - a. to participate without a vote in Annual General Meetings, Special General Meetings and General Meetings;
 - b. to join Working Groups whose Rules of Procedure permit Associate Members to join.
3. Each Associate Member shall have the following obligations:
 - a. to support the Purpose and Objectives of NYLESA; and
 - b. to pay an annual Associate Membership Fee.

Article 6 – Honorary Membership

1. Honorary membership may be granted to persons whose membership would, in the opinion of the Steering Committee, further the purpose and objectives of NYLESA.
2. Each Honorary Member shall have the following rights:

- a. to participate without a vote in Annual General Meetings, Special General Meetings and General Meetings; and
 - b. to join Working Groups whose Rules of Procedure permit Honorary Members to join.
3. Each Honorary Member shall have the obligation to support the Purpose and Objectives of NYLESA.
 4. Honorary Membership shall not be subject to a fee.

Article 7 – Duration, Resignation and Retraction of Memberships

1. Notwithstanding the remaining provisions of this article:
 - a. the terms of Regular and Associate Memberships shall be one year commencing January 1st of each year;
 - b. the terms of Honorary Memberships shall be indefinite.
2. Members may resign from NYLESA at any time by giving written notice to the Steering Committee.
3. Any Membership fees paid to NYLESA shall be non-refundable in case of resignation.
4. Retraction of Membership shall take place only in cases of intentional and repeated activities in violation of the provisions of these bylaws for a period of more than six months, without retraction, amendment or satisfactory justification.
5. Subject to paragraph 3 of this article, Retraction of Memberships may be effected:
 - a. in the case of Regular Members, by an affirmative vote of at least two-thirds of Regular Members present at an Annual General Meeting or a General Meeting;

b. in the case of Associate and Honorary Members, by a majority vote of an Annual General Meeting or a General Meeting.

PART III – MEETINGS OF THE MEMBERSHIP

Article 8 – Annual General Meetings

1. An annual meeting of Members of NYLESA, properly constituted, shall be an Annual General Meeting.
2. The first Annual General Meeting of NYLESA shall be held in June 2011.
3. All subsequent Annual General Meetings shall be held once a year, in the first quarter.
4. Annual General Meetings shall be held in New York City.
5. In order for an Annual General Meeting to be properly constituted, the following conditions must be met:
 - a. notice of the date, time and place of the proposed Annual General Meeting shall have been communicated by the Steering Committee to all Members of NYLESA at least 30 calendar days prior to the Annual General Meeting;
 - b. the Annual Report and Financial Report for the previous year, as well as the proposed agenda of the Annual General Meeting shall have been made available by the Steering Committee to all Members of NYLESA at least 30 calendar days prior to the Annual General Meeting;
 - c. the names of all candidates for election to the Steering Committee, together with a reasonable amount of any campaign literature which each candidate wishes to share, shall have been made available by the Electoral Officer to all Members of NYLESA at least 15 days prior to the Annual General Meeting; and

- d. The sum of Regular Members plus Proxy Votes present is equal to or greater than 20% of the total number of Regular Members of NYLESA at the time of the Annual General Meeting.
6. Notwithstanding any contrary provisions in these bylaws or applicable law, the procedure of Annual General Meetings shall be governed by *Robert's Rules of Order*, 10th Edition.
7. At Annual General Meetings Members shall have the full powers of a deliberative assembly, including the right to be heard and to propose motions.
8. Decisions taken by Members at Annual General Meetings shall be taken by simple majority.
9. The following actions shall be taken at each Annual General Meeting:
 - a. the Annual Report and Financial Report for the previous year shall be approved;
 - b. an Annual Work Plan for the coming year shall be approved;
 - c. any new Working Groups are proposed; and
 - d. elections to the Steering Committee shall be held.

Article 9 – Special General Meetings

1. A meeting of Members of NYLESA held to elect a Member to the Steering Committee following the resignation of a Steering Committee Member , properly constituted, shall be a Special General Meeting.
2. Special General Meetings shall be called by the Steering Committee within 60 calendar days of the resignation of a Steering Committee Member or Members, except if an Annual General Meeting is scheduled to be held within 60 days of the resignation of the Steering Committee Member(s).

3. A Special General Meeting may be held if an Annual General Meeting is scheduled to be held within 60 days of the resignation of the Steering Committee Member(s) if, in the opinion of the Steering Committee, it is desirable for the vacant Steering Committee post to be filled before the next Annual General Meeting.
4. Special General Meetings shall be held in New York City.
5. In order for a Special General Meeting to be properly constituted, the following conditions must be met:
 - a. notice of the date, time and place of the proposed Special General Meeting shall have been communicated by the Steering Committee to all Members of NYLESA at least 30 calendar days prior to the Special General Meeting;
 - b. the vacant position(s) on the Steering Committee shall have been communicated by the Steering Committee to all Members of NYLESA at least 30 days prior to the Special General Meeting;
 - c. the names of all candidates for election to the Steering Committee, together with a reasonable amount of any campaign literature which each candidate wishes to share, shall have been made available by the Electoral Officer to all Members of NYLESA at least 15 days prior to the Special General Meeting; and
 - d. the sum of Regular Members plus Proxy Votes present is equal to or greater than 20% of the total number of Regular Members of NYLESA at the time of the Special General Meeting.
6. Notwithstanding any contrary provisions in these bylaws or applicable law, the procedure of Special General Meetings shall be governed by *Robert's Rules of Order*, 10th Edition.

Article 10 – General Meetings

1. A meeting of Members of NYLESA held to discuss an issue or to debate a decision, properly constituted, shall be a General Meeting.
2. The decision to call a General Meeting shall lie with the Steering Committee.
3. General Meetings shall be held in New York City.
4. In order for a General Meeting to be properly constituted, the following conditions must be met:
 - a. notice of the date, time and place of the proposed General Meeting shall have been communicated by the Steering Committee to all Members of NYLESA at least 30 calendar days prior to the General Meeting;
 - b. the proposed agenda of the General Meeting shall have been communicated by the Steering Committee to all Members of NYLESA at least 30 days prior to the General Meeting;
 - c. the sum of Regular Members plus Proxy Votes present is equal to or greater than 20% of the total number of Regular Members of NYLESA at the time of the General Meeting.
5. Notwithstanding any contrary provisions in these bylaws or applicable law, the procedure of General Meetings shall be governed by *Robert's Rules of Order*, 10th Edition.
6. At General Meetings Members shall have the full powers of a deliberative assembly, including the right to be heard and to propose motions.
7. Decisions taken by Members at General Meetings shall be taken by simple majority.

PART IV – THE STEERING COMMITTEE AND THE WORKING GROUPS

Article 11 – Functions of the Steering Committee

1. NYLESA shall be managed and guided by a Steering Committee.
2. The functions of the Steering Committee shall be:
 - a. to take all appropriate measure to further the Purpose and Objectives of NYLESA in accordance with these Bylaws, and with the NYLESA Regulations;
 - b. to implement decisions taken at Annual General Meetings and General Meetings;
 - c. to create and adopt and implement policies, guidelines, rules and regulations for the effective day-to-day management of the affairs of NYLESA;
 - d. to develop the NYLESA Annual Work Plan for approval at the Annual General Meeting;
 - e. to implement the activities of the Annual Work Plan;
 - f. to develop and present an Annual Report and a Financial Report for approval at the Annual General Meeting; and
 - g. to provide relevant information to the Membership on the activities of NYLESA via the NYLESA website, and to maintain this information updated;
3. The Commencement Steering Committee chosen according to the procedures provided for in Article 22 shall have all powers of the Steering Committee necessary to register Members and organize the first Annual General Meeting.

Article 12 – Composition of the Steering Committee

1. The Steering Committee shall comprise a Chairperson, a Co-Chairperson / Secretary, a Treasurer and the Coordinators of any established Working Groups.
2. All positions on the Steering Committee shall be subject to election by the Regular Members of NYLESA.

3. As much as possible, membership of the Steering Committee shall reflect the diversity of NYLESA's International Civil Service affiliation.
4. Steering Committee Members may resign at any time by giving written notice to the NYLESA Co-Chair/Secretary, or in the case of the resignation of the NYLESA Co-Chair/Secretary, to the NYLESA Chairperson.
5. The responsibilities of the NYLESA Chairperson shall be to:
 - a. promote all affairs of the Association within the International Civil Service;
 - b. prepare, in consultation with the Steering Committee, agendas for Annual General Meetings, Special General Meetings, General Meetings and Steering Committee Meetings;
 - c. chair Annual General Meetings, Special General Meetings, General Meetings and Steering Committee Meetings;
 - d. support, coordinate and enhance the work of Working Groups;
 - e. maintain relationships with the Global Expatriate Spouse Association (GESA), with contacts within the various International Civil Service entities in New York and other partners relevant to promoting and advocating the NYLESA's Purpose and Objectives;
 - f. guide, in consultation with the Working Group Coordinators, the development and updating or revision of NYLESA's Annual Work Plan;
 - g. draft the NYLESA's Annual Report; and
 - h. report regularly to the Steering Committee on his/her activities.
6. The responsibilities of the NYLESA Co-Chair / Secretary shall be to:
 - a. support and/or deputize for the NYLESA Chairperson in his/her responsibilities;
 - b. disseminate all relevant information to NYLESA members;

- c. maintain an accurate record of NYLESA Members
 - d. prepare and send out meeting invitations for NYLESA Annual General Meetings, Special General Meetings, General Meetings and Steering Committee Meetings;
 - e. draft, circulate and maintain a record of minutes of NYLESA Annual General Meetings, Special General Meetings, General Meetings and Steering Committee Meetings; and
 - f. report regularly to the Steering Committee on his/her activities.
7. The responsibilities of the NYLESA Treasurer shall be to:
- a. manage cash held by or on behalf of NYLESA;
 - b. maintain a detailed record of all income and expenditure; and
 - c. draft NYLESA's annual Financial Report; and
 - d. report regularly to the Steering Committee on his/her activities.

Article 13 – Elections to the Steering Committee and Terms of Members

1. Elections to positions on the Steering Committee shall be held annually, at Annual General Meetings of NYLESA.
2. Regular Members are eligible to stand for the Steering Committee.
3. The term of all members elected to the Steering Committee shall be from the Annual General Meeting or Special General Meeting at which they were elected until the next Annual General Meeting.
4. No Member shall be elected to the same Steering Committee position for more than two consecutive terms.
5. No Member may hold more than one position on the Steering Committee.

6. In the event of an unforeseen vacancy in the Steering Committee, a Special General Meeting shall be held at which elections shall take place to fill the vacancy for the remainder of the term of the Steering Committee.

Article 13-bis – Electoral Officer

1. Elections to the Steering Committee shall be conducted under the oversight of an Electoral Officer, who shall not be a candidate for any Steering Committee position.

2. The Electoral Officer shall be appointed from among the Regular Membership by the Steering Committee, under the following conditions:

a. the appointment shall take place no later than 30 days after the election of the Steering Committee at an Annual General Meeting; and

b. the Regular Member shall agree to his/her appointment.

3. The term of the Electoral Officer shall be from his/her appointment until immediately after the election of the Steering Committee at the next Annual General Meeting.

4. In the event that the Electoral Officer resigns or is unable to perform his/her duties, the Steering Committee shall, within 30 days, appoint a replacement from among the Regular Membership under the same conditions as set out in paragraph 2 of this Article.

5. The Electoral Officer has sole competence for organizing, conducting and verifying elections to the Steering Committee, and has the power to issue Election Rules if he/she wishes.

6. The Electoral Officer may receive assistance from an electoral team of volunteers under his/her supervision.

Article 14 – Steering Committee Meetings

1. The Steering Committee shall meet at least once per month.
2. Maximum effort shall be made by Steering Committee Members to arrive at decisions by consensus.
3. If no consensus is reached, decisions may be made by a simple majority of Steering Committee Members participating in a Steering Committee Meeting.
4. The Steering Committee shall establish its own Rules of Procedure.
5. The Steering Committee's Rules of Procedure may provide for the automatic resignation of Steering Committee Members in the event of persistent non-attendance at Steering Committee Meetings.

Article 15 – Functions of the Working Groups

1. The operationalization of NYLESA thematic activities shall take place through the Working Groups.

Article 16 – Establishment of Working Groups

1. The mandates of the first Working Groups shall be created according to the procedures provided for in Article 22(4)(a) of these bylaws.
2. The mandates of subsequent Working Groups shall be created by a decision at the Annual General Meeting, or at a General Meeting.
3. The mandates of Working Groups may be terminated by a decision at an Annual General Meeting, or at a General Meeting.

Article 17 – Composition of Working Groups

1. Working Groups shall be open to all Regular Members.

2. Each Working Group shall establish its own Rules of Procedure.
3. Working Groups may be open to Associate and Honorary Members, should the Working Group's Rules of Procedure allow for this.
4. Each Working Group shall be led by a Working Group Coordinator.
5. Working Groups may designate a Working Group Co-Coordinator, should the Working Group's Rules of Procedure allow for this.

Article 18 – Working Group Coordinators

1. Working Group Coordinators shall be elected following the establishment of the Working Group.
2. Elections for Working Group Coordinators shall be held annually, at Annual General Meetings of NYLESA.
3. Regular Members shall be eligible to stand as Working Group Coordinators.
4. The term of all Working Group Coordinators shall be from the Annual General Meeting, General Meeting or Special General Meeting at which they were elected until the next Annual General Meeting.
5. In the event of an unforeseen vacancy in a Working Group Coordinator position, a Special General Meeting shall be held at which elections to fill the vacancy for the remainder of the term of the Working Group.
6. No Member shall be elected to the same Working Group Coordinator position for more than two consecutive terms.
7. Working Group Coordinators may resign at any time by giving written notice to the NYLESA Co-Chair/Secretary.
8. Working Group Coordinators shall resign if elected to the positions of NYLESA Chairperson, NYLESA Co-Chair/Secretary, or NYLESA Treasurer.

9. The responsibilities of each Working Group Coordinator shall be to:
 - a. further the Purpose and Objectives of NYLESA in accordance with the Working Group's mandate;
 - b. report regularly to the Steering Committee on his/her activities, and those of the Working Group;
 - c. prepare written contributions on the activities of the Working Group for inclusion in the NYLESA Annual Report;
 - d. to provide information on the Working Group's activities to the Members of NYLESA; and
 - e. participate in the management and guidance of NYLESA in the Steering Committee.

PART V – MANAGEMENT OF AFFAIRS

Article 19 – Presumption of Transparency and Freedom of Information

1. NYLESA shall operate under a presumption of transparency and freedom of information.
2. The Steering Committee shall take reasonable steps to ensure that all information held by NYLESA is made available to Members to the maximum extent permissible by law.
3. Information held by NYLESA personally identifying a Member shall be made available to that Member upon request to the maximum extent permissible by law.

Article 20 – Non-Inurement, Limitations on Political and Non-Purpose Activity

1. No part of the net earnings of NYLESA shall inure to the benefit of, or be distributable to its members, trustees, officers or private persons, except that NYLESA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose and objectives set forth in Articles 2 and 3 hereof.
2. No substantial part of the activities of NYLESA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and NYLESA shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these bylaws, NYLESA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose and objectives of NYLESA.

Article 21 – NYLESA Regulations

1. The Steering Committee shall create and adopt Regulations in furtherance of the objectives of these bylaws.
2. At a minimum, the NYLESA Regulations shall include:
 - a. the level of the annual Regular Membership Fee;
 - b. the class(es) and level(s) of any annual Associate Membership Fee(s); and
 - c. the procedure(s) for application for, and renewal of, Regular and Associate Memberships.
3. The Commencement Regulations annexed to these Bylaws shall have the force of NYLESA Regulations until the first Annual General Meeting is held.

Article 22 – Amendment, Commencement, Duration and Dissolution

1. These Bylaws may only be amended at an Annual General Meeting or a General Meeting if the following conditions are met:
 - a. the proposed amendments shall be made available by the Steering Committee to all Members of NYLESA at least 30 calendar days prior to the Annual General Meeting or General Meeting; and
 - b. the sum of Regular Members plus Proxy Votes present is equal to or greater than 50% of the total number of Regular Members of NYLESA at the time of the Annual General Meeting or General Meeting.
2. NYLESA shall come into being upon acceptance of these Bylaws and Commencement Regulations by at least five individuals eligible to become Regular Members.
3. Acceptance of the provisions of these Bylaws shall be evidenced by signature.
4. Upon acceptance of the provisions of these Bylaws and Commencement Regulations the signatories shall:
 - a. decide upon the formation of any Working Groups necessary to increase the Membership of NYLESA, and to prepare for the first Annual General Meeting; and
 - b. choose from among their number a Commencement Steering Committee composed of a Chairperson, co-Chairperson, Treasurer and Coordinators of any Working Groups established.
5. NYLESA is established for an indefinite term.
6. NYLESA may be dissolved with the consent of a majority of the sum of its Regular Members.
7. Upon dissolution of NYLESA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such

assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of NYLESA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Signed on this 2nd day of May 2011, at the 18th Floor Conference Room of the DC-1 Building, United Nations Headquarters, New York, NY 10017, USA

(NAME OF FIRST SIGNATORY)_____

(SIGNATURE)_____

(NAME OF SECOND SIGNATORY)

(SIGNATURE)_____

(NAME OF THIRD SIGNATORY)_____

(SIGNATURE)_____

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(NAME OF EIGHTEENTH SIGNATORY)

(SIGNATURE)_____

COMMENCEMENT REGULATIONS OF NYLESA

Section 1 – Annual Regular Membership Fee

1. The Annual Regular Membership Fee for 2011 shall be 15 USD

Section 2 – Associate Membership(s)

1. The Annual Associate Membership Fee for Associate Membership for 2011 shall be 25 USD.

Section 3 – Procedure(s) for Becoming a Member (Associate and Regular)

1. After 3 May 2011, eligible spouses/partners may complete a membership form and pay the requested membership fee of USD 15 for 2011.
2. Alternative ways of form completion and fee payment will be proposed by the Commencement Steering Committee to facilitate this process for the members.
3. In order to ensure maximum participation in NYLESA, the Commencement Steering Committee will contact as many individuals eligible for Regular Membership as possible.