

# UKRAINIAN AMERICAN BUSINESS AND PROFESSIONALS ASSOCIATION, INC.

*September 6, 2016*  
*September 23, 2016 rev*  
*September 26, 2016 rev*  
*September 27, 2016 rev*

## **Article I** **General**

### **Section 1: Name**

This organization is incorporated under the laws of the State of New Jersey and shall be known as the Ukrainian American Business and Professionals Association, Inc. (hereinafter may alternatively be referred to as “Association”).

### **Section 2: Purpose**

The Association is organized to achieve the objectives of:

- To provide leadership and support for the economic development of the Ukrainian American business and professional community and to assist in the economic integration of Ukrainians Americans into the professional and business community at large, a process that relies heavily on mutual support, cooperation and common goals;
- To be a resource for Ukrainian Americans when starting, operating, and growing a successful business or professional enterprise and to assist and to be a resource for the professional and business community at large when seeking Ukrainian American businesses or professionals to partner with;
- To develop and strengthen the relationship among Ukrainian American companies, organizations, professionals, corporations, and the many cultural and civic entities for the betterment of the society at large;
- To promote programs, events, resources and activities aimed at improving the economic development of Ukrainian Americans in the United States for the betterment of the society at large;
- To serve as a gateway for national organizations and corporations to connect with the Ukrainian American professional and business community;
- To support and promote those cultural and civic entities that actively recognize the contributions of Ukrainian Americans to the nation and which foster the preservation of the Ukrainian American heritage;

- To provide leadership and directing member resources toward major economic, social, and civic issues that are of significant importance to the Ukrainian American business and professional community and to the community at large;
- To engage in all other activities permitted under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

### **Section 3: Area**

The economic area served by the Association shall not be limited unless otherwise stated herein.

### **Section 4: Limitation of Methods**

The Association shall observe all local, state and federal laws which apply to a non-profit organization as defined in Section 501(c)(6) of the Internal Revenue Code.

## **Article II Membership**

### **Section 1: Eligibility**

Any person, association, corporation, or partnership, having an interest in the objectives of the organization shall be eligible to apply for membership subject to the membership categories available at the time of the review of the application by the Association.

### **Section 2: Admission**

Applications for membership shall be in writing, on forms provided for that purpose, and signed by the applicant. Election of members shall be by the Board of Trustees at any meeting thereof. Any applicant so admitted shall become a member upon payment of the regularly scheduled investment as provided in Section 3 of Article II

### **Section 3: Memberships**

*Associate Members:* This category is open to those individuals that share the views, missions and goals of the Association and would like to be an active non-voting and non-electable participant.

*Individual Members:* This category is reserved for business owners, business associates, business professionals, who share the mission of the Association and aspire to be involved in the Association by participating in elections and running the Association, so long as same are not first eligible as Corporate Members.

*Corporate Members;* This category shall have two (2) sub-tiers:

- a. *Firms, Corporations, Partnership and other Entities:* This sub-category is reserved for any company with more than two (2) owners, partners, or two (2) or more employees.
- b. *Not-for-Profit Organizations:* Any entity qualified as a Not-for-Profit under an applicable section of 26 U.S.C. § 501(c).

#### **Section 4: Dues**

Membership categories and dues shall be:

Associate Membership: \$50.00 per year

Individual Membership: \$250.00 per year

Corporate Membership:

- a) *Firms, Corporations, Partnerships and other Entities*: \$500.00 per year
- b) *Not-for-Profit Organizations*: \$250.00 per year

or such other rate or rates, schedule, or formula as may be from time to time prescribed by the Board of Trustees, payable in advance.

Future dues are due annually at the 1 year anniversary of the member's admission.

#### **Section 5: Voting**

In any proceeding in which voting by members is called for, each member in good standing, except for Associate/Student Members, shall be entitled to cast one (1) vote.

Members may vote by proxy ballots which will be generated by and provided by the Executive Committee upon request.

#### **Section 6: Termination**

a) Any member may resign from the Association upon written request to the Board of Trustees; b) Any member shall be expelled by the Board of Trustees by a two-thirds vote for nonpayment of dues after ninety (90) days from the date due, unless otherwise extended for good cause; c) Any member may be expelled by a two-thirds vote of the Board of Trustees, at a regularly scheduled meeting thereof, for conduct unbecoming a member or prejudicial to the aims or repute of the Association, after notice and opportunity for a hearing are afforded the member complained against.

### **Article III Meetings**

#### **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with State law, shall be held during November of each year. The time and place shall be fixed by the Board of Trustees and notice thereof mailed to each member at least ten (10) days before said meeting.

#### **Section 2: Additional meetings**

General meetings of the Association may be called by the Chair of the Board at any time, or upon petition in writing of twenty five (25%) percent of members in good standing; a) Notice of special meetings shall be mailed to each member at least five (5) days prior to such meetings; b) Board meetings may be called by the Chair of the Board or by the Board of Trustees upon written application of four (4) members of the Board. Notice (including the purpose of the meeting) shall be given to each director at least one (1) day

prior to said meeting; c) Committee meetings may be called at any time by the Chair of the Board, or by the committee's chairperson.

### **Section 3: Quorums**

At any duly called general meeting of the Association, twenty five (25%) percent in good standing shall constitute a quorum; at a Board meeting, a majority of Trustees present shall constitute a quorum; at committee meetings, a majority shall constitute a quorum except when a committee consist of more than nine (9) members. In that case, five (5) shall constitute a quorum.

### **Section 4: Notices, Agenda, Minutes**

Written notice (including electronic) of all Association meetings must be given at least five (5) days in advance unless otherwise stated herein. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of this organization's procedures manual.

## **Article IV Board of Trustees**

### **Section 1: Composition of the Board**

The Board of Trustees shall initially be composed of eleven (11) Board Members. Of that number, three (3) members shall serve an initial term of three (3) years, three (3) members shall serve an initial term of two (2) years, and the remaining five (5) members shall serve an initial term of 1 year. These Board Members will be so designated at the initial meeting.

Upon the expiration of the initial terms, all re-elected and newly elected members shall serve two (2) year terms thereby staggering the board elections.

The Board of Trustees may vote to reduce the amount of Board Members on the Board by a two-thirds (2/3's) vote.

Elections shall be held at the annual meeting in November.

The government and policy-making responsibilities of the Association shall be vested in the Board of Trustees, which shall control its property, be responsible for its finances, and direct its affairs.

### **Section 2: Selection and Election of Trustees**

- A. **Nominating Committee:** Except for the first year where the Board is being elected by the founding members, at or before the regular June Board meeting the Chair shall appoint, subject to approval by the Board of Trustees, a nominating committee of three (3) members of, or beyond, the Association. The Chair shall designate the chair of the committee. Prior to the regular August Board meeting, the Nominating Committee shall present to the Board of Trustees a slate of

candidates to serve terms to replace the Trustees whose regular terms are expiring. Each candidate must be a member in good standing and must have agreed to accept the responsibility of a Trusteeship. There are no limitations on consecutive terms.

- B. **Eligibility:** Only individuals may be members of the Board of Trustees. Individuals from Corporate members may accept nominations to run for the Board of Trustees. In order to stand as a nominee, an individual must have a clean criminal record and must also disclose any bankruptcies in the preceding seven (7) years. A nominee may not be in the process of a bankruptcy proceeding and may not be contemplating a bankruptcy proceeding.
- C. **Publicity of Nominations:** Upon receipt of the report of the Nominating Committee, the Board of Trustees shall notify the membership of the names of persons nominated as candidates.
- D. **Nominations by Petition:** Additional names of candidates for Trustees can be nominated by petition bearing the genuine signatures of at least five (5) qualified members of the Association. Such petition shall be filed with the Nominating committee within ten (10) days after notice has been given of the names of those nominated. The determination of the Nominating Committee as to the legality of the petition(s) shall be final.
- E. **Determination:** If no petition is filed within the designated period, the nominations shall be closed and the nominated slate of candidates shall be declared chosen by the Board of Trustees at their regular October Board meeting.

If a legal petition is presented with additional candidates, the names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for the number of candidates for which vacancies exist only. The Board of Trustees shall mail this ballot to all active members at least 15 days before the regular September Board meeting.

The ballots shall be marked in accordance with instruction printed on the ballot and returned to the Association office within ten (10) days. At its regular September Board meeting, the Board of Trustees shall declare as elected the candidates with the greatest number of votes up to the number of vacancies existing.

- F. **Judges:** The Chair of the Board shall appoint, subject to the approval of the Board of Trustees, at least three (3) but not more than five (5) judges who are not members of the Board of Trustees or candidates for election. One will be designated chair. Such judges shall have complete supervisions of the election, including the auditing of the ballots. They shall report the results the election to the Board of Trustees.

### **Section 3: Seating of New Trustees**

All newly elected and appointed Board members shall be seated at the regular December Board meeting. Retiring Trustees shall continue to serve until the end of the calendar year.

### **Section 4: Vacancies**

A member of the Board of Trustees who is absent (unexcused) from four (4) regular meetings of the Board of Trustees during a twelve (12) month period, shall automatically be dropped from membership on the Board unless reinstated by a majority vote of those voting at any meeting thereof. Vacancies on the Board of Trustees or among the officers shall be filled by the Board of Trustees by a majority vote.

### **Section 4.2: Proxy**

Trustees may not vote by proxy, nor designate a representative to attend meetings and vote on their behalf.

### **Section 5: Policy**

The Chairman of the Board is responsible for establishing procedure and formulating policy of the organization and presenting it by formal resolution for adoption by the Board of Trustees. The Board of Trustees is responsible for adopting all policies of the organization. All policies shall be maintained in a policy manual, to be reviewed as directed by the Board annually and revised as directed by the Board as necessary.

### **Section 6: Written Action**

Any action required or permitted to be taken at a meeting of the Board may be taken by written action signed, or consented to by Authenticated Electronic Communication, by the number of Trustees required to take the same action at a meeting of the board at which all Trustees were present. The written action is effective when signed, or consented to by Authenticated Electronic Communication, by the required number of Trustees unless a different effective date is provided in the written action. When written action is taken by less than all of the Trustees, all Trustees shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

As used in these bylaws the term “Authenticated Electronic Communication” means any form of communication not directly involving the physical transmission of paper that:

- a) created a record that may be retained, retrieved and reviewed by the recipient of the communication; and
- b) may be directly reproduced in paper form by the recipient through an automated process;
- c) is delivered to the Association’s office or to an office or agenda of the Association authorized by the Association to receive the communication; and
- d) sets forth information from which the Association can reasonably conclude that the communication was sent by the purported sender.

### **Section 8: Removal of Trustees**

A director may be removed from office, with or without cause, by the affirmative vote of a majority of the Trustees present at a duly held meeting provided that no less than five (5) days and nor more than thirty (30) days notice of such meeting shall be given to each director.

### **Section 9: Indemnification**

The Association shall, by resolution of the Board of Trustees, provide for indemnification by the Association of any and all current or former officers, Trustees, and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they or any of them are made parties, or a party, by reason of having been officers, Trustees or employees of the Association to the full extent as is permitted by New Jersey Law Title 15A:3-4 and any subsequent amendments thereto.

### **Section 10: Special Meetings**

Special meetings of the board may be called at any time upon request of the board's chair or any four (4) Trustees, provided that any such request shall specify the purpose or purposes for the meeting. The board's chair shall set the date for the special meeting within three (3) working days of making or receiving such request and shall give not less than one (1) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting

### **Section 11: Electronic Meetings**

Any meeting among the Trustees may be conducted solely by one or more means of Remote Communication through which all of the Trustees may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of Trustees participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a meeting of the board by means of conference telephone or, if authorized by the board, by such other means of Remote Communication, in each case through which that director, other Trustees so participating, and all Trustees physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "Remote Communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

## **Article V Officers**

### **Section 1: Determination of Officers**

Except for the first year where the officers are being elected by the founding members and Board at the first meeting, the Board of Trustees (new and outgoing) at its regular December meeting shall reorganize for the coming year. After the results of the election are announced, the Nominating Committee for Trustees shall nominate officers each year. At this meeting, the incoming Board shall elect the Chair of the Board, Vice-Chair,

Treasurer and Secretary. Officers will be elected from members of the new Board. All officers shall take office on the first day of the new calendar year and serve for a term of one (1) year or until their successors assume the duties of office. They shall be voting members of the Board of Trustees.

### **Section 2: Duties of Officers**

- a. **Chair of the Board:** The Chair of the Board (Chair) shall serve as the chief elected officer of the Association and shall preside at all meetings of the membership, Board of Trustees, and Executive Committee. The Chair shall serve as head of the Executive Committee.

The Chair shall, determine all committees, select all committee chairpersons, and assist in the selection of committee personnel, subject to approval of the Board of Trustees.

- b. **Vice Chair:** The Vice Chair shall exercise the powers and authority and perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair shall also serve as head of the Outreach Committee of the Association.

- c. **Treasurer:** The Treasurer shall serve as the Chair of the Finance Committee, and shall be responsible for the safeguarding of all funds received by the Association and for their disbursement. Such funds shall be kept on deposit in financial institutions, or invested in a manner approved by the Board of Trustees.

Checks are to be signed by the Treasurer and the Chair of the Board, or, in the absence of either or both, by any two officers. The Treasurer shall cause a monthly financial report to be made to the Board.

- d. **Secretary:** The secretary to the Board of Trustees shall cause to be prepared notices, agendas, and minutes of meetings of the Board and any such other task assigned to him/her by the Board of Trustees.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Trustees when the Board is not in session but shall be accountable to the Board for its actions. It shall be composed of five voting members of the Board of Trustees including the Chair of the Board, Vice Chair, Treasurer, Secretary and one additional Trustee.

### **Section 4: Indemnification**

The Association may, by resolution of the Board of Trustees, provide for indemnification by the Association of any and all of its officers or former officers as spelled out in Article IV, Section 7 of these bylaws.

## **Article VI Committees and Divisions**

### **Section 1: Appointment and Authority**

The Chair of the Board, by and with the approval of the Board of Trustees, shall appoint all committees and committee chairpersons. The Chair of the Board may appoint such ad hoc committees and their chair as deemed necessary to carry out the program of the Association. Committee appointments shall be at the will and pleasure of the Chair of Board and shall serve 1 year terms terminating at the end of December of the calendar year or any other such term appropriated by the Chair of the Board.

It shall be the function of the committees to make investigations, conduct studies and hearing, make recommendations to the Board of Trustees, and to carry on such activities as may be delegated to them by the Board.

The permanent standing committees shall be the Executive Committee, Outreach Committee and Finance Committee. The duties of each committee shall be outlined in the form of a Goals directive generated by the Board of Trustees at the first meeting of the newly elected Board in January of every calendar year.

### **Section 2: Limitation of Authority**

No action by any member, committee, division, employee, director or officer shall be binding upon, or constitute an expression of, the policy of the Association until it shall have been approved or ratified by the Board of Trustees.

Committees shall be discharged by the Chairperson of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Trustees, it is deemed wise to discontinue the committees.

### **Section 3: Testimony**

Once committee action has been approved by the Board of Trustees, it shall be incumbent upon the committee chairs, or, in their absence, other committee or board members they designate as being familiar enough with the issue, to give testimony to, or make public presentations before, civic and governmental agencies.

### **Section 4: Divisions**

The Board of Trustees may create such divisions, bureaus, departments, councils, or subsidiary corporations, as it deems advisable to handle the work of the Association. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the Association, unless approved by the Board of Trustees.

## **ARTICLE VII Finances**

### **Section 1: Funds**

All money paid to the Association shall be placed in a general operating fund. Funds unused from the current year's budget will be placed in a reserve account.

**Section 2: Disbursements**

Upon approval of the budget, the Director (in counsel with Treasurer) is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Trustees. Disbursement shall be by check.

**Section 3: Fiscal Year**

The fiscal year of the Association shall close on December 31st.

**Section 4: Budget**

In October of each year, the Finance Committee shall adopt the budget for the coming year and submit it to the Board of Trustees for approval at its December board meeting.

**Section 5: Annual Audit**

The accounts of the Association shall be audited annually as of the close of business on January 30, by a public accountant. The audit shall be made available to board members of the organization within 30 days of the completion of the audit. Annual 990 T, or other appropriate filing, shall be maintained in the offices of the Association and shall be made available upon request.

**ARTICLE VIII  
Dissolution**

**Section 1: Procedure**

The Association shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Trustees as defined in IRS Section 501(c)(3).

**ARTICLE IX**

**Section 1: Parliamentary Authority**

The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedures when such rules are not inconsistent with the charter or bylaws of the Association.

**ARTICLE X  
Amendments**

**Section 1: Revisions**

These bylaws may be amended or altered by a two-thirds (2/3) vote of the Board of Trustees, or by a majority of the members at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.