

## Summary of Major Revisions to UPAA-USA Constitution/Bylaws

### ARTICLE III Membership

**Section III-C. Reinstatement of a member:** Upon written request signed by a former member and filed with the Secretary, the Executive Committee, by an affirmative vote of two-third (2/3) of the Executive Committee present at any regular or special meeting of the Executive Committee, may reinstate an expelled member upon such terms as the Executive Committee may deem appropriate, not inconsistent with the provisions of these By-laws herein.

**Section III-D. Membership Fees:** The Executive Committee shall determine from time to time the requirement of a fee to become a member and to maintain the membership of The Association.

**Section III-E. Members not Entitled to Assets:** No member shall be entitled to share in the distribution of The Association assets upon the dissolution of the Association.

### ARTICLE IV The Executive Committee

**Section IV-B. Election of Office:** The first Executive Committee shall be nominated for a Two-year term by the Interim Committee of the Association which is fully described in the SECOND SCHEDULE and shall be ratified at the inaugural meeting of the Association. Thereafter, the outgoing Executive Committee by a majority vote shall nominate members of the new Executive Committee. The nominations shall be ratified at the Annual General Meeting by a majority of vote of the general membership, at least 30 days before the expiration of its term of office. In the event of any particular nomination being objected to at the Annual General Meeting and approved by a two-third (2/3) majority vote, the ratification of the objected nomination shall be considered failed.

**Section IV-C. Terms of Office:** Elections to the Executive Committee shall happen once each year. Each member of the Executive Committee can serve a maximum of three consecutive years in their current positions except for the President. At each election, the number of newly elected members shall not exceed two-third (2/3) of the number of members in the Executive Committee. The President's term shall not exceed beyond two consecutive one-year terms irrespective of the tenure as an Executive Committee member prior to become the President.

**Section IV-D. Removal and Vacancies:** An Executive Committee member shall be subjected to removal, with or without cause, at a special meeting called for that purpose approved by a two-third (2/3) majority of the Executive Committee. Any office bearer vacancy that occurs on the Executive Committee, whether by death, resignation, removal, or any other cause, may be filled by the remaining committee members. An Executive Committee member elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

**Section IV-E. Compensation:** No Executive Committee member shall be paid by the Association except for reasonable compensation for expenses incurred on behalf of The Association for which prior approval has been obtained, and such compensation shall in no way adversely affect The Association tax exempt status under the section 501(c) (3) of the Internal Revenue Service Code of 1986, as amended from time to time.

**Section IV-F. Ex-Officio Member:** Ex-officio members bring knowledge, expertise, and experience to The Association to accomplish its mission and maintain the continuity. The Executive Committee shall appoint up to five (5) members from time to time as needed. Past Presidents and the experienced members of the Association may be selected. Ex-officio members shall have the voting rights and other rights as the Executive Committee in all transactions. Ex-Officio member's term shall be up to a maximum of three (3) consecutive years.

## ARTICLE V Meetings

**Section V-A. The Annual General Meeting:** The Annual General Meeting (AGM) of The Association shall be held in the fourth (4<sup>th</sup>) quarter of each year either physically in person or virtually via teleconferencing.

During the AGM, President shall present the Annual Report, and the Treasurer shall present financial report to the general membership. These reports will be distributed to the general membership via electronic email and membership shall be requested the feedback to the Executive Committee within 10 business days after the AGM. If there are no objections to these reports The Executive Committee shall finalize the reports. If there are objections, The Executive committee shall address these issues and finalize the reports. The final resolution shall be communicated to the members who raised the objections.

The approved Financial and Annual reports shall be distributed to the general membership via electronic mail.

**Section V-B. The Executive Committee Meetings:** The Executive Committee shall have regular meetings to accomplish the business of the organization. Meetings may be called for to occur through conference calls, including video calls or by circulating items for vote by email.

**Section V-C. Special Meetings:** Special meetings of the Executive Committee shall be held whenever called by any member of the Executive Committee. The Secretary shall give notice of each special meeting of the Executive Committee by mailing the same at least three days prior to the meeting or by telephoning or e-mailing the same at least two days before the meeting to each Member. Such a notice may be waived by any Member. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. Minutes of the meetings shall be sent to the members of the Executive Committee within two weeks after the meeting.

**Section V-D. Quorum:** A majority of The Executive Committee shall constitute a quorum.

## ARTICLE VIII Powers & Duties

**Secretary:** The Secretary shall keep minutes of all meetings and shall sign them after they are duly adopted, and s/he will also give due notice of motions and meetings to the members and maintain the membership register.

## ARTICLE X LIABILITY PROVISIONS

**Section X-A. Non-Liability of the Executive Committee Members:** Pursuant to provisions in Section 85K, 85V and 85W, Chapter 231 of the General Laws of Massachusetts no Member of The Association (upon qualified as a nonprofit charitable organization under United States Code 26, Section 501(c)(3)) who serves without compensation, other than reimbursement for actual expenses, shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as a Member provided, however, that the immunity conferred by this section shall not apply to any damages to a person, physical or otherwise, occasioned by gross negligence or by willful or wanton acts or omissions. Nothing in this section shall be construed as affecting or

modifying any existing legal basis for determining the liability, or any defense thereto, of any person not covered by the immunity conferred by this section.

**Section X-B. Indemnification by The Association of Executive Committee members:** To the extent that a person who is, or was, a Member of The Association has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such a person by reason of the fact that, he or she is, or was, an agent of the Association, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against such expenses actually or reasonably incurred by the person in connection with such proceeding.

If such person either settle any such claim or sustain a judgment against him or her, then indemnification against, expenses, judgments, fines, settlements, and other amounts reasonably incurred, in connection with such proceedings shall be provided by this Association but only to the extent allowed by, and in accordance with the requirements of, Section 6, Chapter 180 of the General Laws of Massachusetts.