



WHEC BY-LAWS

THE WOMEN'S HEALTH AND EDUCATION CENTER (W.H.E.C.)

NGO in Special Consultative Status with ECOSOC of the United Nations

AND

WomensHealthSection.Com

AND

WHEC Global Health Line (WGHL)

BY-LAWS

Article I

Name and Location

1.1 Name: The name of this NGO (Nongovernmental Organization) is THE WOMEN'S HEALTH AND EDUCATION CENTER (WHEC), and was established on 12 April 2001 in USA, to undertake projects with the United Nations (UN) and the World Health Organization (WHO), with a special focus on the Maternal and Child Health.

NGO in Special Consultative Status with the Economic and Social Council (ECOSOC) of the United Nations (UN), was granted on 22 July 2008;

<http://www.womenshealthsection.com/content/Reference-3310-UN-Document.pdf>

WHEC Global Health Line (WGHL) is technically the Internet application of WHEC USA and was launched on 4 July 2013.

Their web-site domain name is: <http://www.WomensHealthSection.com>

1.2 The Women’s Health and Education Center (WHEC) had the honor to launch this e-learning project / program (***WomensHealthSection.com***) in association with the Department of Public Information (DPI) of the United Nations (UN) on 24 October 2002.

Currently serving 227 countries and territories, all the Member States of the UN and all the Member States of the WHO, in six official languages of the UN (Arabic, Chinese, English, French, Russian and Spanish).

1.3 Location: The principal office is in the city of Longmeadow, Massachusetts (USA).

1.4 Terms of Use of WHEC Global Health Line (WGHL) and Summary Description details are available at:

http://www.womenshealthsection.com/content/cme/WHEC_Global_Health_Line.pdf

1.5 The Women’s Health and Education Center (WHEC) adheres to the UN Terminology. The countries are referred according to the UN terminology and it is based on the information received from the United Nations.

Article II

Purpose

2.1 Purpose: The Women’s Health and Education Center (WHEC), “The NGO” is operating for the purpose of, supporting and improving the educational opportunities and general health of girls and women, both in developed and developing countries, particularly girls and women of the developing countries, in collaboration with the United Nations (UN) and the World Health Organization (WHO).

2.2 The Women’s Health and Education Center (WHEC), grounded in the vision of equality as enshrined in the Charter of the United Nations, works for the elimination of discrimination against women and girls; the empowerment of women; and achievement of equality between women and men as partners and beneficiaries of development, human rights, humanitarian-action, peace and security.

2.3 Healthcare providers usually have interest or passion in a particular global issue or a particular region of the world. Preparing the next generation of healthcare providers in the international arena, deepening their knowledge and improving the skill set for a career in global health and global governance are needed. The programs that expose healthcare providers to both the academic training and practical knowledge are necessary for developing a career trajectory that will focus the passion of healthcare providers and actualize their desire to have an impact on national and international healthcare policies. Building the capacity to care.

2.4 The WHEC Global Health Line (WGHL) aims to establish in collaboration with programs in low- and middle-income countries to improve maternal and child health, in collaboration with the developed countries, of mutual benefit and mutual respect, through its **LINK** (Learning and Innovation Network for Knowledge and Solutions) **Access Project – To Provide Access To The Reproductive Health Research Worldwide.**

Its syllabus is designed to promote the use of a broad understanding of women's and children's health; seek science and technology-based solutions to development challenges and encourage next generation especially girls and women to have education in science, mathematics and technology. Details available at:

<http://www.womenshealthsection.com/content/heal/heal024.pptx>

2.5 **WGHL** provides free access and educational programs to the Least Developed Countries (LDCs), identified by United Nations Development Program (UNDP). This helps WHEC to address inequalities in health and education and encourage sustainable development.

2.6 **Mission Statement:**

http://www.womenshealthsection.com/content/Mission_Statement.pdf

Article III

Membership

3.1 **Members:** Any persons or institutions interested in the purpose of The NGO shall be eligible for membership. The Board of Trustees may from time to time establish such classes of membership and/or Board of Directors, as may be appropriate. In any event, all members, all directors regardless of classification, shall have equal voting rights.

3.2 Membership Contributions: The Trustees may from time to time establish membership contributions for the various classes of membership. Notices of annual membership contributions shall be sent, to all members. Any member who fails to pay the applicable membership contribution, within three months, following the sending of notice shall be dropped from membership, and shall lose all privileges of a member of the Civil Society Organization (CSO) / NGO.

Article IV

Meetings

4.1 Annual Meeting: The annual meeting of The NGO shall be held on the third Thursday in September of each year or at such other time in the month of September as the Trustees shall determine. The annual meeting may be held at the principal office of The NGO, or at such other place as the Trustees may determine.

4.2 Special Meetings: Special meetings of The NGO may be called by the President, a majority of The Trustees, or upon written request of the majority of the members of The NGO delivered to the President.

4.3 Notice: All meetings of The NGO shall be called by giving not less than one week's notice to each member of The NGO by mail or e-mail so far as their addresses may be known or by publication of a notice in a newspaper published in Springfield, Massachusetts.

4.4 Quorum: A simple majority of members eligible to vote shall constitute a quorum for the transaction of all businesses.

Article V

Board of Trustees

5.1 Number and Election: The Board of Trustees shall consist of the President, the Secretary, the Treasurer (tenure see 6.1) and not less than three and not more than ten other members of The NGO elected annually by the members at the annual meeting.

- 5.2 Tenure: The Trustees elected at any annual meeting shall be elected for three years or such shorter length of term as will cause the term of office of approximately one third of the elected members of The Board to expire each year. No Trustee shall serve for more than six consecutive years, except that an officer may, if re-elected, continue to serve in that office for not more than three additional consecutive years. Trustee who have served the maximum term may be re-elected to The Board after an interval of not less than one year.
- 5.3 Meetings: Meetings of The Board of Trustees shall be called by the President, or upon the written request of three Trustees.
- 5.4 Notice: Notice of all meetings of The Board of Trustees shall be mailed and/or e-mailed to each Trustee at least seven days prior to the date of any meeting. (See 6.4)
- 5.5 Quorum: A simple majority, or, if there are more than ten Trustees, one-third of the them in office, shall constitute a quorum.
- 5.6 Powers: The Board of Trustees shall have control of the general direction, control and management of the property and the affairs of The NGO except such as are to be exercised exclusively by the members of The NGO by law or by these By-Laws.
- 5.7 Audit: The Board of Trustees shall arrange for an annual audit of the accounts of the Treasurer and the financial affairs of The NGO.
- 5.8 Honorary Trustees: Any Trustee who has served as a Trustee for not less three years may be elected an Honorary Trustee at an annual meeting. An Honorary Trustee shall hold office for the remainder of his or her life, unless re-elected an active Trustee or removed for good and sufficient cause by vote of the members of The NGO. Honorary Trustee shall **not** be voting members of the Board of Trustees. (The Honorary Chairperson shall **not** be considered an Honorary Trustee).

Article VI

Officers

- 6.1 Number and Election: The officers of The NGO shall be a President, a Secretary and a Treasurer. The officers shall be elected annually by the members at the annual meeting and shall hold office for two years; and until their successors is elected. Officers may be re-elected. The Trustees may fill vacancies in any office until the next annual meeting.
- 6.2 Honorary Chairperson and Chairperson: The Honorary Chairperson and the Chairperson shall have the usual duties of their respective offices and such other duties as may be assigned to them from time to time by the Trustees. There is no limit other than the limit placed on the term of any other Trustees to their term.
- 6.3 President: The President shall have the usual duties of such office and such other duties as may be assigned to them from time to time by The Trustees. The President shall be a member of all Committees ex-officio. No President shall be elected by the members to the same office for more than six consecutive terms. The President shall be executive officer of The NGO and subject to the instructions of The Board of Trustees, shall be responsible for the general operation of The NGO. So far as possible, the President shall attend all regular meetings of The NGO, The Board of Trustees, and Standing Committees. The President shall prepare agendas for the annual meeting and special meetings of The NGO and for meetings of The Board of Trustees. The President shall supervise the services of any employees.
- 6.4 Secretary: The Secretary shall record and maintain records of all proceedings of The NGO and of the Trustees. These records shall be kept at the principal office of The NGO and shall be open at all reasonable times to the inspection of any member. The Secretary shall be responsible for notices of annual meetings and special meetings of The NGO and meetings of The Board of Trustees.
- 6.5 Treasurer: The Treasurer shall be the chief financial officer and the chief accounting officer of The NGO. The Treasurer shall be in-charge of The NGO's financial affairs, accounts, funds, securities and valuable papers, and shall keep full and accurate records there-of. The Treasurer shall supervise the keeping of correct records of receipts and expenditures in books maintained by The NGO. The treasurer shall present a report of the financial activities of The NGO at each annual meeting. The Treasurer shall give bond for the faithful performance of

the duties of the office in such sums and with such bond of securities as The Trustees may direct.

6.6 Vacancy: In the event of a vacancy in any office, The Trustees elect one of their numbers to fill that office until the next annual meeting.

Article VII

Committees

7.1 Standing Committees: The Standing Committees of The NGO shall be Executive Committee, Nominating Committee, Finance Committee, Medical Advisory Committee and Educational Advisory Committee.

7.2 Executive Committee: The Executive Committee shall consist of the Chairman, the President, the Secretary, the Treasurer, and such other Trustees as the President, with consent of the other Trustees, may appoint for a term of one year. The Trustees may be reappointed. Two thirds of the members of the Executive Committee shall constitute a quorum for the transaction of business. Except as otherwise provided by law or by these By-Laws, the Executive Committee shall have and exercise all the powers of the Board of Trustees during the intervals between meetings of the Trustees. All actions of the Executive Committee considered for ratification or confirmation at the next successive meeting of the Board of Trustees.

7.3 Nominating Committee: The Nominating Committee shall consist of three members of The NGO, who need not be Trustees. One member shall be elected each year at the annual meeting of The NGO for a term of three years. Any vacancy before the end of a term shall be filled by appointment by the President until the next annual meeting, at which time a member shall be elected to fill the balance of that term. No member of the Nominating Committee shall serve for more than six consecutive years.

The Nomination Committee shall nominate one or more candidates for each office to be filled at the annual meeting of The NGO, including the Nominating Committee. At least one month before the Annual Meeting, the Nominating Committee shall file all nominations with the President, who shall immediately communicate those names to the Board of Trustees.

Nominations for any office to be filled at the Annual Meeting of The NGO, may also be made by papers signed by three or more members of The NGO, filed with the President at least two weeks before the Annual Meeting. Immediately upon receiving such nominations, the President shall immediately communicate those names to the Board of Trustees.

7.4 Finance Committee: The members of the Finance Committee shall be appointed by the President to serve terms of three years, or such shorter length of term as will cause the term of office of approximately one-third of the members to expire each year. Members need not be Trustees and may be reappointed. The Finance Committee shall advise the Treasurer concerning the investment and management of The NGO's funds and securities and provide such additional advice and assistance as the Treasurer may request.

7.5 Medical Advisory: The members of Medical Advisory Committee shall be appointed by the President to serve terms of three years, or such shorter length of term as will cause the term of office of approximately one-third of the members to expire each year. Members need not be Trustees and may be reappointed. The Medical Advisory Committee shall advise the Board of Trustees on those medical matters and of medical opportunities which it thinks The NGO should engage in furtherance of its stated purpose.

7.6 Educational Advisory Committee: The members of the Educational Advisory Committee shall be appointed by the President to serve terms of three years, of such shorter length of term as will cause the term of office of approximately one-third of the members to expire each year. Members need not be a Trustee and may be reappointed. The Educational Advisory Committee shall advise the Board of Trustees on those educational matters and of educational opportunities which it thinks the corporation should engage in furtherance of its stated purpose.

7.7 Other Committees: The President may appoint such other committees as the President and the Trustees shall determine from time to time to be advisable and necessary. The chairperson of each such committee shall be a Trustee, but the other members of the committee need not be Trustee. Members may be reappointed to such committees. Except as otherwise specifically set forth in these By-Laws, committees shall have such duties as may be assigned to them from time to time by The Trustees.

Article VIII

Finance

- 8.1 Fiscal Year: The Fiscal year of The NGO shall begin on the 1st day of January in each year.
- 8.2 Accounts: The monies of The NGO shall be deposited in the name of The NGO in such banks or other financial institutions as the Trustees shall designate. Funds shall be drawn only by checks or orders signed by such persons as the Trustees shall designate.
- 8.3 Restrictions: The NGO (The Women’s Health and Education Center [WHEC]) is organized exclusively for charitable and educational purposes. Funding and grants are provided by Private Sector and anonymous donors for the development of educational programs
- 8.4 The Secretary-General of the United Nations, has received this statement, which is being circulated in accordance with paragraph 36 and 37 of Economic and Social Council resolution 1996/31. Employer Identification Number (EIN) has been assigned by the Department of the Treasury, Internal Revenue Service (USA). This EIN identifies the business account, tax returns, and other documents. The NGO will **not** carry-on any activities **not** permitted to be carried-on, by The United Nations Charter, and the federal income tax (USA) under the code.
- 8.5 No part of its net earnings shall inure to the benefit of any member, trustee or any officer of The NGO or any private person, except that reasonable compensation may be paid for services rendered to or for The NGO. No officer, trustee or member of the corporation or any private individual shall be entitled to share in the distribution of any of The NGO assets on dissolution of The NGO.
- 8.6 No part of The NGO's activities shall be the propagation of propaganda or otherwise attempting to influence legislation or intervening in any political campaign on behalf of any candidate for public office.
- 8.7 Upon dissolution, all of the remaining assets and property of The NGO, after payment of necessary expensed thereof, shall be distributed to another NGO affiliated with the Economic

and Social Council of the United Nations, to be applied by such other NGO for those purposes of that CSOs / NGOs that are most similar to the purposes of This NGO, and **no** member or officer of this NGO shall profit thereby.

Article IX

Amendments

9.1 By the Trustees: These By-Laws, or any subsequent By-Laws adopted by The Trustees and the members, may be amended or repealed by vote of two-thirds of The Trustees then in office, **except** with respect to any provision of any By-Laws which by law, the NGO's Articles of NGO Affiliation with Economic and Social Council of the United Nations (Reference # 3310), or these By-Laws, require action by the members of The NGO. Written notice stating the substance of any such amendment or repeal shall be given to the members not later than the annual meeting next following the vote of the Trustees to amend or repeal.

9.2 By the Members: These By-Laws, or any subsequent By-Laws adopted by the Trustees or members, may be amended or repealed by vote of two-thirds of the members present at any meeting of The NGO. Written notice that the subject of amending or repealing By-Laws is to come before the Board of Trustees shall be included in the notice of such meeting.

9.3 Restrictions: No amendment may be made which affects the *NGO in Special Consultative Status with the Economic and Social Council of the United Nations* (Reference # 3310), of The NGO or which affects the disposition or transfer of assets on dissolution of assets on dissolution to another CSO / NGO or to a non-profit and income-tax-exempt organizations.

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