



UNICO NATIONAL, INC. CONSTITUTION

Current as of July 30, 2024

ARTICLE I

NAME

Section 1.

The name of this organization shall be UNICO National.

Section 2.

The motto of this organization shall be “SERVICE ABOVE SELF”.

Section 3.

UNICO National is an Italian American Service organization and the name UNICO is from the Italian word meaning unique, the only one of its kind. The letters have been translated into meaningful objectives standing for:

U-Unity
N-Neighborliness
I-Integrity
C-Charity
O-Opportunity

ARTICLE II

PURPOSE

Section 1.

UNICO National is organized exclusively for charitable, scientific, literary, educational and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax laws (the “Code”), including but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; promoting, supporting, aiding and asserting in charitable, scientific, cultural, educational, and literary projects and purposes; encouraging and promoting service to humanity, one’s neighbors, one’s community, state and country; promoting and enhancing the public welfare of our community and to cooperate with others in its civic, social, cultural, commercial, and industrial development; fostering and enhancing the image and culture of Italian Americans and Italian heritage for the good of America; and promoting the education of Italian Americans by providing scholarships to Italian Americans.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except the Corporation shall be authorized and empowered to pay reasonable services rendered and to make

payments and distributions in furtherance of its purposes or any of them. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Effective as amended, August 2013

ARTICLE III

OBJECTIVES

Section 1.

The objectives of UNICO National are:

- a. To encourage, promote, extend and supervise UNICO National Purposes throughout the United States of America.
- b. To coordinate and generally guide the activities of UNICO National chapters. **Effective as amended, August 2013**

ARTICLE IV

MEMBERSHIP

Section 1. CHAPTERS

- a. Membership in UNICO National shall consist of chapters which have been granted a charter of membership and which continue to foster the aims and objectives of UNICO National and have not been terminated pursuant to Section 11 of this Article.
- b. All chapters of UNICO National in existence on the date of the adoption of this Constitution shall continue as chapters with the rights, privileges, duties and responsibilities conferred and imposed by this Constitution and all amendments and supplements hereafter made and adopted.
- c. **SERVICE MARK:** UNICO shall register a service mark for the name “UNICO”, and all chapters and/or foundations and/or auxiliaries using the name “UNICO” shall obtain permission of UNICO National to use the name “UNICO” and shall pay any licensing fee

for the use thereof as determined by the board of directors. **Effective as amended, August 2011.**

- d. It shall be permissible to foster formation of UNICO Chapters in other countries

Section 2. INDIVIDUAL

A UNICO Chapter shall be composed of persons with qualifications as follows

- a. That they are citizens of the United States of America, or in the case of associate members, have filed an application to file a declaration of intention with the U.S. Immigration and Naturalization Service.
- b. That they are persons at least eighteen (18) years of age who are of Italian origin, ancestry, descent or heritage, or who have been adopted by persons of Italian origin, ancestry, descent or heritage, or who are married to a person of Italian origin, ancestry, descent or heritage, or who have a step-parent, either of whom is of Italian origin, ancestry, descent or heritage, including spouses of those adopted by persons of Italian origin, ancestry, descent or heritage or who are dedicated in a civil union recognized under the laws of the state jurisdiction where the applicant resides. **Effective as amended, August 2011.**
- c. That they are of good character.
- d. Any person meeting all the qualifications of Article IV, Section 2, may be granted a National Membership upon the approval of an application by a unanimous vote of a committee consisting of the National President, National Treasurer and the Executive Director, or in the absence of a unanimous vote, National Membership may be granted by the Board of Directors, or as directed by it. Any member of a chapter whose charter has been revoked or suspended whose national dues for the fiscal year have been received by the National Office shall be deemed to be a National Member for the remainder of the fiscal year and be entitled to renew said membership, thereafter, (without the necessity of filing an application) if the member has not joined another chapter. National Members approved in this classification shall have no right to vote or hold office in UNICO National unless the National Member becomes a member of a member chapter. **Effective as amended, July 2017.**
- e. Membership granted under Section 2(b) shall survive a change in marital status, provided that the individual was a member of UNICO prior to the change in marital status. **Effective as amended, August 2011.**

Section 3.

Membership in chapters shall be designated as Active, Honorary, Associate, or ACES. **Effective as amended, August 2014.**

- a. Active: Any qualified person may be elected to Active membership of a chapter. No person shall be an Active member of more than one member chapter at the same time.

- b. Honorary: Any person who has earned distinction by some meritorious service may be elected an Honorary member in UNICO National, or in a member chapter. An Honorary member shall be entitled to all the privileges of such membership, except the right to vote or hold office in UNICO National or a member chapter.
- c. Associate: An Associate member shall have all the responsibilities, privileges and qualifications of an active member except that the chapter may relieve said Associate member of local attendance requirements and committee assignments and such Associate member shall not hold any office, nor vote in the chapter. A person who is otherwise fully qualified in accordance with this constitution but is not a citizen of the United States of America, may, upon the filing of an application to file a declaration of intention with the U.S. Immigration and Naturalization Service, apply for associate membership in a member Chapter. Associate membership under this article shall be limited to 7 years from the date of filing said application. An extension to this time limit shall be submitted to the Executive Committee by the host chapter through a written recommendation from the District Governor of the host chapter of such application for such extension.
- d. ACES: Any person who otherwise qualifies for active membership in UNICO, but who is between the ages of 12-17 may be granted ACES membership in UNICO National. ACES members shall be entitled to all the privileges of UNICO membership, except the right to vote or hold office in UNICO National or a member chapter, and an ACES Member is not a member of the UNICO National Foundation. **Effective as amended, August 2014.**
- e. Chapters of UNICO National may not freeze or limit the number of members or available membership in the chapter as long as the individual in question is qualified under this Constitution. **Effective as amended, August 2011.**

Section 4.

LIFE MEMBERSHIP

- a. **REPEALED AUGUST 4, 2005 (DOES NOT EFFECT MEMBERSHIPS PRIOR THERETO)** ~~A UNICO National Life Membership may be purchased by a member for the sum of \$500.00. The Life Member shall deduct the UNICO National per capita tax from the Life Member's dues each year when paying chapter dues. Life membership shall remain in force only so long as the Life Member remains an Active Member in good standing in a member chapter.~~
- b. Any UNICAN who has been an Active member of any chapter for more than thirty (30) years, and who has attained the age of seventy-five (75) years or more, shall be awarded a Life Exempt membership by UNICO National. Such Life Exempt member shall be exempt from payment of national dues to UNICO National only. Such Life Exempt member shall maintain the obligation to pay any appropriate Chapter and/or District assessments. Such Life Exempt membership shall remain in force, and such Life Exempt member shall enjoy all the privileges and benefits of UNICO National only so long as said Life Exempt member remains in good standing in a member chapter. Qualifying members as of the date of the adoption of this amendment shall be grandfathered. **Effective as Amended, August 2011.**

Section 5.
TRANSFERS

Any member of a member chapter may transfer membership from such member's present chapter to another member chapter provided:

- a. The transferring chapter shall certify the member to be in good standing and paid-up in all financial obligations and said certification shall be supplied within 30 days of the request. . The failure of the transferring chapter to furnish the certification shall be deemed an admission that the transferring member is in good standing.
- b. The member shall pay the dues of the chapter to which the transfer is made. But shall not be required to pay any initiation fee or other like charge.
- c. A transferring member may be accepted as a charter member of a new chapter.

Section 6.

CHARTERS

- a. Application for the charter of member chapters shall be made through the office of the Expansion Director
- b. The Board of Directors, acting at a regular or special meeting, shall approve the charter application by a majority vote, provided, however, that a special committee of the Board of Directors composed of the President, the Secretary and the Treasurer shall have the power and authority to approve applications for membership by unanimous vote in the event that such application for membership is submitted more than thirty (30) days prior to the next regularly scheduled meeting of the Board of Directors.
- c. The approved charter shall be issued and signed by the President, the Secretary and the Expansion Director.
- d. Membership shall date from the date of granting of the charter
- e. The Board of Directors may, for good and compelling reasons, approve the merger of chapters in a geographic area and/ or the change of a name of a chapter; and upon doing so, the affected chapter(s) shall surrender their former charter within thirty (30) days of Board action, upon which the appropriate charter shall be issued forthwith.
- f. Only members on the charter application, as of the date of the granting of the charter, shall be considered Charter members.
- g. All new chapters shall have no less than fifteen (15) Charter members.

Section 7

CHAPTER LOCATIONS

- a. Only one chapter shall be admitted into membership from any one city, town, borough or municipal subdivision. An exception to the rule shall be made in the case of cities, towns, boroughs or municipal subdivisions with a population over 300,000, in which case, an additional chapter may be admitted for each additional 200,000 in population over the original 300,000.
- b. A charter may be issued as set forth in Section 6 aforesaid to a qualified group in an area comprising more than one city, town, borough or municipal subdivision if such area comprises several small cities, towns, boroughs or municipal subdivision upon the following conditions.
 1. Such qualified group so chartered may use as its name one that is commonly used to describe or designate such area.
 2. For good cause, additional charters may be granted to cities, towns, boroughs or municipal subdivisions comprising part of the affected geographical area.
 3. Under no circumstances, however, shall a chapter be named as a county chapter, nor shall any chapter name contain the names of more than two (2) cities or towns. **Effective as amended, August 2010.**
- c. A charter may be issued as set forth in Section 6 aforesaid to a qualified group comprising persons employed by, or students attending, a University or College, notwithstanding that such chapter does not meet the limitations of Section 7 (a) hereof.
- d. A charter may be issued as set forth in Section 6 aforesaid to a qualified group comprising only persons employed by; students attending; alumni; and, parents and grandparents of students or alumni of a High School, notwithstanding that such chapter does not meet the limitations of Section 7 (a) hereof - it being expressly required that such group may not be comprised solely of students. A high school is defined as a secondary school incorporating grades up to grade 12. A High School chapter shall use as its name the common name of the High School. If such common name does not contain the name of a city, town, borough, municipal subdivision or other local geographic identification, then such High School chapter must include a geographic identification after the common High School name. **Effective as amended, August 2013**
- e. Each chapter of UNICO National shall provide a permanent mailing address, (and optionally an e-mail or electronic media address), to UNICO National by July 15th of every year, and notice sent to said address shall be considered proper notification to that chapter. **Effective as amended, August 2011.**

Section 8.

CHARTER FEES

All new chapters shall pay such charter fee and such national dues as shall be prescribed by Article VIII of this Constitution.

Section 9.

CHAPTER CONSTITUTIONS

All chapters shall adopt the model Constitution attached to this Constitution together with all amendments or supplements hereto or hereafter adopted and in no case shall any chapter constitution be in contravention of this Constitution or the Procedural By-Laws of UNICO National.

Section 10.

CHAPTER FOUNDATIONS:

Any UNICO Chapter that has a Chapter Foundation shall pay a licensing fee to UNICO National for the use of the UNICO name in an amount as established by the Board of Directors of UNICO National. The licensing fee may be offset by donations made by the chapter foundation and or chapter to the UNICO National Foundation for any of its charitable purposes. **Effective as amended, August 2011.**

Section 11.

TERMINATION OF MEMBERSHIP

- a. A chapter which is in arrears for any financial obligation to UNICO National for a period of one year or more shall cease to be a member chapter of UNICO National, and shall forfeit and return its charter, provided that there has been proper compliance with the procedure set forth in Article VII, Section 8(h) governing such situation.
- b. A chapter which has ceased to be a member under the preceding Section, may, at the discretion of the Board of Directors, be restored to membership upon payment, in full, of its said indebtedness.
- c. Attendance: It shall be the duty of each chapter to be represented at the annual Convention and the Regional meetings for the region in which its chapter is located. Failure to send accredited delegates to the Annual Convention for three consecutive years may cause the defaulting chapter's charter to be forfeited by action of the Board of Directors, provided that there has been compliance with the procedures set forth in Subsection (d) hereof.
- d. Discipline: The Board of Directors, for cause, by majority vote, may discipline or suspend a member chapter, or by majority vote, expel such chapter, provided that a copy of the charges against such chapter shall have been served personally, or mailed by registered mail, return receipt requested or sent via e-mail or other electronic media provided

that the recipient chapter has agreed to receive electronic notification to the President and Secretary of such chapter at least thirty (30) days before the hearing at which such charges shall be examined by the Board of Directors or a committee designated by the Board of Directors for that purpose. At such hearing, to be held at or near the location of said chapter, the chapter so charged shall have the opportunity to be heard in full and shall be entitled to be represented by counsel in its behalf and of its own choosing. In the event such charges are heard by a committee designated for that purpose by the Board of Directors, then the decision of that committee shall be binding unless overruled by a two-thirds vote of the delegates at the Annual Convention, in which case, the decision of the Convention in this respect shall be final. Such right of appeal to the Annual Convention shall be by the service of a notice of appeal upon the Secretary within (60) days following the decision of the Board of Directors or the committee designated for that purpose by the Board. The debate on such appeal to the Annual Convention shall be limited by the rules of the convention or by special orders of the day.

- e. **Resignation:** Any chapter may resign from UNICO National and such resignation shall become effective upon the acceptance thereof by the Board of Directors. No such resignation shall be accepted until all indebtedness of such chapter to UNICO National shall have been paid in full and the charter for such chapter has been returned together with a surrender of all rights to the use of the emblem, badge, banners, pin or any other insignia or designation adopted by UNICO National; and any remaining money in the chapter or chapter foundation account/treasury shall be relinquished to the UNICO national foundation. **Effective as amended, August 2011.**

- f. **Surrender:** Any chapter which shall cease, for any cause, to be a member of UNICO National, shall relinquish the word “UNICO” in its organization’s name and foundation name, and shall not, thereafter, use the name, emblems, insignia or the designations of UNICO National in any way whatsoever. **Effective as amended, August 2011.**

Section 12.

RATIFICATION OF CONSTITUTION

Every UNICO chapter heretofore or hereafter granted a charter, in accepting the same, thereby accepts, ratifies and agrees to be bound in all things, encompassed in this Constitution of UNICO National, together with any amendments or supplements thereto as well as any and all service marks/trademarks/trade names and mottos, and to fully and completely observe the provisions and the spirit thereof.

Section 13.

WOMEN’S AUXILIARIES

In recognition of the fact that UNICO National allows women members, no new women’s auxiliaries shall be chartered after the date of adoption of this amendment (August 2011).

For auxiliaries existing prior to August 2011, UNICO National hereby grants the right of duly chartered chapters to establish women’s auxiliaries of their chapters. Each auxiliary shall be known as “Women’s Auxiliary of [insert the name of the chapter affiliation] Chapter of UNICO National. The purpose of the auxiliaries is to assist and help their chapters to achieve the goals and purpose of UNICO National. The auxiliaries may elect their own officers and adopt a constitution and by-laws provided that the constitution and by-laws are not in contravention of this constitution. Existing women’s auxiliaries may continue to exist provided that all members thereof shall be required to be chapter members and must pay dues to UNICO National. Moreover, any women’s auxiliaries using the name of “UNICO” shall be subject to the same service mark and licensing fees as any chapter and/or foundation. **Effective as amended, August 2011.**

ARTICLE V

PARLIAMENTARY AUTHORITY

The most recent revision of Robert’s Revised Rules of Order shall be the authority for all matters of procedure not specifically covered by this Constitution, or by special rules of procedure or orders of the day adopted by UNICO National. If any provision set forth in this Constitution regarding parliamentary procedure is unclear Robert’s Revised Rules of Order shall govern.

ARTICLE VI

GOVERNING BODY

Section 1.

The governing, administrative and legislative body shall be the Board of Directors, consisting of:

- a. All elected National Officers.
- b. All Past National Presidents in good standing.
- c. All District Governors; and in the absence of a District Governor only, the Immediate Past District Governor of the affected District.
- d. The Chair of the UNICO Foundation, Inc.
- e. The Regional District Governor Chairman from the East, Mid-West and West Regions, who shall have been elected by District Governors Conference members from the respective Regions at the National Convention (ref.-Article IX, Sections 10-e and 10-g-1). **Effective as amended, July 2021.**

Section 2.

POWERS AND DUTIES OF NATIONAL BOARD OF DIRECTORS.

- a. Shall have the control and management of the affairs and funds in conformity with this Constitution.
- b. Shall incur no indebtedness beyond the estimated income for each fiscal year.
- c. Shall have jurisdiction over the affairs of member chapters whenever questions arise which may involve conformity to this Constitution, the aims, objectives and policies of UNICO National.
- d. Shall be charged with the duty of doing whatever may be necessary for the furtherance of the purpose of UNICO National, or member chapters, the attainment of the objectives of UNICO National, the study and teaching of its fundamentals, the preservation of its ideals, its ethics, its unique features of organization, and its expansion program throughout the United States of America, its territories and possessions, and wherever chapters are formed or exist.
- e. Shall exercise general control and supervision over all elected officers and may, for good cause, after hearing, remove any elected officers by a two-thirds vote of the Board of Directors in session. The Board shall serve, through the Secretary, by registered mail, personal service, or via e-mail or other electronic media provided that the recipient has agreed to receive electronic notification a notice containing the charges, date, time and place of the hearing thereof. This notice shall be served no later than thirty (30) days prior to the scheduled hearing. At such hearing to be held at or near the place of residence of such officer, such elected officer shall be entitled to be represented by counsel. All appointees and committee members shall serve at the pleasure of the National President except that the Board of Directors shall have the right to confirm or reject the Publication Editor and the Executive Director appointed by the President.
- f. Shall cause to be published an official publication and shall adopt rules and regulations in connection therewith.
- g. Shall have the power to adopt, modify, change or revoke procedures and/or guidelines for the administrative management of UNICO National.
- h. Shall cause to be operated, and maintained, a National Headquarters office of UNICO National with proper staff, equipment and facilities and shall adopt rules and regulations for conduct thereof.
- i. Shall at the beginning of its term of office, adopt a financial budget not to exceed ninety-five (95) percent of the anticipated national dues revenue, as determined by the most recent certified list of member chapters closest to the date of the adopted budget, and such other income as may be realistically anticipated, excluding convention net income, and shall budget its expenditures accordingly; provided, however, that if this not be practical in the judgement of said board, it may adopt a temporary budget not exceeding fifty

(50%) percent of the budget for the prior fiscal year. The Board of Directors shall, at its mid year meeting, review the existing budget and make such adjustment thereto as it may deem appropriate and consistent with this Constitution.

- j. Shall examine all records of officers at least once a year. A uniform bookkeeping system shall be adopted by the Treasurer. The Treasurer shall prepare and the Secretary shall distribute a quarterly financial report to the Executive Committee reflecting the time period prior to the Executive Committee and/or Board of Directors Meeting. **Effective as amended, July 2018.**
- k. Executive Committee
 - 1. An Executive Committee of the Board of Directors shall act for, and on behalf of, the Board of Directors during the periods between its regular meetings, with such powers as the Board of Directors shall delegate to it.
 - 2. The Executive Committee shall be composed of all the elected officers of UNICO National, as contained in Article VI Section 1 (a) through (m), the President of the UNICO Foundation, Inc., and such other additional members of the Board of Directors, not to exceed ten (10), as may be appointed by the President and confirmed by the Board of Directors. The ten (10) additional appointed members to the Executive Committee must be made from the following representative groups: Past National Presidents not to exceed 6 appointments and current District Governors not to exceed 4 appointments. **Effective as amended, July 2019.**
 - 3. Ten (10) members of the Executive Committee, including the President or one of the Vice Presidents, shall constitute a quorum for the transaction of business.
 - 4. The President or a majority of the Executive committee shall have the power and authority to call a meeting of the Executive Committee. Except in situations of an emergency nature requiring immediate action, members of the Executive Committee shall be given at least fifteen (15) days prior notice of the time and place of an Executive Committee meeting. Meetings of an emergency nature shall be called on five (5) days notice.
- l. Special conventions may be called by the President or by a majority of the Board of Directors.

Section 3.

MEETINGS

- a. The Board of Directors shall meet at least twice a year. The first meeting shall take place immediately following the adjournment of the Annual Convention, which shall be the Annual Meeting of the Board of Directors. The Board shall also meet at least 120 days prior to the next succeeding Annual Convention. The President shall have the power and authority to call special meetings of the Board of Directors upon thirty (30) days' notice of the members thereof.

Section 4.

QUORUM

Twenty (20) members of the Board of Directors, including the President, a Vice President or the Secretary, shall constitute a quorum.

Section 5.

VOTING POWER

- a. The majority rule shall apply, except as otherwise provided herein, to all matters to be voted upon. A majority shall be construed to mean a majority of those present and eligible to vote.
- b. The Board of Directors may, without meeting together, transact business by certified mail, return receipt requested, by voting upon matters mailed to them by or with the approval of the President. Thirty (30) days shall be allowed, from the date of mailing, for the return of the votes thereon to the Secretary. The voting shall be considered closed, provided a majority of the Board have returned their votes within the thirty (30) day limitation, or shall be closed anytime prior thereof, if and when all the directors have returned their ballots by certified mail, return receipt requested. This procedure is set forth, solely, for the purpose of dealing with an emergency and not for any limitation of the duties and obligations of the Board of Directors as herein outlined.

Section 6.

AVOIDANCE OF POLITICS AND RELIGION

- a. UNICO National is non-political and non-sectarian.
- b. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. **Effective as amended, August 2013**
- c. UNICO National and/or its member chapters shall not endorse or recommend any candidate for public office, and shall not cause to be discussed, at any meeting on the national or local level, the merits or demerits of any such candidate.

Section 7.

TERM OF OFFICE

The term of the Board of Directors shall commence at the adjournment of the Annual Convention and shall terminate at the adjournment of the next succeeding Annual Convention.

ARTICLE VII

NATIONAL OFFICERS - APPOINTED POSITIONS

Section 1.

ELECTED OFFICERS

The elected officers of UNICO shall be:

- a. President
 - b. Executive Vice President
 - c. First Vice President
 - d. Second Vice President
 - e. Regional District Governors Chairperson
 - f. Secretary
 - g. Treasurer
 - h. General Counsel
 - i. Expansion Director
 - j. Scholarship Director
 - k. Auditor
 - l. Sergeant-at-Arms
 - m. Membership & Retention Director
 - n. District Governors
- Effective as amended, August 2013.**

Section 2.

APPOINTED POSITIONS

The appointed positions of UNICO National shall be:

- a. Publication Editor
- b. Chaplain
- c. Honorary Chaplain(s)
- d. Communications Director, **Effective as Amended, August 2010.**
- e. And such other appointees as the President shall deem necessary for the performance of the necessary administrative work of UNICO National.
- f. All of the foregoing appointments shall be made by the President, except that the Publication Editor shall be subject to the confirmation of the Board of Directors. **Effective as amended, August 2013 and July 2018.**

Section 3.

QUALIFICATIONS

- a. Each candidate for National Office shall be an active member in good standing of a member chapter.
- b. Each candidate for elective National Office must be sponsored for that office by the member's own chapter, and such candidate must be present at the annual Convention at which the election is taking place or the candidate's consent to his or her candidacy for National Office shall be manifested in writing to the nominating committee.
- c. A candidate for President, in order to qualify for such office, must have been a chapter president and Executive Vice President of UNICO National and have been a member of UNICO National in good standing for at least four (4) successive years prior to taking such office.
- d. A candidate for Executive Vice President or any of the National Vice Presidencies shall have been a member in good standing for four (4) successive years, have been a Chapter President, attended three (3) out of the last five (5) National Conventions, two (2) Board Meetings, one (1) Regional Meeting, one (1) Foundation Meeting and have served on at least one (1) of the following committees: Budget, Cooley's Anemia, Mental Health, Scholarship, Awards or have held an office of District Governor or another National Office and have a demonstrated understanding of the National Constitution to be determined by the nomination committee prior to the time of taking such office.
Effective as amended, August 2012.

- e. All candidates for all other offices must have been a member of UNICO National in good standing for at least two (2) successive years prior to the time of taking such office. In addition, all candidates for District Governor must have been a Chapter President.
- f. A candidate for Auditor, in order to qualify for such office, must meet the requirements of Section 3e and in addition, be either a Certified Public Accountant or a Licensed Public Accountant.
- g. A candidate for General Counsel, in order to qualify for such office, must meet the requirements of Section 3e and in addition, must be a licensed attorney at law in at least one of the jurisdictions of the United States of America.

Section 4.

TERM OF OFFICE

- a. The term of each elected National Officer shall be one (1) year, beginning at the adjournment of the Annual Convention at which the officer is elected and terminating at the adjournment of the next succeeding national Convention or until a successor in office shall have been elected and qualified therefor.
- b. The term of office of each elected chapter officer shall be for one year beginning on July 1st following the officer's election and terminating on the next succeeding June 30th, or until a successor in office shall have been elected and qualified therefor.
- c. The term of office of each National appointee shall commence on the date of the filing of the appointee's selection by the President with the office of the Secretary and shall terminate at the conclusion of the term of office of the President making such appointment, or sooner if such appointment be terminated by the President except that the Publication Editor and the Executive Director shall not be removed during their term of office except by action of the Board of Directors.
- d. The President may be elected for a second successive term in that office, by a two-thirds (2/3) vote of the delegates in attendance at a National Convention. In no event shall the President be elected for a third successive term.
- e. Automatic Succession: Upon the conclusion of the Executive Vice President's term of office, the Executive Vice president shall automatically succeed to the office of President, unless such President is reelected in accordance with the terms of subsection "d" above. In the event the Executive Vice President shall be called upon to complete the unexpired term of the President under Section 6a of this Article, the Executive Vice President shall immediately thereafter be entitled to a full year as President.

Section 5.

LIMITATIONS OF NATIONAL OFFICERS

- a. No two, or more, of the following named officers shall be elected during any one administration from the same chapter or the same city, provided, however, that this limitation shall not apply as to any city which has a population by the latest United States Census official figures of two (2) million or more, and wherein there shall exist, at the time of such election, not less than three (3) chapters of UNICO National in good standing.
 1. President
 2. Executive Vice President
 3. First Vice President
 4. Second Vice President
- Effective as amended, August 2012.**

Section 6.

VACANCIES

- a. In the event of a vacancy of the office of President, the Executive Vice President shall fill that office for the unexpired term.
- b. In the event of the death, resignation or removal of any elective officer, other than the President or District Governor, the President shall appoint a successor pro-tem who shall serve until the next meeting of the Board of Directors at which time such vacancy shall be filled by majority vote of those present and qualified to vote. Otherwise, such vacancy shall be filled at the regular election held at the next Annual Convention.
- c. In the event that a District Governor is elected to another National Office, that District Governorship shall automatically become vacant. The successor in the office of District Governor shall be selected in accordance with Article IX, Section 7 of this Constitution.

Section 7.

COMPENSATION

- a. All elected officers and appointees, including members of the Board of Directors shall serve without compensation. However, the Board of Directors shall have the power to reimburse elective and appointive National Officers and Committee Chairpersons for administrative expenses, provided that the same are set forth in the established budget of each year.
- b. In the event that the Publication Editor and/or the Executive Director are hired from the public sector, then that individual shall receive such compensation as may be approved

by the Board of Directors, provided that the same is set forth in the established budget of each year.

ARTICLE VIII

REVENUE

NATIONAL DUES

a. Each member chapter shall, annually, pay to UNICO National a National dues as set forth in Section 3(a) and 3(b) if the Procedural By-Laws for each chapter member except for Life Members, members of the clergy and new members (only in the fiscal year of their first initiation as a member of UNICO National), to be used only for such purposes as are consistent with this Constitution.

ARTICLE IX

DISTRICT ADMINISTRATION

Section 1.

PURPOSE

For the purpose of promoting the best interests of UNICO National, the Board of Directors shall create, supervise and control Districts composed of member chapters in accordance with the procedure provided in Section 2 of Article IX of the Procedural By-Laws. The Board of Directors shall have the power to change the composition of Districts in such manner as it may deem best for the interest of UNICO National. Notice of such changes shall be submitted to the chapters, affected thereby, within thirty (30) days following action by the Board of Directors. An affected chapter shall present its objections to such changes, if any, to the Board of Directors at its next meeting. At such meeting, the final composition of the Districts shall be established and shall become effective immediately. In the event all chapters in the affected District consent, the proposed change in District composition shall become effective immediately without further notice. Such decision on District composition shall be final and binding on all chapters in the affected District.

Section 2.

DISTRICT GOVERNOR

- a. The Chief Executive and Administrative Officer in the district shall be the District Governor. The District Governor shall be responsible for the execution of the policies and programs of UNICO National in his or her District. All authority necessary for the accomplishment of the foregoing shall vest in the District Governor.

- b. A candidate for the office of District Governor shall have the following qualifications:

1. He or she shall be a member in good standing of a member chapter in the District for at least two (2) years.
2. He or she shall have served as the President of a chapter.

ARTICLE X

NATIONAL CONVENTION

Section 1.

POWERS OF THE NATIONAL CONVENTION

- a. The Delegates of the National Convention shall have the following powers:
 1. To elect all National Officers - except the District Governors who shall be elected as set forth in Article IX, Section 3(b) of the Procedural By-Laws.
 2. To amend the Constitution.
 3. To receive reports of the President, the Treasurer, Auditor, Secretary and such other reports as may be deemed necessary by the President and to take such action thereon not inconsistent with the action or powers of the Board of Directors.
 4. To enact resolutions as submitted by the Resolutions Committee.
 5. To act upon any other business referred to the Convention by the Board of Directors or the Executive Committee.

Section 2

REPRESENTATION

- a. Each member chapter shall be represented in every Convention of UNICO National by two (2) Delegates (or Alternate Delegates who shall act only in the absence of a Delegate) if total membership, per Certified Membership List, be between twenty (20) and fifty (50) members. If total membership exceeds fifty (50) members, there shall be one (1) additional Delegate (or Alternate) for every additional twenty-five (25) members, or part thereof. In addition thereto, the President of the member chapter shall be a Delegate by virtue of his or her office. In the event of the absence of the President, the President's vote shall go to the Vice Presidents, the Immediate Past President or any Delegate (Alternate Delegate). Any member chapter with less than twenty (20) but more than (10) members shall be limited to representation in every convention of UNICO National by one (1) Delegate plus its President, or in the absence of the President, the Vice President, the Immediate Past President, or any Delegate or Alternate Delegate.
- b. Each member chapter with (10) or less members shall be limited to representation in every convention of UNICO National by one (1) Delegate. Said Delegate shall be the

President, or in the absence of the President, the Vice President, the Immediate Past President or any Delegate legally appointed by the Chapter.

Section 3.

VOTING POWER

- a. The voting power of any Convention of UNICO National shall be vested in:
 1. The Delegates of member chapters in good standing.
 2. The Alternates of such member chapters in the physical absence of the Delegates of the member chapter.
 3. The President, or in his or her absence, the Vice President or Immediate Past President, Delegate or Alternate Delegate of each member chapter.
4. All elective National Officers, including all District Governors. In the absence of the District Governor, the District Governor-Elect shall vote in his or her stead. In the absence of both the District Governor and the District Governor-Elect, the First Deputy District Governor shall vote in their place. In the absence of the District Governor, the District Governor-Elect and the First Deputy District Governor, the Second Deputy District Governor shall vote in their place. **Effective as amended, July 2022.**
5. All Past National Presidents in good standing.
6. All Immediate Past District Governors in good standing.

Section 4.

QUORUM

One-fourth of the member chapters in UNICO National represented by a registered Delegate, or a National Officer, shall constitute a quorum for the convening of any Convention.

ARTICLE IX

AMENDMENTS

Section 1.

All amendments to this Constitution shall be made at the Annual Convention or at a Constitutional Convention, properly advertised and convened, in accordance with the following procedure:

- a. Proposed amendments may be submitted by member chapters, districts, or regions of UNICO National. Proposed amendments may also be received from the Board of

Directors, and when properly convened by the President, from a specially formed Constitution Study Committee.

- b. If the President deems it necessary, he or she shall appoint a Constitution Study Committee that shall meet and discuss all proposed amendments to the Constitution. The Committee shall recommend the adoption or rejection of all such proposed amendments.
- c. Proposed amendments must be submitted to the General Counsel at least one hundred (100) days prior to the Convention.
- d. General Counsel shall examine all proposed amendments as to meaning, legality, consistency and form, and certify, to the Secretary, at least seventy-five (75) days prior to the Convention, that the proposed amendments are consistent and in accordance with the intent of the Constitution.
- e. The Secretary, or in his or her absence, such person as the President may designate, shall mail, e-mail or send by other electronic media (provided that the recipient has agreed to receive electronic notification) to each member chapter and each elected National Officer, a copy of all proposed amendments together with General Counsel's comments, under Section 1d above, at least sixty (60) days prior to the date of the Convention.
- f. Proposed amendments shall be considered and voted upon, at the Annual Convention.
- g. The General Counsel shall present the recommendations of the Constitution Study Committee to the Convention and shall supervise the voting on the proposed amendments.
- h. Voting on all amendments shall be conducted in the manner specified in Article X, Section 6(a) Subsection 4 (b) of the Procedural By-Laws.
- i. The results of the votes cast, pro and con, shall be announced by the General Counsel and recorded by the Secretary.

Section 2.

- a. An affirmative vote of two-third of the votes cast at the Annual Convention shall be required for adoption of any amendment.
- b. Any proposed amendment shall be adopted or rejected as submitted to the Convention. All typographical and grammatical errors shall be corrected without the necessity of a vote.
- c. All amendments approved by the Convention shall be binding and in effect immediately following the adoption thereof, unless the amendment provides otherwise.