

**OFFICIAL BYLAWS**  
of the  
**UN International Mission Of OCUNIGO**



**NEW YORK • 2015**

Official Bylaws  
UN International Mission Of OCUNIGO  
SEPTEMBER 2015  
OFFICAL ID: 85-1417936

The International  
Mission Of OCUNIGO  
85-1417936

**OFFICIAL BYLAWS BOOKLET**  
**UNDER THE RULE OF INTERNATIONAL LAW**





# UN INTERNATIONAL MISSION OF OCUNIGO

## BYLAWS

### ARTICLE 1. OFFICES

The principal office of the corporation shall be located at its principal place of business (**41 Madison Avenue New York NY USA 10010-8810**) or such other place as the Board of Directors ("**Board**") may designate. The Corporation May Propose, such other Offices, either within or out of the **State of New York**. As the Board May Designate or as the Business of the Corporation May Require.

### ARTICLE 2. MEMBERSHIP

#### 2.1 Classes of Members

The Corporation shall Initially have One Class Of Members. Additional Classes Of Members, the Manner of Election or Appointment of each Class Of Members, and the Qualifications and Rights of each Class Of Members may be established by amendment to these Bylaws.

#### Qualifications for Membership

#### 2.2

In order to Qualify for Membership, a Member shall be, In Good Standing with the UN International Mission Of OCUNIGO and shall possess, such qualifications, as the Executive Board and/or the Advisory Committee and Chairperson Deems Necessary. A Member may be Elected or Appointed to Membership by the Board. Members may have other qualifications as the Board may prescribe by Amendment to these Bylaws.

#### Voting Rights

#### 2.3

2.3.1 Each Member Entitled to Vote with respect to the subject matter of an issue submitted to the Members shall be Entitled to One Vote upon each issue.

2.3.2 Each Member Entitled to Vote at an Election of Directors may cast One Vote for as many Persons as there are Directors to be Elected and for whose Election such Member has a Right to Vote. [or may cumulate such vote and give one candidate a number of votes equal to such vote multiplied by the number of Directors to be elected.]

#### Annual Meeting

#### 2.4

The Annual Meeting of the Members shall be Held the **5TH** Day Of **June** in each year at **New York Corporate Offices 11:00AM**. for the purpose of Electing Directors and Transacting such Other Business as may properly come before the meeting. If the Day of the Annual Meeting is a Legal Holiday, the meeting shall be held on the next succeeding business day. If the Annual Meeting is not Held on the Date Designated therefore, the Board shall cause the meeting to be held as soon thereafter as may be convenient.



## **2.5 Special Meetings**

The President, the Board, or no less than (4) of the Members Entitled to Vote at such Meeting, May Call Special Meetings of the Members for Any Purpose.

## **2.6 Place of Meetings**

All Meetings of Members shall be Held at the Principal Office of the Corporation or at such other place within or out the **State of New York**. As Designated by the President, the Board, by the Members Entitled to Call a Meeting Of Members, or by a Waiver of Notice signed by all Members Entitled to Vote at the Meeting.

## **2.7 Notice of Meetings**

The President, the Secretary or the Board shall cause to be delivered to Each Member Entitled to Notice of or to Vote at the Meeting, either personally or by mail, not less than ten nor more than fifty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the Meeting is Called. At any time, upon the written request of not less than (4) of the Members Entitled to Vote at the Meeting, it shall be the duty of the Secretary to give notice of a Special Meeting of Members to be Held at such Date, Time and Place as the Secretary May Fix, not less than Ten or More than Thirty-Five Days after receipt of such written request, and if the Secretary shall neglect or refuse to issue such notice, the Person or Persons making the request may do so and may Fix the Date, Time and Place for such Meeting. If such notice is mailed, it shall be deemed delivered when Deposited in the Official Government mail properly addressed to the Member at His or Her address as it appears on the records of the Corporation with Postage Allocated.

## **2.8 Waiver of Notice**

Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or Applicable **New York State Law**, a Waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **2.9 Quorum**

(4) of the members of the corporation entitled to vote, represented in person [or by proxy], shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.

## **2.10 Manner of Acting**

The Vote of a Majority of the Votes Entitled to be Cast by the Members Represented, In Person [or by proxy] at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless a greater proportion is required by applicable **New York State Law**, the Articles of Incorporation or these Bylaws and/or Constitution.

## **2.11 Proxies**

A Member May Vote by Proxy Executed in Writing by the Member or by His or Her Attorney-in-fact. Such Proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. A proxy shall become invalid eleven months after the date of its execution unless otherwise provided in the proxy. A proxy with respect to a specific meeting shall entitle the holder thereof to vote at any reconvened meeting following adjournment of such meeting but shall not be valid after the final adjournment thereof.]

## **Action by Members Without a Meeting**

### **2.12**

Any action which could be taken at a meeting of the members may be taken, without a meeting if a written consent setting forth the action so taken is signed by all Members entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members.

## **Meetings by Telephone/VIDEO**

### **2.13**

Members of the Corporation May Participate in a Meeting of Members by means of a Conference Telephone and/or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall Constitute Presence in Person at a Meeting.

## **BOARD OF DIRECTORS**

### **ARTICLE 3.**

#### **3.1 General Powers**

The Affairs of the Corporation Shall be Managed by a Board of Directors.

#### **3.2 Number**

The Board shall consist of no less than **(6)** nor more than **(12) Individual Directors**, the specific number to be set by Resolution of the Board. The Number of Directors may be changed, by Amendment to these Bylaws, provided no decrease in the number shall have the effect of shortening the term of any Incumbent Director.

#### **3.3 Qualifications**

Directors shall be Members of the Corporation and Shall possess, such Qualifications, as Deemed Necessary by the Advisory Committee and its Chairperson. The Directors may have such other Qualifications as the Board may prescribe by Amendment to these Bylaws.

#### **3.4 Election of Directors**

##### **3.4.1 Initial Directors**

The Initial Directors named in the Articles of Incorporation shall serve until the First Annual Meeting of Members.

##### **3.4.2 Successor Directors**

Successor Directors shall be Elected **Every Two Years** at the annual meeting of members. [The election of Directors may be Conducted by Mail in such manner as the Board of Directors shall determine.]

#### **3.5 Term of Office**

Unless a Director dies, resigns or is removed, He or She shall Hold Office until the **2<sup>ND</sup>** YEAR Annual Meeting of the Board or until his or her successor is elected, whichever is later.



### **3.6 Annual Meeting**

The Annual Meeting of the Board shall be Held without notice immediately following and at the same place as the Annual Meeting of Members for the Purposes of Electing Officers and Transacting such Business as May Properly come before the Meeting.

### **3.7 Regular Meetings**

By resolution, the Board may specify the Date, Time and Place for the Holding Of Regular Meetings without other notice or resolution.

### **3.8 Special Meetings**

Special meetings of the Board or any Committee Designated and Appointed by the Board may be called by or at the written request of the President or any Two Directors, or, in the case of a Committee Meeting, by the Chairman of the Committee. The person or Persons authorized to call Special Meetings may Fix any Place either within or out of the State of New York. As the Place for Holding any special Board or Committee Meeting Called.

### **3.9 Meetings by Telephone/ Video**

Members of the Board or any Committee Designated by the Board may participate in a Meeting of such Board or Committee by means of a Conference Telephone or similar Communications Equipment by means of which all Persons Participating in the Meeting can hear each other at the Same Time. Participation by such means shall Constitute Presence of In-Person Meeting.

### **3.10 Place of Meetings**

All meetings shall be Held at the Principal Office of the Corporation or at such other place within or out the State of New York. As Designated by the Board, by any Persons Entitled to Call a Meeting or by a Waiver of Notice signed by all Directors.

### **3.11 Notice of Special Meetings**

Notice of special Board or committee meetings shall be given to a Director in writing or by Personal Communication with the Director not less than Ten Days before the Meeting. Notices in writing may be Delivered or Mailed to the Director at His or Her Address shown on the Records of the Corporation. Neither the Business to be Transacted, nor the Purpose of any Special Meeting need be specified in the Notice of such Meeting. If Notice is Delivered by Mail, the Notice shall be Deemed Effective when Deposited in the Official Government Mail properly addressed with Postage thereon, Prepaid.

### **3.12 Waiver of Notice**

#### **3.12.1 In Writing**

Whenever any Notice is Required to be Given to Any Director under the Provisions of these Bylaws, the Articles of Incorporation or Applicable New York State Law, a Waiver thereof in writing, signed by the Person or Persons Entitled to such Notice, whether before or after the time stated, shall be Deemed Equivalent to the Giving of such Notice. Neither the Business to be Transacted at, nor the purpose of, any regular or Special Meeting of the Board need be specified in the Waiver of Notice of such Meeting.

### **3.12.2 By Attendance**

The Attendance of a Director at a meeting shall Constitute a Waiver of Notice of such Meeting. Except where a Director Attends a Meeting for the Express Purpose of Objecting to the Transaction of any Business because the Meeting is not Lawfully Called or Convened.

### **3.13 Quorum**

(4) of the Number of Directors, in Office shall Constitute a Quorum for the Transaction of Business at any Board Meeting. If a Quorum is not Present at a Meeting, Majority of the Directors Present may Adjourn the Meeting, without further Notice.

### **3.14 Manner of Acting**

The act of the Majority of the Directors Present at a Meeting, which there is a Quorum shall be the Act of the Board. Unless the vote of a greater number is Required by these Bylaws, the Articles of Incorporation or Applicable **New York State Law**.

### **3.15 Presumption of Assent**

A Director of the corporation present at a Board meeting at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless His or Her Dissent or Abstention is entered in the Minutes of the Meeting, or unless such Director files a Written Dissent or Abstention to such action, with the Person Acting as Secretary of the Meeting before the adjournment thereof, or forwards such Dissent or Abstention by Registered Mail to the Secretary of the Corporation immediately after the Adjournment of the Meeting. Such Right to Dissent or Abstain shall not apply to a Director who voted in favor of Such Action.

### **3.16 Action by Board Without a Meeting**

Any action which could be taken at a Meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Such Written Consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting.

### **3.17 Resignation**

Any Director May Resign at any time, by delivering written notice to the President or the Secretary at the Registered office of the Corporation, or by Giving Oral or Written Notice at any Meeting of the Directors. Any such Resignation shall take Effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the Acceptance of such Resignation shall Not be Necessary to Make it Effective.

### **3.18 Removal**

At a Meeting of Members called expressly for that purpose, One or More Directors (Including the Entire Board) may be Removed from Office, with or without cause, by Two Thirds of the Votes Cast by Members then Entitled to Vote on the Election of Directors Represented in Person or by Proxy at a Meeting of Members at which a Quorum is Present.

### **3.19 Vacancies**

A Vacancy in the Position of Director may be Filled by the Affirmative Vote of a Majority of the Remaining Directors though less than a Quorum of the Board. A Director who fills a Vacancy shall serve for the unexpired term of His or Her Predecessor in Office.



## **Board Committees**

### **3.20**

#### **3.20.1 Standing or Temporary Committees**

The Board, by resolution adopted by a Majority of the Directors in office, may Designate and Appoint one or more Standing or Temporary Committees, each of which shall consist of Two or More Directors. Such Committees shall Have and Exercise the Authority of the Directors in the Management of the Corporation, subject to such limitations as may be Prescribed by the Board; except that No Committee shall have the Authority to: (a) Amend, Alter or Repeal these Bylaws; (b) Elect, Appoint or Remove any Member of any Other Committee or Any Director or Officer of the Corporation; (c) Amend the Articles of Incorporation; (d) Adopt a Plan of Merger or Consolidation with Another Corporation; (e) Authorize the Sale, Lease or Exchange of All or Substantially All of the Property and Assets of the Corporation not in the Ordinary Course of Business; (f) Authorize the voluntary Dissolution of the Corporation or Revoke Proceedings therefore; (g) Adopt a Plan for the Distribution of the Assets of the Corporation; or (h) Amend, Alter or Repeal Any Resolution of the Board. Which by its Terms Provides that it shall Not be Amended, Altered or Repealed by a Committee. The Designation and/or Appointment of any such Committee and the Delegation thereto of Authority shall Not Operate to Relieve the Board or any Individual Director of any Responsibility Imposed by law.

#### **3.20.2 Quorum; Manner of Acting**

The Majority of the Number of Directors Composing any Committee shall Constitute a Quorum, and the Act of the Majority of the Members of a Committee Present at a Meeting at which a Quorum is Present shall be the Act of the Committee.

#### **3.20.3 Resignation**

Any Member of Any Committee may Resign, by Delivering Written Notice thereof to the President, the Secretary or the Chairperson of such Committee, or by Giving Oral or Written Notice at Any Meeting of such Committee. Any Resignation shall take Effect at the Time Specified. If the time is Not Specified, upon Delivery thereof and/or unless Otherwise Specified. The Acceptance of such Resignation shall not be Necessary to Make Effective.

#### **3.20.4 Removal of Committee Member**

The Board, by Resolution Adopted by Majority of the Directors in Office, May Remove from Office a Member of any Committee Elected or Appointed.

#### **3.21 Compensation**

The Directors shall Receive no Compensation for their Service as Directors. But may Receive Reimbursement for Expenditures Incurred on Behalf of the Corporation.

## **ARTICLE 4. OFFICERS**

### **4.1 Number and Qualifications**

The Officers of the Corporation shall be a President, One or More Vice Presidents, a Secretary and a Treasurer, each of whom shall be Elected by the Board. Other officers and Assistant Officers may be Elected or Appointed by the Board, such Officers and Assistant Officers to Hold Office for Termed Period and have such Authority and Perform such Duties as are Provided in these Bylaws or as May be Provided by Resolution of the Board. Any officer may be Assigned by the Board any Additional Title, the Board Deems Appropriate. Any Two or More Offices may be Held by the same Person, except the Offices of President and Secretary.



#### **4.2 Election and Term of Office**

The Officers of the Corporation shall be Elected each Year by the Board at the Annual Meeting of the Board. Unless an Officer Dies, Resigns, or is Removed from Office, He or She shall Hold Office until the Next Annual Meeting of the Board or until His or Her Successor is Elected.

#### **4.3 Resignation**

Any officer may resign at any time by delivering written notice to the President, a Vice President, the Secretary or the Board, or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

#### **4.4 Removal**

Any Officer or Agent Elected or Appointed by the Board may be Removed from Office by the Board. Whenever in judgment the Best Interests of the Corporation would be Served. Such Removal shall be Without Prejudice to the Contract Rights, if any, of the Person Removed.

#### **4.5 Vacancies**

A Vacancy of Any Office Created by the Death, Resignation, Removal and/or Disqualification. The Creation of a New Office or Any Other Cause may be Filled by the Board for the Unexpired Portion of the Term or a New Term Established by the Board.

#### **4.6 President**

The President shall be the Chief Administrative Officer of the Corporation, and, Not Subjected to the Board's Control, and shall Supervise and Control all of the Assets, Business Affairs of the Corporation. The President shall Preside over Meetings of the Members and the Board. The President may Sign Deeds, Mortgages, Bonds, Contracts, or Other Instruments. Except when the Signing and Execution thereof, have been Expressly Delegated by the Board or by these Bylaws to Other Officer's and/or Agents of the Corporation or Required by Law to be otherwise Signed or Executed by some Other Officer. In general, the President shall Perform All Duties Incident to the Office of President and such Other Duties as are Entrusted to Him or Her by the Board.

#### **4.7 Vice Presidents**

In the Event of the Death of the President or His or Her Inability to Act, the Vice President (or if there is more than one Vice President) the Vice President who were, Designated by the Board as the Successor to the President, or if No Vice President is Designated, the Vice President whose Name First Appears in the Board Resolution Electing Officers) shall perform the Duties of the President, except as may be limited by Resolution of the Board, with all the powers of and subject to all the restrictions upon the President. Vice Presidents shall have, to the extent authorized by the President or the Board, the same Powers as the President to Sign Deeds, Mortgages, Bonds, Contracts or Other Instruments. Vice Presidents shall Perform such Other Duties as may be Assigned, by the President or the Board.

#### **4.8 Secretary**

The Secretary shall: (a) Keep the Minutes Of Meetings of the Members and the Board, and Minutes, which may be Maintained By Committees of the Board; (b) See that All Notices are Duly Given in Accordance with the Provisions of these Bylaws or as Required by Law; (c) Be Custodian of the Corporate Records of the Corporation; (d) Keep



Records of the Post Office Address and Class, If Applicable, of each member and Director and of the name and Post Office Address of Each Officer; (e) Sign with the President, or Other Officer's Authorized by the President or the Board, Deeds, Mortgages, Bonds, Contracts, or Other Instruments; and (f) In General Perform All Duties Incident to the Office of Secretary and such Other Duties as may be assigned to Him or Her by the President or the Board.

#### **4.9 Treasurer**

If Requested by the Board, the Treasurer shall give a Bond for the Faithful Discharge of His or Her Duties, in Such Amount and with Such Surety or Sureties, as the Board May Determine. The Treasurer shall have Charge and Custody Of and Be Responsible for all funds and securities of the corporation; receive and give receipts for moneys due and Payable to the Corporation from Any Source, and Deposit All such Money's in the Name of the Corporation into Banks, Trust Companies or Other Depositories selected in Accordance with the Provisions of these Bylaws; and In General Perform All of the Duties Incident to the Office of Treasurer and/or Other Duties, as may be Assigned to Him or Her by the President or the Board.

### **ARTICLE 5. ADMINISTRATIVE PROVISIONS**

#### **5.1 Books and Records**

The Corporation Shall Keep at its Principal or Registered Office Copies of its Current Articles of Incorporation and Bylaws. Correct and Adequate Records of Accounts and Finances. The Minutes of the Proceedings of its Members and Board, and Any Minutes which may be Maintained by Committees of the Board. The Records of the Name and Address and Class, If Applicable of Each Member and Director, and the Name and Post Office Address of Each Officer. In addition, such Other Records as May be Necessary or Advisable. All Books and Records of the Corporation shall be Open at Any Reasonable Time to Inspection by any

Member of Three Months Standing or to a Representative of More than Five Percent of the Membership. All Records and Books shall be Electronically Filed on Official Data Servers.

#### **5.2 Accounting Year**

The accounting year of the Corporation shall be the Twelve Months Ending December 15<sup>TH</sup> of the Fiscal Year.

#### **5.3 Rules of Procedure**

The Rules of Procedure at Meetings of the Board and Committees of the Board shall be Rules Contained in Roberts' Rules of Order on Parliamentary Procedure, Newly Revised, so far as Applicable and when not Inconsistent with these Bylaws, Constitution, the Articles of Incorporation or Any Resolution of the Board.

### **ARTICLE 6. AMENDMENTS**

These Bylaws may be Altered, Amended or Repealed and New Bylaws, May be Adopted by the Vote of Majority of Directors, Holding office.

The foregoing Bylaws were adopted by the Board of Directors on  
**September 21<sup>ST</sup> 2015** within the **State New York, United States Of America.**

Secretary,  
*Ms. Beaubrum*

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