



ASSOCIATION OF FORMER INTERNATIONAL CIVIL SERVANTS (New York)

N.B. This is the fifth revision of the By-Laws of the Association for Former International Civil Servants (New York). The third edition was adopted in 1995, and the fourth edition was adopted in 2002. The text of this fifth edition was adopted on 21 May 2024 by a vote of the members of the Association as announced at the annual Assembly of the Association.

BY-LAWS

Article I

Nature and purposes

1. The Association of Former International Civil Servants, Inc. (New York), hereinafter referred to as “the Association,” was established (i) for the benefit of former staff members of the United Nations System of organizations at its Headquarters in the City of New York and, (ii) on October 15th, 1970, as a not-for-profit corporation under the Not-for-Profit Corporation Law of the State of New York.
2. Its aims and purposes are:
 - a) to support and promote the purposes, principles and programmes of the United Nations System;
 - b) to advise and assist former international civil servants and those about to separate from service on questions of pensions, residence, health care, taxation, social security and other important concerns;
 - c) to keep members informed periodically of matters affecting their interests or of interest to them;
 - d) to represent the interests of members and, as needed, those of their dependents and survivors before the administrations and other bodies of the United Nations System;
 - e) to foster social and personal relationships among members, to promote their well being and to encourage mutual support of individual members.
3. The Association is a founding member of the Federation of Associations of Former International Civil Servants (FAFICS) and cooperates in all its activities. Through the Federation, the Association, when requested, provides representation of FAFICS in various administrative bodies of the United Nations System, including, but not limited to, the UN Joint Staff Pension Board, the International Civil Service Commission and the High-Level Committee on Management of the Chief Executives Board for Coordination of the United Nations System of organizations. At the request of FAFICS, the Association may provide representation of FAFICS in its activities as a nongovernmental organization in consultative status with the Economic and Social Council (ECOSOC).

4. Other than obtaining dues from its members, as provided herein, the Association shall not solicit funds from the public unless authorized by a majority of the members at a meeting of the Assembly and, further, in such case, shall not do so unless and until the Association has taken steps to register with the Attorney General of the State of New York, as required by the New York Executive Law, and has, as necessary, established the appropriate record-keeping and oversight mechanisms for such purposes required by the New York Not-For-Profit Corporation Law.

Article II Membership

1. Membership of the Association shall be open to:
 - a) former staff members and officials of the United Nations and its subsidiary organs, the specialized agencies, the International Atomic Energy Agency, and other current or former organs or organizations of the United Nations System. Present staff members and officials of any these organizations who wish to join in anticipation of retirement shall also be eligible for membership;
 - b) former experts and consultants who have provided substantial services to any of the organizations of the United Nations System.
2. Life or annual membership shall be open to anyone who meets the criteria set out in paragraph 1 above of this article. Life membership shall be open to such members who pay the life membership dues as established by the Assembly, and annual membership shall be open to such members who pay annual dues as established by the Assembly.
3. An associate membership, subject to payment of annual or life dues, which shall be set by the Assembly at rates less than those established for full members, shall be open to members in good standing of any other association participating in FAFICS.
4. The surviving spouse of a member or associate member of the Association shall be entitled to membership or associate membership of the Association, for as long as he or she continues to pay the annual dues or, in the case of the surviving spouse of a life member, for the duration of his or her life.
5. On the proposal of the Governing Board, the Assembly of the Association may confer an honorary membership on individuals who have rendered meritorious service to the Association or to the United Nations System.
6. A member may resign from the Association by submitting a written communication to that effect.

Article III Organs

The organs of the Association shall be:

- a) an Assembly;
- b) a Governing Board;
- c) such committees as the Assembly or the Governing Board may from time to time establish. The Governing Board shall report to the next meeting of the Assembly any committee established by the Governing Board.

Article IV The Assembly

1. The Assembly shall consist of all members of the Association. Unless otherwise decided by the Governing Board, it shall hold an annual meeting on a date in May or June of each year as fixed by the Governing Board. Any change of the date of the meeting from date fixed by the Board shall be notified by Board to the membership not less than thirty days in advance of the new date.
2. Notice of the annual meeting and any nominations for election to the Governing Board during an election year shall be sent to all members of the Association not less than thirty days in advance. The annual report on the activities of the Association shall be distributed to the membership prior to the annual meeting.
3. The Governing Board, at its own initiative, may convene an extraordinary meeting of the Assembly, and the Governing Board shall do so upon receipt of a written request from at least fifty members of the Association who are in good standing and who have stated their reasons in writing for calling such meeting. Notice of the time, place and agenda of the extraordinary meeting shall be sent to all members of the Association not less than fourteen days in advance of the meeting.
4. The functions of the Assembly shall be:
 - a) to take note of the activities of the preceding year and to provide guidance on the future work of the Association;
 - b) to approve the elections to the Governing Board;
 - c) to approve the annual financial statements;
 - d) to approve any changes in the rates of the annual and life membership;
 - e) to elect, on an even numbered year, two auditors for a term of two years each;
 - f) to consider any other matter submitted to it by the Governing Board or proposed by any member in good standing.

5. An attendance of at least fifty members of the Association shall constitute a quorum. In the absence of a quorum, the President shall adjourn the meeting to another proximate date.
6. Except for the election of members of the Governing Board, which is governed by the provisions of paragraph 1 (b) of Article V below, the Assembly shall take its decisions by a majority vote of the members present, whether physically or virtually, and voting. When, however, in the opinion of the Governing Board, a matter to be submitted to the Assembly for decision other than at a regular meeting of the Assembly is of such importance that the widest expression of the will of the membership is desirable, the Board may establish a procedure, by electronic or other means, to establish the consent of the Association's members entitled to vote thereon, which consent shall set forth the decision or action to be so taken. If such consent is to be obtained in writing the consent must be executed by the member by signing such consent or causing his or her signature to be affixed to such consent by any reasonable means including but not limited to facsimile signature. Alternatively, if the consent is to be established electronically, the transmission of the consent must be sent by electronic mail or other electronic means and set forth, or be submitted with, information from which it can reasonably be determined that the transmission was authorized by the member.

Article V
The Governing Board

1. The Governing Board shall consist of not more than twenty-three members. Eighteen members shall be elected by the membership of the Association, as follows:
 - a) Subject to subsection (b), below, for those seats that are up for election, members shall be elected each even-numbered year for a term of four years. Subject to subsection (b), below, a member hereafter elected shall be eligible for immediate re-election to only one additional four-year term when the member's initial term expires. A former member may be elected to another initial four-year term after a break of two years following the last term to which such member was elected or appointed.
 - b) As a transition from the pre-year-2024 system for electing Governing Board members, the measures set forth in Annex I to these by-laws shall apply.
 - c) The elections shall be by secret ballot. The Governing Board may authorize such election ballots to be carried out by electronic voting means. Ballots, whether in electronic or paper form, shall be made available to the members of the Association at large in advance of the annual meeting of the Assembly and shall contain the names submitted by a nominating committee designated by the President, together with any other names submitted in a nominating petition or by other electronic means signed by or attested to by not less than twenty members and received at least ninety days before the annual meeting of the Assembly.

2. Up to five additional members may be appointed, for any term not exceeding two years, by the Governing Board by a majority vote, provided that any such additional member, who has first been elected in 2024 or thereafter, has not served two consecutive terms as an elected member within one year prior to such appointment. The Board may in like manner fill a vacancy in its membership for the remainder of an unexpired term. Such appointed members of the Governing Board shall have the same rights and duties as elected members.
3. Upon the nomination of the President of the Governing Board, the Governing Board may also elect honorary members of the Governing Board. A candidate for election as an honorary member of the Governing Board must have previously served two terms as an elected member of the Governing Board and must have made an outstanding contribution to the Association. Honorary members of the Board shall have all the rights of elected or appointed members except the right to vote.
4. Any member, other than an honorary member, of the Governing Board who fails to attend three consecutive Board meetings without reasonable cause shall be considered by the Board as having resigned therefrom and shall be so notified. A member of the Governing Board may be removed for reasonable cause by a majority vote of the members of the Governing Board, or any or all such members of the Governing Board may be removed for reasonable cause by a vote of the members of the Assembly, provided that in either case, there is a quorum present when such vote occurs.
5. The retiring President shall convene the Governing Board as soon as possible after the annual meeting of the Assembly [, but no later than one month after such meeting]. The terms of office of newly elected members of the Governing Board shall commence at such meeting of the Governing Board. The Governing Board shall at such meeting elect from its voting membership a President, a First Vice-President, and a Second Vice-President. The Governing Board may elect from its membership or from the membership of the Association at large a Secretary, a Treasurer, a Deputy Secretary, and a Deputy Treasurer. The Board shall also have authority, if it so desires, to designate other officials of the Association from within its own membership or from the membership of the Association at large, including, for example, liaison officers for regions where large numbers of members reside.
6. The Governing Board may authorize the establishment of local chapters of the Association in regions where large numbers of members reside. Any such local chapter shall legally be an integral part of the Association. The members of the local chapter must be dues paying members of the Association, and the local chapter shall report annually to the Governing Member the list of its members, its leadership, and its activities during such year. The Governing Board may dissolve any local chapter that fails to comply with these requirements or that otherwise is inactive.
7. The Governing Board may, by questionnaires or polls, consult the membership of the Association by electronic means.

8. The functions of the Governing Board shall be:
 - a) to take all appropriate measures in pursuance of the purposes of the Association in conformity with the by-laws;
 - b) to prepare the agenda of all meetings of the Assembly and to carry out its decisions;
 - c) to present to the Assembly a report on the activities of the Association as well as annual financial statements;
 - d) to coordinate the activities of any chapters of the Association;
 - e) to provide representation of the Association at meetings of the Federation of Associations of Former International Civil Servants and maintain liaison with other member associations of FAFICS, and, at the request of the Federation, to assure appropriate representation of the Association at meetings of the bodies listed in Article I, paragraph 3;
 - f) to circulate periodically information on the activities of the Association to the members of the Association.
9. An attendance of one half of the voting membership of the Governing Board shall constitute a quorum. In the absence of a quorum at a regular meeting of the Governing Board, the President shall adjourn the meeting to, or call for a special meeting at, another proximate date. The President may call for a special meeting of the Governing Board at any time, provided that adequate notice of such meeting is given.
10. During its meetings, the Governing Board shall take its decisions by a majority vote of the members present and voting. In exceptional cases in which the Governing Board considers that its decision is urgently needed between its meetings, the Governing Board may take decisions by unanimous consent of its members polled through electronic or other means.
11. In exceptional cases in which the Governing Board considers that urgent needs of the Association require early action and it is impractical to convene an extraordinary meeting of the Assembly, the Board may poll the members of the Association by mail or other electronic means on a given matter. The matter is then decided by a majority of the members casting their ballots within forty-five days.
12. The Governing Board shall adopt and oversee the implementation of and compliance with a conflict-of-interest policy ensuring that its members, the Association's officers and key employees, or other key persons of the Association act in the Association's best interest and comply with their duties and obligations to the Association under law. The conflict-of-interest policy shall include, at a minimum, the following provisions:
 - a) A definition of the circumstances that constitute a conflict of interest;
 - b) Procedures for disclosing an actual or apparent conflict of interest or possible conflict of interest to the Governing Board or to a committee of the Governing Board, together

with procedures for the Governing Board or such committee to determine whether a conflict exists;

- c) A requirement that the person with the conflict of interest not be present at or participate in board or committee deliberation or vote on the matter giving rise to such conflict, provided that nothing in this section shall prohibit the board or a committee from requesting that the person with the conflict-of-interest present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto;
 - d) A prohibition against any attempt by the person with the conflict to influence improperly the deliberation or voting on the matter giving rise to such conflict;
 - e) A requirement that the existence and resolution of the conflict be documented in the corporation's records, including in the minutes of any meeting at which the conflict was discussed or voted upon; and,
 - f) Procedures for disclosing, addressing, and documenting related party transactions.
13. The conflict of interest policy shall require that prior to the initial election of any member of the Governing Board, and annually thereafter, such member shall complete, sign and submit to the President or to a officer a written statement (by paper or electronic means) identifying, to the best of the member's knowledge, any entity, including but not limited to any entity of the United Nations system, of which such director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee or consultant and with which the Association has a relationship, and any transaction in which the Association is a participant and in which the member of the Governing Board might have a conflicting interest. The policy shall require that each member annually resubmit such written statement. The President shall retain a copy of such statement as part of the records of the Association.

Article VI Committees

1. The Governing Board shall establish committees, including temporary working groups, to facilitate its work on specific subjects. The Governing Board shall report to the Assembly on the nature and work of such committees and working groups and shall indicate whether such committees are standing or are temporarily constituted.
2. The President shall appoint members of committees from the membership of the Association on the basis of their interests and qualifications. Members of the Governing Board may serve on any committee.
3. The President shall designate a chairperson *pro tem* of the Committee who shall convene the first meeting, at which the members thereof shall elect a chairperson or co-chairpersons.

4. The chairperson(s) of each committee shall report on its work to the Governing Board at its meetings and annually to the Assembly.
5. The Committees shall establish their own quorum and other rules as appropriate.

Article VII Dues

1. The Association shall be financed by the dues paid by its members at the rates established from time to time by the Assembly, and by grants and gifts accepted by the Governing Board. All members, except life and honorary members, shall pay annual dues, provided, however, that members who attain the age of eighty-five may notify the Association thereof and shall thereafter be exempt from the payment of annual dues.
2. The dues established by the Assembly shall be payable in January of each year. Members who fail to pay dues on time shall have their rights and privileges suspended until payment is effected.

Article VIII Amendment of the By-Laws

On the proposal of the Governing Board or at the written request, which may be made electronically, of at least fifty members of the Association, these by-laws may be amended by the Assembly by a vote of two thirds of the members present and voting in-person or electronically, provided that notice has been sent to all members, accompanied by a copy of the proposed amendments, not less than thirty days in advance of the meeting at which the vote is to be taken.

Article IX Dissolution of the Association

1. On the proposal of the Governing Board or at the written request, which may be made electronically, of at least one hundred members of the Association in good standing, the dissolution of the Association may be decided by the Assembly by a vote of two thirds of the members present and voting, provided that notice has been sent to all members, accompanied by a copy of the proposal or the request, not less than sixty days in advance of the meeting at which the vote is to be taken. Any proposal for the dissolution of the Association shall state in writing the reasons for such proposed action.
2. In case of dissolution of the Association, the Assembly shall decide on the disposition of the assets of the Association, based on a plan for the disposition of the assets of the Association developed by the Governing Board.

Association of Former International Civil Servants, Inc. (New York)
By-Laws

ANNEX

*Transitional Measures from 2024 to 2026 for the Association's Change
From Annual Elections of Members of the Association's Governing Board
To Bi-Annual Elections of Such Members*

As a transition from the pre-year-2024 system for electing Governing Board members, the following measures shall apply:

1. In 2024, six members shall be elected to the Governing Board, subject to the following:
 - (i) Those members who seek to be and who are re-elected in 2024 shall have a second and final four-year term.
 - (ii) Otherwise, the terms of those members elected to an initial term in 2024 shall be subject to the provisions of Article V, Section (1)(a), of these by-laws.

2. In 2026, ten members shall be elected or re-elected to the Governing Board, subject to the following:
 - (i) The terms of each of those six members who were elected or re-elected to the Governing Board in 2022 shall be extended in 2025 by one year until 2026.
 - (ii) Those members who were elected to an initial term in 2022 shall be entitled to seek re-election in 2026 to a second and final four-year term.
 - (iii) Those members who were elected to an initial term in 2023 shall be entitled to seek re-election in 2026 to a second and final four-year term.
 - (iv) The terms of those members who were elected to a second term in 2023 shall be extended as their final term until 2028.
 - (v) Those members who were re-elected to a third term in 2022 or 2023 shall not be eligible for re-election in 2026.
 - (vi) Otherwise, the terms of any members elected to an initial term in 2026 shall be subject to the provisions of Article V, Section (1)(a), of these by-laws.

3. For ease of reference only, the foregoing measures are illustrated in the accompanying chart to this Annex, which depicts the elected membership of the Association's Governing Board as of the end of 2023, as well as the election cycles resulting from the foregoing transitional measures. However, none of the information in the accompanying chart, but rather only the foregoing written words in this Annex are the only operative provisions of these by-laws regarding such transitional measures.

#		Election 2021****	Election 2022	Election 2023***	Election 2024**	2025*	Election 2026 #	Election 2028	Election 2030 ##	Election 2032	Election 2034
1	Alipui	Nicholas	2022-2025 (1)			1-year extension	2026-2030 (2) 4 yr				
2	Avedon	Steve	2020-2023 (2)	2023-2026 (3)				Next 4-yr term			Next 4-yr term
3	Bindley-Taylor	Gail	2022-2025 (3)			1-year extension	End 3 Terms - Replacement 4-yr term				Next 4-yr term
4	Bishopric	Suzanne	2021-2024 (1)		2024-2028 (2) (4-yr term)	1-year extension	End 3 Terms - Replacement 4-yr term				Next 4-yr term
5	Brzak-Metzler	Marianne	2021-2024 (3)		End of 3 Terms - Replacement elected for 4-year term			End 3 Terms - Replacement 4-yr term			Next 4-yr term
6	Chiulli	Mary Ann	2022-2025 (3)		1-year extension	2026-2030 (2) 4 yr					Next 4-yr term
7	Deila Rocca	Robin	2021-2022 (0)	2022-2025 (1)	1-year extension	2-year extension					Next 4-yr term
8	DeTomassi	Furio	2021-2023 (1)	2023-2026 (2)							Next 4-yr term
9	Dietz	John	2021-2024 (3)		End of 3 Terms - Replacement elected for 4-year term						Next 4-yr term
10	Fuentes Conte	Pilar		2023-2026 (1)		2026-2030 (2) 4 yr					Next 4-yr term
11	Haji-Ahmed	Sandra	2021-2024 (1)		2024-2028 (2) (4-yr term)	1-year extension					Next 4-yr term
12	Hurtz-Soyka	Nancy	2022-2025 (2)		1-year extension	End 3 Terms - Replacement 4-yr term					Next 4-yr term
13	Karia	Jayantilal	2021-2024 (3)		End of 3 Terms - Replacement elected for 4-year term						Next 4-yr term
14	Pozenel	Jay		2023-2026 (1)		2026-2030 (2) 4 yr					Next 4-yr term
15	Rajic	Vera	2021-2023 (1)	2023-2026 (2)		2-year extension					Next 4-yr term
16	Rockliffe	Michelle	2022-2025 (1)		1-year extension	2026-2030 (2) 4 yr					Next 4-yr term
17	Shah	Darshak	2021-2024 (1)		2024-2028 (2) (4-yr term)						Next 4-yr term
18	Tukroz-Cosslett	Gulden		2023-2026 (1)		2026-2030 (2) 4 yr					Next 4-yr term
		Number of Governing Board Members up for Election:		6 seats	5 seats	N/A	10-seats	8 seats	10-seats	8 seats	10 seats

KEY: = incumbency/re-election year = new election year (4 year terms)

* GB members with ANY term ending in 2025, will be extended to 2026. Those standing for 1st re-election will stand for a final 4-year term in 2026.

** ALL GB members re-elected in 2024 will be eligible to be elected to a final 4-year term

*** GB members elected in 2024 for second terms will stand for 4-yr term with total of 7 yrs in 2028, preserving new two-term limits

**** GB Members elected in 2023 will complete 2nd term in 2030 with total of 7 yrs, preserving new two-term limits

***** In 2021 Robin was appointed by the Board as replacement of one GB member who resigned and she ran for 1st election in 2022

Tomasi and Rajic would be out after 5 years with two-term limits. So, as one of the transitional measures, they will have a 2-year extension in 2026 to bring them to 8 years.

The cycles would be 10 seats up one election year and 8 the next and 10 the next, and so on.