



UNICO NATIONAL, INC. PROCEDURAL BY-LAWS

Current as of March 18, 2024

PROCEDURAL BY-LAWS OF UNICO NATIONAL

These Procedural By-Laws together with all Amendments hereto and hereafter adopted shall not conflict with the terms and provisions of the UNICO National Constitution. The UNICO National Constitution shall always prevail in the event of any conflict with these Rules of Procedure.

Articles I, II and III of the UNICO National Constitution are adopted and are incorporated herein by reference.

UNICO National's Principal Office shall be at 271 US Highway 46 West, Suite 103, Fairfield, NJ 07004.

ARTICLE IV

No procedures to date.

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 2. POWERS AND DUTIES OF NATIONAL BOARD OF DIRECTORS

Decisions of this Board shall be final within thirty (30) days after distribution, to each member chapter, of copies of the minutes of the meetings wherein such decisions are contained. A chapter may file a notice of appeal that shall be, in writing, with the Secretary within thirty (30) days following distribution of the decision of the Board. All appeals shall be heard by a special committee, appointed by the President, which shall review the matter and submit its findings to the Annual Convention. A two-thirds vote shall be necessary, at the Annual Convention, to overrule the decision of the Board of Directors. The debate on such appeal shall be limited by the rules of the Convention, by this Constitution or by any special orders of the day. Any action taken by the Board of Directors prior to the filing of an appeal, as aforesaid, shall be valid and binding.

SECTION 3 INSIGNIA AND PARAPHERNALIA

- a. The Board of Directors shall require that all paraphernalia-such as Banners, Buttons, Pins, Membership Badges, Membership Cards, Seals, Road Signs and such other things relating to UNICO National, be standard and uniform and be used exclusively by the members of UNICO National. **Effective as amended, August 2013**
- b. The Board of Directors shall not act on any proposed change to insignia and paraphernalia unless the committee on Standardization has studied and recommended same to that Board for consideration.

Section 4

MEETINGS

- a. The National Office shall serve as credentials committee for the Board of Directors and shall certify the authority of each National Officer, PNP(Past National President), District Governor, or when allowed, Immediate Past District Governor to vote at a meeting of the Board of Directors. The authority of each member of the Board of Directors shall be certified by reference to the certified list submitted pursuant to Article IX, section 3e. A person whose authority is not certified in accordance with this Section shall not be permitted to vote on any matter before the Board. **Effective as amended, March 2022.**

ARTICLE VII

NATIONAL OFFICERS – APPOINTED POSITIONS

Section 1.

DUTIES OF ELECTIVE OFFICERS

- a. **President.** The President shall be the Chief Executive Officer of UNICO National, and shall preside at all conventions, meetings of the Board of Directors, Executive Committee meetings and Regional meetings. The President shall supervise the work and activities of UNICO National. The President shall appoint all members of all standing committees and such other special committees, as the President may deem necessary from time to time.

The President shall perform all other duties as usually pertain to that office. The President shall be empowered to call, issue and cause to be mailed to each Chapter, or via e-mail or other electronic media to said chapters provided that the Chapter has agreed to receive electronic notification, an official call for the Annual, or any special Conventions and shall be empowered to call, issue and cause to be mailed or e-mailed or sent by other electronic media, (provided that the recipient has agreed to receive electronic notification), to the members of the Board of Directors an official call of all meetings of the Board of Directors. All of said notices shall be mailed, e-mailed, or sent by electronic media as set forth above at least sixty (60) days prior to the date of such annual

convention or board meeting and shall be mailed, e-mailed or sent by electronic media as set forth above at least thirty (30) days prior to any special Convention or Board meeting.

The President is empowered, in case of emergency or for compelling reasons, to call a special National Convention or special meeting.

The President shall appoint, and have the power of removal over, all appointees and committee members except as otherwise set forth herein. The President shall be an ex-officio member of all committees and shall act as Chairperson of the special committee of the Board of Directors for charter approval.

- b. Executive Vice President.** Except as may otherwise be required by the President, the Executive Vice President shall assist the President by supervising the activities of all National Committees, preparing for the National Convention and obtaining sponsors, working on the ad journal; and shall assist the President in the performance of the duties as chief executive officer of UNICO National and shall perform such other duties as may be assigned to him or her by the President. In the absence of the President, the Executive Vice President shall preside at all Conventions, Board Meetings and Regional Meetings. In the event of the incapacity of the President, the Executive Vice President shall be designated by the Board of Directors, or the Annual Convention, as “acting President” with all the powers of that office. **Effective as amended, August 2012 and July 2018.**
- c. First Vice President.** The First Vice President shall assist the President by supervising the activities of all District Governors and shall perform such other duties as may be assigned to him or her by the President. The First Vice President shall oversee the UNICO National website. **Effective as amended, August 2012.**
- d. Second Vice President.** The Second Vice President shall assist the President by supervising the activities of all Chapter Presidents, and Chapter Secretaries and perform such other duties as may be assigned to him or her by the President. **Effective as amended, August 2012.**
- e. District Governor** - The District Governor shall have such powers and duties as are set forth in Article IX of this Constitution.
- f. Secretary** - The Secretary shall be the custodian of the Seal of UNICO National and shall affix and attest the same, along with his or her signature, to all papers and documents to be signed by, and on behalf of, UNICO National along with the President. The Secretary shall take and record the minutes of all National Conventions and all meetings of the Board of Directors, Executive Committee Meetings, Regional Meetings and Special Meetings. In accordance with the schedule below the Secretary shall cause a copy of the minutes to be forwarded, by mail, e-mail, or other electronic media, to the National Office for prompt distribution to each Chapter and each National Officer. Convention minutes shall be delivered within 60 days, Board minutes within 45 days and Executive

Committee minutes within 30 days. All tapes of such meetings shall be delivered with the minutes to the National Office for retention.

- g. **Treasurer** - The Treasurer shall be the custodian of all funds of UNICO National. The Treasurer, or his or her designee, shall deposit all such funds in such bank, or other financial institution, approved by the Board of Directors.

The Treasurer shall send all statements for national dues, assessments, fines or indebtedness of each chapter of UNICO National immediately upon assumption of office, and periodically thereafter as necessary.

The Treasurer shall, along with the Auditor and the Budget Committee, prepare a budget for submission to the Board of Directors for approval.

The Treasurer shall notify any member chapter, more than nine (9) months in arrears for any financial obligation, of such indebtedness. This notice shall be sent registered mail to both the President and Secretary of such chapter. If the indebtedness shall not have been paid within thirty (30) days from the mailing of such notice, a final notice shall be mailed in the same manner. Failure by a chapter to pay such indebtedness within thirty (30) days thereafter shall cause such chapter to cease to be a member chapter of UNICO National. The Treasurer shall immediately notify the Board of Directors of the name of such chapters so ceasing to be member chapter and shall file the notices with the proofs of mailing of such notices with the National Office.

It shall be the duty of the Treasurer to maintain a uniform bookkeeping system as prescribed by the Board of Directors, in accordance with accepted accounting practice.

The books, accounts and all records of the Treasurer shall be available for inspection by the President, the Board of Directors, the Auditor and such other auditors employed by UNICO National.

The Treasurer shall render a full financial report of income and expenses for the preceding year and a balance sheet setting forth the assets, liabilities and net worth of UNICO National as of a given date directed by the Board of Directors, and such other reports as shall be required by the Board of Directors.

The Treasurer shall make no disbursement unless the same is within the budget approved by the Board of Directors and authorized by the officer authorized to approve such expenditure. The Treasurer shall give bond for the faithful discharge of his or her duties in a sum and with sureties as required by the Board of Directors. The cost of such bond shall be paid by UNICO National.

The Treasurer shall cooperate fully with the President, the Board of Directors and the Auditor in all financial matters and shall perform such other duties as shall be assigned to him or her by the President or the Board of Directors. **Effective as amended, July 2018.**

- h. **General Counsel** - The General Counsel shall supervise all legal matters pertaining to UNICO National and shall assist the President in constitutional interpretation and procedure and shall serve as Parliamentarian. The General Counsel shall perform such other duties as are specifically conferred under this Constitution in connection with amendments to this Constitution.
- i. **Expansion Director** - The Expansion Director shall program, supervise and direct the expansion activities of UNICO National.

The Expansion Director shall annually submit a budget estimate to the Treasurer and the Auditor for inclusion in the budget to be submitted to the Board of Directors for approval.

The Expansion Director shall receive all applications of new charters and process the same for approval in accordance with Article IV, Section 6 of this Constitution.

The Expansion Director shall make recommendations to the President for appointments to the office of Eastern, Mid-Western and Western Deputy Expansion Directors, and such subordinate directors as shall be necessary. The Expansion Director shall program and supervise the activities of such deputies and their subordinates. The Expansion Director shall make a complete report of his or her activities to the Board of Directors.

- j. **Scholarship Director** - The Scholarship Director shall supervise and direct the scholarship program of UNICO National as directed by the Board of Directors. The Scholarship Director shall be the Chairperson of a committee appointed by the President to carry out the duties and responsibilities of the Scholarship program. The Scholarship Director shall annually submit his or her budget to the Treasurer and Auditor, for inclusion in the budget to be submitted to the Board of Directors for approval. The Scholarship Director shall cause to be distributed all notices, rules, regulations and announcements pertaining to the Scholarships Program of UNICO National. **Effective as amended, August 2014.**
- k. **Auditor** - The Auditor shall examine the books, accounts and records maintained by the Treasurer and other officers of UNICO National and render a report of findings to the Board of Directors and the Convention and make such other reports as required by the Board of Directors.

The Auditor shall further prepare and submit for approval and execution, all Federal and State reports and returns. The Auditor shall ascertain the financial needs and resources of UNICO National and make such budgetary and other recommendations as he or she shall deem advisable.

The Auditor shall assist the Treasurer in the performance of his or her duties and in the maintenance of proper records, in accordance with accepted accounting practices. He or she shall perform such other duties as shall be assigned by the National President or the National Board of Directors.

- l. **Sergeant-at-Arms.** The Sergeant-at-Arms shall serve at all meetings of UNICO National and shall maintain order and decorum at all times. The Sergeant at-Arms shall deliver to each meeting the banner of UNICO National and the gavel and striker plate of UNICO National. He or she shall perform such other duties as may be assigned by the President.
- m. **Membership & Retention Director** - The Membership & Retention Director shall supervise the Membership & Retention program of UNICO National and, in conjunction therewith, perform such other duties as may be assigned by the President or the Board of Directors.

He or she shall be Chair of the committee appointed by the President to carry out the duties and responsibilities of the Membership & Retention program.

He or she shall annually submit his or her budget estimates to the Treasurer and Auditor for inclusion in the budget to be submitted to the Board of Directors for approval.

He or she shall make a complete record of the activities of the office of Director of Membership & Retention and submit same to the Board of Directors. **Effective as Amended, August 2013**

Section 2.

DUTIES OF APPOINTEES

- a. **Publication Editor** - The Publication Editor shall supervise and direct the publication of the UNICO publication in accordance with the regulations adopted by the Board of Directors.
- b. **Chaplain** - The Chaplain shall supervise and direct all rituals. The Chaplain shall open and close all National meetings with the UNICO Prayer.
- c. **Honorary Chaplain(s)** - The Honorary Chaplain(s) shall be members of the clergy who have formerly served in the office of the Chaplain. It shall be the duty of the Honorary Chaplain(s) to assist, or substitute for, the Chaplain at all National meetings.
- d. **Executive Director** - The Executive Director will be an at-will employee of UNICO National. The Executive Director shall be recommended for hire by the Personnel Committee and must be approved by the Board of Directors for the position. The Executive Director shall manage the National Office in accordance with the procedures and/or guidelines prescribed by the Board of Directors. The Executive Director shall be responsible for the actual day-to-day operation of the National Office. **Effective as amended, July 2018.**

The Executive Director shall coordinate with, and assist, all National Officers, the Board of Directors and Executive Committee members in the performance of their duties. The Executive Director shall submit a written report at the Annual Convention and midyear

Board of Directors meeting and such other reports that may from time to time be requested by the President, the Board of Directors and/or the Executive Committee.

e. Communications Director. The Communications Director shall be responsible for public relations activities, including but not limited to, preparation and distribution of press releases; organizing and conducting press conferences and events; and, assisting in other publicity and promotion activities for UNICO National. **Effective as Amended, August 2013.**

ARTICLE VIII

REVENUE

Section 1.

FISCAL YEAR

The fiscal year shall commence July 1st and end June 30th.

Section 2.

CERTIFIED MEMBERSHIP LIST

- a. Each chapter shall file with the National office each year, a Certified List of the names and addresses of the members of such chapter and the names and addresses of the officers, delegates and alternates of such chapter. Such List shall be due on July 1, and payment must be made no later than July 15th of each year and shall be submitted on the form prescribed by the Treasurer and shall be “Certified” as accurate by the Chapter President and Chapter Secretary.
- b. The chapter shall also pay, to the National Office one-half (1/2) of its national dues due on July 1, and payable no later than July 15, in accordance with the terms of Article VIII, Section 3. The second one-half (1/2) of said national dues shall be due and payable on or before November 30th of the same fiscal year.
- c. In the event that any chapter shall fail to file its Certified Membership List and pay its national dues by July 15th, then the President and Delegate(s) or Alternate(s), of such chapter shall not be eligible to be seated and to vote at the National Convention.
- d. The failure of a chapter to file its Certified Membership List and pay its national dues on time shall not prevent a person, who is a member of said chapter, from being nominated, or elected, to National Office at the National Convention, provided that person shall have proof of timely payment of his or her national dues to the chapter or the National Office.

Section 3.

NATIONAL DUES

- a. All persons between the ages of 18 and 25, inclusive, shall pay national dues of \$12.00 per year. Any person who is 25 years of age at the beginning of a fiscal year shall be entitled to this benefit for the entire fiscal year. A chapter claiming a reduced national dues rate under this section shall insert the member's birth date after the member's name on the certified list.
- b. At its midyear meeting each year, the Board of Directors shall consider a projected budget for the fiscal year starting July 1st immediately thereafter and set the amount of national dues to be filled with the Certified Membership List. The national dues, effective July 1, 2024 is hereby set at \$70.00 per member. The Board of Directors shall not be empowered to increase the national dues more than ten (10%) percent of the previous year's rate, or to an amount greater than \$75.00 per year unless the amount in excess thereof shall be approved by at least sixty-six $\frac{2}{3}$ ($66 \frac{2}{3}$) percent of those present and voting on the question. The Treasurer shall, within twenty (20) business days of the last day of the midyear meeting, mail, e-mail or send by other electronic media (provided that the recipient has agreed to receive electronic notification) to all Chapter Presidents and District Governors, notice of any change in the national dues due and payable July 1st immediately thereafter. **Amended, March 2024.**
- c. Said national dues shall be paid to the Treasurer on the basis of a Certified Membership List for the ensuing fiscal year in accordance with Section 2(b) and 2(c) above. There shall be no refund, or credit given, for national dues paid for any member on the Certified Membership List upon which the November 30th national dues payment is based.
- d. Each chapter shall report monthly, all new members to UNICO National along with an initiation fee in an amount that is the same as the current year's regular membership dues and shall include a copy of the Application for Membership. A waiver of this initiation fee will be granted for new members between ages of 18 and 25. **Effective as amended, August 2011.**
- e. All new chapters, with their application for a charter, shall pay a "Charter Fee" of \$250.00 and an "Initiation Fee" in an amount that is the same as the current year's regular membership dues per each charter member except that charter members between the ages of eighteen (18) and twenty-five (25), inclusive, shall have their "Initiation Fee" waived. **Effective as amended, August 2011.**
- f. UNICO National may, for good and sufficient cause, establish such other assessments as may be required, provided that the same is approved by the Board of Directors; and,

notice thereof, in writing, shall be mailed, e-mailed or sent by other electronic media (provided that the recipient has agreed to receive electronic notification) to each chapter not later than sixty (60) days prior to the next succeeding annual convention, and such assessment is approved by the said National Convention by a vote of two-thirds of those present and eligible to vote in order to become effective.

- g. The Annual Convention profits shall be held in an account entitled Restricted Fund. **Effective as amended, July 2018.**
- h. The principal or income produced by the Restricted Fund account in excess of a \$50,000.00 balance may be expended only in accordance with specific resolutions duly adopted by the Board of Directors. **Effective as amended, July 2018.**

ARTICLE IX

DISTRICT ADMINISTRATION

Section 2.

DISTRICT COMPOSITION

In each state in which there are two (2) member chapters, the Board of Directors shall create a District. In each state where there are five (5) or more member chapters, the Board of Directors may create one (1) District for every five (5) chapters, or fraction thereof over one (1). In no event shall any such District consist of less than two (2) chapters or more than ten (10) chapters. In any state in which there is only one (1) member chapter, the Board of Directors may assign that chapter its own district. **Amendment 94-4, effective July 24, 1997; Amended, effective August 9, 2008.**

The National President shall have the power to assign new chapters to districts pending action by the Board of Directors.

Section 3

DISTRICT GOVERNOR

- a. The term of office of the District Governor shall be one (1) year beginning immediately after the adjournment of the Annual Convention next succeeding his or her election to office and terminating at the adjournment of the following Annual Convention or until his or her successor shall have been elected and qualified.
- b. The District Governor shall be elected by the member chapters in his or her district at a District meeting. Such meeting to be held in his or her District prior to the Annual Convention, but not before May 1st. In the event such District meeting and election are not held as aforesaid, then such District shall not have representation at the National Convention or Board Meeting until such election shall take place but prior to the election of National Officers.

- c. The District Governor shall submit to the National Office, at least fifteen (15) days prior to the Board Meeting, a certified list of names, addresses and telephone numbers of the District Governor, Deputy District Governors, Alternate Deputy District Governors and the immediate Past District Governor. The District Governor is to certify that those names are the persons eligible to vote as members of the Board of Directors. Failure to submit said list shall result in a loss of all seats reserved for the District in question at the Annual Meeting of the Board of Directors. Said restriction shall continue for all subsequent meetings of the Board of Directors until said list is provided.

Section 4.

DEPUTY DISTRICT GOVERNORS AND ALTERNATE DEPUTY DISTRICT GOVERNORS

- a. At the same meeting at which the District Governor is elected two (2) Deputy District Governors (designated as “First” and “Second”) and two Alternate Deputy District Governors (designated as “First” and “Second”) shall be elected in the same manner as the District Governor.
- b. A candidate for the office of Deputy District Governor or Alternate Deputy 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 one (1) year.
 - 2. He or she shall be either a Chapter President or a Chapter Delegate (or Alternate) of a member Chapter in the district.
- c. The term of office of the Deputy District Governors and the Alternate Deputy District Governors shall run concurrently with the term of office of the District Governor

Section 5

LIMITATIONS ON DISTRICT OFFICERS

- a. No person shall serve more than two (2) consecutive terms as District Governor.
- b. No person shall serve more than two (2) consecutive terms as First Deputy District Governor.
- c. No person shall serve more than two (2) consecutive terms as First Alternate Deputy District Governor.
- d. No person shall serve more than two (2) consecutive terms as Second Deputy District Governor.

- b. No person shall serve more than two (2) consecutive terms as Second Alternate Deputy District Governor.
- f. No member chapter shall have more than one (1) member serving, concurrently, in the office of the District Governor and Deputy District Governor except of a district having less than three (3) chapters.

Section 6. DISTRICT MEETINGS

- a. There shall be at least four (4) District Meetings annually. The first shall be held on or before October 15th; the second meeting on or before January 15th; the third meeting on or before April 15th and the fourth meeting on or before July 15th.
- b. The voting power at District meetings shall be vested in the following:
 - 1. Chapter Presidents. In the absence of the Chapter President, the Chapter Vice President shall vote in his or her stead. **Amended, effective August 4, 2007.**
 - 2. Chapter Delegates and Chapter Alternates, in the absence of Chapter Delegates, in accordance with the number of Delegates and Alternates allowed each Chapter for the UNICO National Convention, as set forth in Article X Section 5 of this Constitution.
 - 3. District Officers who are not voting as Chapter Presidents, Delegates or Alternate Delegates
 - 4. The District Governor shall vote only in the event of a tie vote.
- c. A quorum for District Meeting shall be a majority of the member chapters in that District represented by any one or more of those persons entitled to vote under section 6b of this Article. The election of District Governor, Deputy District Governors and Alternate Deputy District Governors shall be by secret written ballot. The candidate for each office receiving the largest number of votes shall be elected.
- d. The District Governor shall be the Presiding Officer at all District Meetings. In the absence of the District Governor, the order for selecting a presiding officer will be as follows:
 - 1. First Deputy District Governor.
 - 2. Second Deputy District Governor.
 - 3. First Alternate Deputy District governor.
 - 4. Second Alternate Deputy District Governor.

- d. All District meetings shall be called upon ten (10) days' notice, in writing, to the Chapter Presidents at their respective Post Office addresses, specifying the date, time and place of such meeting.

Section 7.

VACANCIES

- a. In the event that a vacancy shall occur in the office of the District Governor, the President shall appoint a member, who is qualified as per Article IX, Section 2 b, sub-paragraphs 1 and 2 of the National Constitution, of one of the chapters in the District as an "Acting" District Governor. Such Acting District Governor shall call a District Meeting that shall take place within thirty (30) days after appointment. At said meeting, a qualified member, in good standing, of a member chapter in the District shall be elected District Governor to serve the unexpired term.
- b. In the event that a vacancy shall occur in the office of the Deputy District Governor, the District Governor shall appoint one of the Alternate Deputy District Governors to serve the unexpired term.
- c. In the event that a vacancy shall occur in the office of Alternate Deputy District Governor, the District Governor shall appoint a qualified member of a member chapter in the District to serve the unexpired term.

Section 8.

APPOINTIVE DISTRICT OFFICERS

- a. The District Governor shall appoint the following District Officers:
 1. Secretary/Treasurer
 2. Expansion Director
 3. Scholarship Director
 4. Columbus Day Director
 5. Mental Health Director
 6. Public Relations Director
 7. Membership Development & Retention Director
 8. Cooley's Anemia Director

9. Such other officers as the District Governor shall require to assist him or her in carrying out the programs and practices of UNICO National in the District.
- b. Such Appointive Officers shall, under the direction of the District Governor, aid, assist and encourage the member chapters in the District to participate in and carry out the programs and policies of UNICO National in the District.
- c. All District Appointive Officers shall serve at the pleasure of the District Governor.

Section 9.

EXPENSES

- a. The expenses of the District Governor and the Deputy District Governors or Alternate Deputy District Governors for attendance at meetings of the Board of Directors, Regional Meetings and District Governors Conferences shall be borne by the chapters in said District.
- b. Said expenses shall include travel, room and registration fees. In addition, expenses of the Office of the District Governor shall include such other reasonable expenses deemed necessary for the operation and maintenance of the office of the District Governor.
- c. The method of financing these expenses, and the amount of such expenses, shall be included in a district budget approved by a majority vote at a district meeting. Approved district budgets must be submitted to UNICO National with proper District Governor and District Secretary certification within 30 days of adoption but no later than November 1.
- d. The obligations of each chapter to pay its proportionate share of such expenses shall be considered an indebtedness to UNICO National, provided however, that none of the provisions of this Section shall impose liability for District obligations or expenses on UNICO National.
- e. Any chapter failing to meet its obligations under this Section shall not be permitted to vote at the District meetings as provided for in Article IX, Section 6, Paragraph b, Subsections 1 and 2 above, and shall not be permitted to participate in any manner in Annual conventions as provided for in Article X, Section 3 of the National Constitution.
- f. Such expenses as are authorized hereunder for attendance at meetings of the Board of Directors, Regional Meetings and District Governor Conferences shall be expended only if the District Governor and/or the Deputy District Governors or Alternate Deputy District Governors are actually in attendance and participate in such meetings.

Section 10.

REGIONAL MEETINGS

- a. A majority of the District Governors in any of the hereinafter described regions, or the President, may call a Regional Meeting at which each chapter in the region shall be represented.
- b. The voting power at such Regional Meetings shall be vested in:
 1. All National Officers in that region.
 2. All Past National Presidents in good standing in that region.
 3. Chapter Presidents of all chapters in that region.
 4. Delegates or Alternate Delegates from each chapter in that region in accordance with the number of Delegates allowed each chapter for the UNICO National Convention, as set forth in Article X, Section 3.
 5. Two Deputy District Governors or Alternate Deputy District Governors from each District.
 6. The Immediate Past District Governor, if in good standing, from a District in that region.
 7. National Committee Chairs who are members of chapters in that region.
- c. Such Regional Meetings, constituted as aforesaid, shall have the power to pass resolutions recommending action by the Board of Directors and the Annual Convention on all matters pertaining to or affecting UNICO National.
- d. The Presiding Officer at any such Regional Meeting shall be the President of UNICO National or, in his or her absence, the highest-ranking National Officer in that region who is in attendance at such Regional Meeting.
- e. The following enumerated groups constitute the regions of UNICO National:
 1. Eastern Region:

Alabama, Connecticut, Delaware, Florida, Georgia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia.
 2. Mid-Western Region:

Arkansas, Illinois, Indiana, Iowa, Kansas, Kentucky, Louisiana, Michigan, Minnesota, Mississippi, Missouri, Nebraska, Ohio, Tennessee, Texas, Wisconsin.

3. Western Region:

Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, North Dakota, Oklahoma, Oregon, South Dakota, Utah Washington, Wyoming,

f. District Governors Conferences

1. A District Governors Conference shall be established annually, comprised of District Governors, Deputy District Governors, Alternate Deputy District Governors, and all Past District Governors in good standing.
2. The District Governors Conference shall meet a minimum of three (3) times per year. At the Board of Directors Meeting in March, at the Annual Convention and at Regional Meetings.

g. Regional Chairpersons

1. Three Past District Governors in good standing shall be elected by the Conference members as Regional Chairperson. A Regional Chairperson shall be elected for each of the three regions (Article IX, Section 10e above). The Regional Chairpersons shall convene and preside at all District Governors Conference meetings within their respective regions and represent their Regions on the Executive Committee.
2. A Secretary shall be selected from each Region to distribute minutes and correspondence.
3. The purpose of the District Governors Conferences shall be to strengthen the office of District Governor, to make recommendations to the National Executive Committee for action, and to discuss matters of mutual concern.
4. The nomination and election of Regional Chairpersons shall take place at the District Governors Conference at the Annual Convention.
5. No person shall serve more than two (2) consecutive terms as Regional District Governor Chairperson.

ARTICLE X

NATIONAL CONVENTIONS

Section 1.

CONVENTION ADVISORY COMMITTEE

A convention advisory committee is hereby established for the purpose of providing advice and guidance with respect to the planning, contract, fundraising and conduct of the National Convention. The chair of such committee shall be the Executive Director and there shall be 12 members of the committee as follows:

- a. From the date of the adoption of this section, and until the third National Convention subsequent thereto, this committee shall consist of twelve (12) members appointed by the National President and approved by the Board of Directors, provided each remain members of UNICO National in good standing.
- b. At the third National Convention subsequent to the date this section is adopted, the National President shall appoint four of the individuals approved in subparagraph a. hereof to this committee for a term of one year; four for a term of two years; and the remaining four for a term of three years, each of the foregoing terms terminating at that year's National Convention.
- c. At the conclusion of the terms as outlined in subparagraph b. hereof, the National President shall appoint members from among all qualified members of UNICO National in good standing to this committee in order to provide that each member's terms shall thereafter be for three years as to four members each year.
- d. If any member of this committee shall no longer be able to serve or resigns the National President shall appoint a successor to fill the unexpired remaining term of such member. **Effective as amended, August 2012**

Section 2

TIME AND PLACE

- a. The Annual Convention of UNICO National shall be held at such time during the months of July or August at a site determined by the Convention Advisory Committee at least two (2) years prior to the date of the convention whose site is to be determined. **Effective as amended, July 2016.**
- b. The Convention Advisory Committee shall solicit and receive all bids for prospective convention sites and consider appropriate dates for such convention. The Committee must have three (3) different sites to consider for determination before any such selection is made by said Committee. **Effective as amended, July 2016.**
- c. After the selection of the Convention Site by the Convention Advisory Committee, the President shall appoint a Convention Committee for the convention involved and name the Chairperson of that committee. Once appointed and named, the term of the Committee Chairperson, and members, shall run until the final report of the Chairperson is accepted by the Executive Committee or Board of Directors. No member shall be appointed to chair a Convention Committee more frequently than once in every six years. Said Chairperson, once selected, shall be required to attend at least two (2) meetings of the Convention Advisory Committee each year until the final report of said Chairperson is accepted by the Executive Committee or the Board of Directors of UNICO National. **Effective as amended, July 2016.**
- d. Not later than ninety (90) days following the Convention, the Convention Committee Chairperson shall submit a complete report detailing the Convention income and expenses. Said report is to reflect all income of the Convention, including but not limited to

donations sales, registrations, “perks” from airlines and/or hotels, or any gratuities, in any form, extended to the Convention Chairperson and committee members. The expenses shall include, but not be limited to, a complete list of payments for all functions of every aspect of the Convention, including, but not limited to, the publication of the souvenir journal, and the payment for any rooms for “VIP’s” or Convention guests.

Section 3.

SPECIAL CONVENTIONS

Special conventions may be called by the President or by a majority vote of the Board of Directors.

Section 4.

CALL TO CONVENTION

The Secretary shall mail, e-mail or send by other electronic media (provided that the recipient has agreed to receive electronic notification) to each member chapter, an official call to the Annual Convention at least sixty (60) days prior to the date of each annual convention and at least thirty (30) days prior to the date of each special convention, and in the case of a Constitutional Convention, at least one hundred thirty (130) days prior to the date of the Constitutional Convention. **Effective as amended, August 2011.**

Section 5.

PRESIDING OFFICER

The Presiding Officer of the Annual Convention, or any Special Convention, shall be determined in accordance with Article VII, Section 1, of the UNICO NATIONAL By-Laws.

- a. There shall be no voting by proxy.
- b. No member shall be entitled to vote unless that member’s chapter has submitted its certified list and paid its national dues as provided for in Article VIII, Section 2 above and paid its District obligations in accordance with Article IX, Section 9.
- c. No member entitled to vote at the National Convention shall cast more than one (1) vote on any question submitted to the delegates.
- d. No member shall be entitled to vote unless that member has registered and paid the full required registration fee.

Section 6.

COMMITTEES

- a. At each National Convention, or prior thereto, the President shall appoint the following Committees and their Chairperson, said Committees shall be composed of not less than five (5) accredited voting members of the Convention assembly:
 1. Registration Committee - The duties of this committee, under the direction of its chairperson, are to acknowledge the attendance of any Delegate or guest that has pre-registered for attendance at the Convention, and to register Delegates and guests at the Convention.
 2. Committee on Credentials - It shall be the duty of this committee, under the direction of its chairperson, to examine and certify the authority of each member of the Convention assembly. The authority of each voting member of the convention assembly shall be determined by reference to the Certified Membership List required by Article VIII, Section 2a. Copies of the Certified Membership List shall be supplied to the Credentials Committee at the convening of the Convention. A number of seats equal to the number of delegates duly certified by the Credentials Committee shall be reserved exclusively for such delegated. The Committee shall remain in session at all times that the Registration Committee shall maintain hours at the Convention.
 3. Nominating Committee - This committee shall be appointed by the President at least forty-five (45) days prior to the opening of the Convention, and shall notify all appointed members thereof, and forward a list of the same to all member chapters forthwith. Said committee shall be composed of a representative group of eleven (11) members, including its chairperson, with at least three (3) members from the eastern region, two (2) members from the mid-west region and one (1) member from the west region. In the event that a duly appointed person cannot serve, the President shall, forthwith, appoint a substitute without further notice. **Effective as amended, August 2020.**

Each chapter can recommend to this committee, in writing, its choice of candidates for National Offices, said recommendations to be received by the Committee Chairman at least fifteen (15) days before the Convention convenes.

It shall be the duty of this Committee, to receive and give serious consideration to all recommendations for each National Officer and to recommend to the delegates on the strength thereof, a slate of officers for the ensuing year. The Nominating Committee shall not nominate any candidate whose Chapter has not submitted its certified list and paid its national dues pursuant to Article VIII, Section 2b. Nominations for all officers shall be substantially in the following form:

The (insert name) chapter of UNICO National places in nomination for the office of [insert the title of the office] the name of [insert name of candidate].

Nominations from the floor may also be made by an accredited member of the assembly, provided either the nomination or the second is made by a delegate from the chapter of which the nominee is a member. In the interest of fairness, in each office where a nomination and seconding speech is made for a nominee from the floor, the Presiding Officer of the Convention shall permit an equal opportunity to be heard on the selection of the Nominating Committee for that Office.

4. a. Convention Committee. The Convention Committee may arrange for the procurement from the Board of Elections in the locale of the Convention of a voting machine of the type used in that locale for official elections and a person to set the voting machine up and to tabulate the votes if they are available. The cost of the foregoing shall be a convention expense.

b. Voting Arrangements Committee. On the first day of the Annual Convention, the President shall announce the place, the day and the hour for holding the voting on (i) the election of officers, and (ii) constitutional amendments. The President shall appoint, from among the electors, a Voting Arrangements Committee, which Committee shall consist of not less than (5) nor more than ten (10) electors as may be determined by the President. The Voting Arrangements Committee shall cause to be printed a ballot containing (i) the names of all the candidates for each contested office, and (ii) the proposed constitutional amendments. The Committee shall arrange for the voting to take place on the following day between such hours as the Committee determines will be most conducive for the Convention Agenda for a period of two (2) hours, at a polling place which shall permit a reasonable degree of privacy. and such hours will be specified in the Call to Convention. Before the voting starts, the Voting Arrangements Committee shall be provided with a list of electors as shown by the report of the Credentials Committee. Each elector, at the time of casting his or her ballot, shall be required to sign adjacent to his or her name on said list. The polls shall close promptly at such time designated by the Committee, and the results of such election shall be submitted to the Convention immediately upon the tabulation of the votes by the Voting Arrangements Committee. **Effective as amended, July 2018.**

Any candidate shall have the right to be present, in person or by representative, during the casting and counting of ballots. The candidate for each office who receives the highest number of votes cast for that office will be declared elected.

b. The President may also appoint such other committees as he or she deems necessary for the proper conduct of Convention business.

c. All Convention Committees shall submit a written report to the Secretary.

Section 7.

RULES OF CONVENTION PROCEDURE

a. Agenda

1. The purpose of business meetings for the Convention, as presented by the President and Secretary, shall be the order of the day for all sessions of the Convention. Changes in the agenda may be made, from time to time, by a majority vote if and when necessary. The agenda shall be consistent with the powers of the delegates in the Convention.

b. Debate Limit.

1. In debate, a UNICAN has the right to speak not more than twice on the same question on the same day, except on an appeal, but may not speak the second time so long as a UNICAN who has not spoken on that question calls for recognition. No UNICAN shall speak, in Convention, longer than five (5) minutes at one time, except as provided for in the Orders of the Day, or by a majority vote.

ARTICLE XI

AMENDMENTS

Amending the Procedural By-Laws:

These procedural by-laws may be amended by a majority vote of the Board of Directors or a 2/3 vote of the Executive Committee. To assure proper notice of a proposed amendment to these procedural by-laws, said proposed amendment must be brought up at the prior meeting of either the Executive Committee or Board of Directors to be voted upon at the next meeting of either the Executive Committee or the Board of Directors, as long as said notice constitutes at least 30 days prior to the upcoming meeting. In the event the amendment is approved by the Executive Committee, then the matter will be immediately reviewed by the Board of Directors electronically. The Board shall have thirty (30) days to approve or disapprove the amendment from the date that the proposed amendment is sent to it. If disapproved, the proposed amendment will have to be presented to the entire Board of Directors at the next full Board of Directors meeting for a vote. If no action is taken by the Board to disapprove the amendment after the passage of thirty (30) days from submission to the Board, it will be deemed approved. **Effective as amended, March 2022.**

ARTICLE XII

COMMITTEES

Section 1.

STANDING COMMITTEES

- a. There shall be the following Standing Committees appointed by the President.
 1. Budget.
 2. Chapter Achievement Award.

3. Columbus Day. The Columbus Day Chairperson shall program, supervise, encourage and assist the celebration of Columbus Day by all member Chapters. He or she shall act as the Chair of any National Columbus Day activities. He or she shall keep a record of the various types of Columbus Day celebrations conducted by the member chapters.
4. Constitution and By-Laws.
5. Convention Committee for the current year composed of:
 - a. Immediate Past National President
 - b. National President
 - c. National Executive Vice President
 - d. National Secretary
 - e. National Auditor
 - f. National Treasurer
 - g. National Legal Counsel
 - h. Credentials Committee
 - i. Registration Committee
 - j. Executive Director
 - k. Business Manager
6. Convention Site.
7. Cooley's Anemia.
8. District Governor's Achievement Award.
9. Editorial Advisory.
10. Promotional & Fund Raising
11. Anti-Bias Committee
12. Historical. The Historian Chairperson shall maintain a complete history of UNICO National in such form as he or she shall be directed by the Board of Directors.
13. Italian Culture and Heritage

14. Italian Studies Chairs & Fellowships
15. The Geraldine Lipari Mental Health Committee - The Geraldine Lipari Mental Health Chairperson shall supervise the Mental Health Programs of UNICO National. In connection therewith, he or she shall perform such other duties as may be assigned to him or her by the President or the Board of Directors.
16. Conference of Presidents
17. Nominating
18. Past National Presidents Advisory
19. Resolutions
20. Standardization
21. Cancer Research and Prevention Committee
22. Youth Membership Development
Effective as amended, July 2021.

- b. The President may appoint any and all committees that the President believes will further the goals of UNICO. **Effective as Amended, August 2010.**

Section 2

AWARD COMMITTEES

- a. There shall be the following Awards Committees appointed by the President
 1. Americanism Award
 2. Armed Services. The Chairperson of this Committee shall program, direct and supervise the Basilone and DeFillipo Awards of UNICO National. He or she shall be chair of a committee, appointed by the President, which committee shall consider nominations for the Basilone and Defillipo Awards to be given by UNICO National in accordance with the guidelines established for such Awards. In addition, he or she shall be responsible for any other UNICO activities related to the Armed Services. He or she shall annually submit budget estimates for the activities of this Committee to the Treasurer and Auditor for inclusion in the budget to be submitted to the Board of Directors for approval. **Effective as Amended, August 2010.**
 3. Cianci Humanitarian Award
 4. Marconi Award
 5. Rizzuto Award
 6. Vastola Award
 7. Cav. Joseph Coccia, Jr. Heritage, Language and Culture Award.
Effective as amended, August 2013 and July 2018

b. There shall be written guidelines, approved by the Board of directors of UNICO National for each of the Awards Committees appointed by the President.

c. The Awards committees shall follow the approved guidelines approved by the Board of Directors for all awards given by their respective committees.

Effective as Amended, August 2010.