



UPASA BY-LAWS

Article I - Name of the Organization and Structure

Section 1 - Name

The name of the organization is "United Pravaasa Aathmeeyula Society of America", and abbreviated and referred in as "UPASA".

Section 2 - Organization

UPASA is a not-for-profit organization (NPO) registered in 2017 under the laws of the State of Texas with Federal trademark applied throughout the United States. UPASA will work as per the Statutes of the State of Texas.

Section 3 - Structure

- a) UPASA Organization Structure consists of (i) General Body (ii) Advisory Council (iii) Board Committees (iv) Executive Committees.
- b) During 2018 the general body in close association with advisory council will select Executive Committees.
- c) In 3 quarter of 2018 the Executive Committees will be chosen by the general body via elections conducted by a third party.
- d) The eligibility criteria for the contestants mention in the bylaws are not applicable for the first election mention above.

Article II - Mission Statement and Objectives

Section 1- UPASA Mission Statement

To empower Telugu speaking people in North America into a growing relationship of family & friends, inspire them through the concepts of mutual respect & help, and support the needy people for a final positive Social and Cultural change.

Section 2 - Objectives

The objectives of UPASA shall be the following, but not limited to:

- a) Preserve and nurture the heritage of people with the Telugu language origin.
- b) Engage and promote Telugu speaking people in community building, cultural, economic, educational, and social activities
- c) Organize regular member networking events collaboratively
- d) Foster friendship and understand between Telugu speaking people and other communities and support humanitarian causes across the World
- e) Hold non-profit community service activities and events (in India as well as in North America)
- f) Assist members in areas such as jobs, educational, legal, immigration, medical/health-care, women empowerment and matrimonial services.



UPASA BY-LAWS

Article III - Membership

Section 1 - Membership rules

- a) Membership in UPASA shall be open to any Telugu speaking person or person of Telugu origin or descendant of such family residing in North America and abiding by the objectives of UPASA. All new memberships are reviewed and approved by the UPASA memberships team.

Section 2 - Membership Categories

Subject to eligibility, an individual seeking UPASA membership shall be granted one of the following four memberships. All membership application shall be made through either online (UPASA web site) or by mailing the membership form along a membership dues to UPASA PO Box 1101 Little Elm TX 75068.

i) Student Members

- a) Membership fee is waived for students. They are expected to continue their association with UPASA by becoming life members after graduation.
- b) Student members can participate in all activities of the organization. They cannot vote or contest in UPASA election.

ii) Life Members

- a) Members pay one-time membership fee of \$100. Life members are entitled to all benefits in the organization for the life.
- b) If spouses want to be a registered life member, She / He can pay \$50. She / He will also have voting / contesting rights. Only one contestant at a time from each family.
- c) Subjected to eligibility listed in the Articles VI and VII. Life members can exercise their vote in all UPASA elections. They can contest for elected positions in the organization.
- d) If student want to join as Life / Patron / Grand Patron then he/she need to pay membership fee as per the fee schedule.

iii) Patron Members

- a) Members who pay membership fee of \$1000 or more are considered as Patron members. It shall either be a one-time payment or through an upgrade from a Life membership.
- b) All Life members shall be allowed to upgrade to Patron memberships any time by paying the balance amount towards the total of \$1000. For instance, an existing Life member who has paid \$100 for Life membership shall need to pay only \$900 more to become a Patron member.
- c) Patron members continue to enjoy the privileges of life members such as voting and are recognized on the website and during the annual UPASA meetings.

iv) Grand Patron Members

- a) Members who pay membership fee of \$2500 or more are considered as Grand Patron members. It shall either be a one-time payment or through an upgrade from a Life/Patron membership.



UPASA BY-LAWS

- b) All Life members and Patron members shall be allowed to upgrade to Grand Patron memberships any time by paying the balance amount towards the total of \$2500. For instance, an existing Patron member who has earlier paid \$1000 for Patron membership shall need to pay only \$1500 more to become a Grand Patron member. Similarly, an existing Life member who has earlier paid \$100 for Life membership shall need to pay only \$2400 more to become a Grand Patron member.
- c) Grand Patron members continue to enjoy the privileges of life members such as voting and are recognized on the website and during the annual UPASA meetings.

Section 3 - Membership Enrollment and Responsibilities

- a) All new members shall be referred by at least one current UPASA member. Apart from the current member references, new members can also join UPASA via the references of online, social media, website, publicity, or word-of-mouth.
- b) A person shall become an UPASA member (direct member referral or online enrollment) only upon a review by the Memberships team as mentioned in the above Article III, Section 1.
- c) Memberships team shall maintain records of all members along with respective sources of references and family details. This team shall work with the Web Team to maintain the whole membership list up-to-date on the UPASA web site.
- d) Apart from being listed in the online (website) membership database, all new members shall be added to an official email distribution list such as UPASA_reg_members@googlegroups.com. Only one email id per family can be added to this official distribution list. This distribution list shall be moderated by the Mail Moderation team. This distribution list shall only be used for official communication by the leadership to the General Body and for any useful information that must be shared among the members. The Executive team shall not tolerate any damaging or slandering mails sent by members and the moderation of such mails shall entirely be left to the discretion of the Mail Moderation team. The Mail Moderation team shall have a right to remove the offenders (from this DL) that deliberately send slandering or disruptive mails on a regular basis.
- e) One email for each registered member should be allowed. Names with phone numbers of all registered members should be available to General Body in a secured UPASA site with members permission.
- f) Membership is effective on the date a person pays membership fee after the membership has been validated and approved by the Memberships team. Membership fee for non-approved membership requests shall be refunded.
- g) The UPASA approved membership fee is non-refundable.

Section 4 - Suspension, Permanent Revocation (Expulsion) and Reinstatement of membership

Any demonstrated activity (such as conflicting with the UPASA Objectives defined in the Article II, Section 2 or one of the items listed in below subsection(f) shall constitute grounds for initiating revocation of a membership. Conviction of a member, in a court of Law, for a criminal offense involving moral turpitude shall constitute reason for automatic revocation of membership. The Board refers these matters to UPASA Advisory Council (shall be referred as UAC hereafter) and Ethics Committee. Final decision will be taken by UAC and Ethics Committee. All the disciplinary related communication shall be sent out to the General Body either by the Executive President or by the Secretary. The Memberships team shall maintain a separate list of all suspended/expelled members for records.

- a) Life/Patron/Grand Patron members can report to the Board about an incident attracting disciplinary proceedings.



UPASA BY-LAWS

- b) Regardless of a formal complaint lodged by a member, if the Board believes that a violation has taken place, beyond a reasonable doubt, this matter will be referred to Ethics committee. After taking the decision by Ethics committee it will be forwarded to UAC for the final decision.
- c) The UAC has the power and responsibility to call for explanation from such a member, giving him/her 30 days to respond. with reasonable and satisfactory
- d) The UAC may review such received explanation and up on the satisfied explanation from the member,. If not satisfied, then UAC can choose to withdraw the membership granted and expel the member from the organization. The official expulsion (permanent revocation of membership) letter shall be sent to the expelled member only. The Memberships team shall maintain a record of all such expelled members.
- e) Violations attracting disciplinary proceedings by the UAC / Ethics Committee / Executive Committees/ Board Committees:
- f) The following list has a few examples of violations. However, the list shall not be construed as a complete list of the violations falling within the scope of the current Article. To be precise, the final decision on any disciplinary related matters shall be left to the discretion and decision of the UAC (with a majority voting in the UAC).
 - i) Using UPASA office for promoting self-interest such as personal faith, personal political ideology, personal financial interest or personal business
 - ii) Neglecting assigned UPASA responsibility to an extent that such negligence leads to demoralizing UPASA members or crippling UPASA financial strength or non-achievement of set objectives or demeaning the respect/image of UPASA Organization as a whole.
 - iii) Corruption charges or exceeding the powers granted to the position assigned
 - iv) Contacting and bothering UPASA members via Official UPASA DL and Channels.
 - v) Stealing the UPASA membership data to create unofficial mail distribution lists.
 - vi) Dragging UPASA in to regulatory enquiries and/or filing legal cases against UPASA or its leadership without first filing a formal complaint with the UAC / Ethics Committee / Executive Committees/ Board Committees.
- h) When a member is expelled from UPASA
 - i) His/Her email ID will be removed for good from all official UPASA Communication channels.
 - ii) He/She shall permanently be removed from the elected positions and such positions shall be announced "vacant" by the Board.
 - iii) He/She will not be allowed to contest for any position in UPASA elections.
 - iv) He/She will not be allowed to access the UPASA membership database (to contact all members either by copying/blind-copying them directly on emails or via any unofficial email/social media channels)
 - v) His/Her membership fee will not be returned
 - vi) He/She may appeal back to the Board for reinstatement of his/her membership, with a reasonable and satisfactory explanation, within the stipulated time.
 - vii) Expulsion means the permanent revocation of his membership.



UPASA BY-LAWS

Article IV - General Body

Section 1

The General Body shall consist of Student Members (no voting and content privileges in UPASA elections) , Life Members, Patron and Grand Patron Members.

Section 2

- a) The General Body shall have a right to vote/contest in UPASA elections and shall request the Bylaws amendments and to approve/reject the Board proposed amendments as per the Article XI.
- b) General Body shall have a right to recall an elected UPASA Leadership.
 - i) The General Body shall have a right to elect and recall the members of the Executive committee and the Board and any other delegates that represent UPASA in affiliated organizations.
 - ii) As directed and supervised by the Board, such recalling requests can be initiated by the UPASA Elections Committee (UEC, as defined in this document in the following sections) after receiving recall petitions from the General Body.
 - iii) UEC can recall a subset or full elected committees with or without cause, by the consent of 51% of the whole General Body (in other words, total membership). The tools for such response collection from the General Body shall entirely be left to the discretion and decision of UEC.

Section 3 - Direct Communication with Board and/or Executive Team

- a) All registered members shall have a right to directly communicate either with the Board or with the Executive or with both via official mailing distribution lists upasa_reg_googlegroups.com or shall directly contact them as per the contact information of the Leadership listed on the UPASA web site.
- b) The moderators of such official Board and Executive distribution list shall let the members write to these DL's by making appropriate moderation settings so that the members' mails would not be bounced off the Board members.

Article V - UPASA Advisory Council (UAC)

Under Construction

Article VI - Board of Directors

Section 1 - What is Board?

The business of the Board shall consist of eleven (11) members, hereinafter referred to as "Board of Directors" or simply "Board."

- a) Eleven (11) members of the Board shall be elected by the General Body.
- b) **Voting right** - All board members shall have equal voting privileges and responsibilities in the Board meetings



UPASA BY-LAWS

- c) **Elected Body** - All eleven Board members shall be elected by the General Body in the biennial elections held by the Elections Committee.
- d) **Term** - Board Directors' term shall be two years from the start date (usually at the beginning of even year). The term is valid until the oath-ceremony of all new Board members starting in the next term. The term of a Board Director can end prematurely due to voluntary resignation duly processed and approved by a majority of the Board members or termination by the Board as a result of disciplinary proceedings initiated for violation as per the Section 4 of Article III.
- e) An elected Board member shall serve no more than one term. consecutively on the Board. President can attend the Board meetings but does not have voting rights.
- f) **Board Quorum and Decisions** - Six out of eleven (6 of 11) members of the Board shall constitute a quorum. Any motion or proposal laid before the Board shall become a Board's Resolution if it is passed in the Board's meeting with a simple majority (6 out of 11 Board Members). The Board meeting shall have a minimum quorum (at least six members) to do any decision-making and in such quorum again, a majority shall prevail (in a rare case of a Board meeting with only six members' attendance, at least four members have to say "Yes" to pass a proposed resolution).
- g) **Chairperson and Secretary** - The Board shall be headed by the Chairperson and shall be assisted by Board Secretary, in discharging assigned functions. Both Chairman and Secretary shall be elected from the Board of directors in their first Board meeting at the beginning of their new biennial term with a majority vote (6 out of 11 Board Members). The UAC shall oversee the election process of both Board Chair and Secretary in the first Board Meeting and then shall swear both of them in, along with the rest of the Board of directors. All Board of directors shall be requested to complete their Oath forms (sent to them by the UAC Chair) after their first Swear-in Board meeting and then shall send the filled-in forms to the General Secretary. The Board Chair can attend the Executive meetings but does not have voting rights.
- h) **Recalling the Board Chair** - In a case when the Chair cannot do justice to his/her role or in a major conflict with the majority of the Board Directors or becoming a major impediment in the Board business, the rest of the Board Directors along with UAC shall reconvene and re-elect a new Board Chair with a majority voting in the quorum. Albeit the Board Chair has been recalled, he/she shall still continue as the Board Director until his/her term expires.
 - i) The Board Chair shall be responsible for filing the annual Certificate of Good Standing of the organization from the website of Texas State of Secretary. All elected members (Board and Core Executive team) shall be required to provide whatever information (including their Social Security Numbers) is requested by the Executive team.

Section 2 - Eligibility for a Director of the Board

Must be either a Life member or a Patron member or a Grand Patron member and two full of good standing and with background of community work to contest in UPASA Board elections as a Director.

example - he/she must be a Life/Patron/Grand Patron Member as of December 31, 2018 to be eligible for the term, 2019- 2020.

Section 3 - Board Functions

- a) Both Board Chair and Board Secretary shall be the official representatives of the Board. All official Board related communication to the General Body shall be handled either by the Chair or by the Secretary. In the absence of both of them, the rest of Board members shall assign the temporary communication responsibilities to one among them (with a majority voting).
- b) Frequency of Board meetings: The Board shall meet at least once in a month.



UPASA BY-LAWS

- c) Meeting proceedings: The meeting shall be chaired by the current Board Chair , but moderated by the Board Secretary and all meeting proceedings shall be recorded by the Board Secretary, unless the Board Chair delegates such responsibility to another Board member in special situations. In the absence of Board Chair, the meetings shall be chaired by the Secretary. All recorded Board meeting minutes shall be posted on the UPASA web site with members-only viewing privilege.
- d) All official communication among the Board Directors shall be done with a mailing distribution list such as, UPASA_BOD@googlegroups.com. This distribution list shall be owned and moderated by both Board Chair and Board Secretary. The General Body shall have a right to communicate directly with the Board via this distribution list.

Section 4 - Board's Authority and Responsibility

- a) The Board shall have authority and is responsible for conducting internal audit. Board can select a team including the Treasurer, Joint Treasurer, Secretary from the Board and two persons with financial background, selected by the General Body every year.
- b) The Board safeguards all the properties and funds belonging to UPASA. Except for a minimum balance mandated by bank limits and some amount for UPASA operational maintenance expenditure, all unused funds shall be deposited in FDI insured securities or similar deposits, to be able to withdraw the funds on demand.
- c) In cases of all ambiguous matters that are not clearly listed or not at all listed in this Bylaws document or in any other dilemma situations, the Board can seek UAC advice and then take a final decision (with a majority voting in the Board) and a few examples could be (but not limited to) Bylaws amendments, Election Process related matters, and Disciplinary/Violation related matters.
- d) The Board is the disciplinary body in UPASA. For further details, refer to the Section 4 of Article III. Reference to all the above said matters, Board shall take final decision after consulting with UAC.

Section 5 - Board Committees

- a) The following will consist of board committees (3 or 5 members for each committee): Elections, Bylaws, Legal Advisory Council, and Internal Audit. The general body will recommend the members for such committees and board will select the committee members from the list suggested by the general body. The Board shall be responsible for announcing such Committees after consulting with UAC. All the Committees selected by the Board will work in supervision of the Board. Each committee will decide their own chair by internal voting.
- b) At any time during its current term, the Board shall create a new Board Committee with a majority approval in the Board. At any time during his/her current term, if performance of an Board appointed chair/member is totally dismal and not up to an acceptable level, the Board shall appoint another qualified member in the former's place.
- c) All Board committees (including the Bylaws and Elections Committee) shall submit their detailed plans of operations to the Board and get the Board's approval. For instance, the Elections committee shall first submit their plan of Election Procedure (deadlines of nomination filing /withdrawals /finalizations, election voting tools used, to name a few) and only after the Board's approval, the Elections team shall proceed to conduct the Elections. Similarly, the Bylaws team shall submit a plan (with a detailed amendment procedure and deadlines of general body's feedback, approval/rejections, to name a few) and only after the Board's approval, the Bylaws team shall proceed to conduct the Bylaws Amendments Process. In case of any conflict(s) board should consult with UAC.



UPASA BY-LAWS

- d) Eligibility for all Committee Members: A valid UPASA Life/Patron/Grand Patron Member with one full year of good standing and with background of community work in their regions or experience in serving in respective fields.
- i) **UPASA Bylaws Committee (UBC)** - The purpose of this committee is to conduct the process to amend the current Bylaws based on feedback provided by the General Body with 51% or 2/3rd of the "yes" responses among the total responses received (signature or email). Board should follow the Bylaws amendment processes and procedures.
 - ii) **UPASA Election Committee (UEC)** - The purpose of this committee is primarily to conduct the election process for all eligible elected positions, but also some similar tasks such as recalling an elected member. The term of this team is valid until the next Election Committee is announced by the Board, irrespective of the current or new Board.
 - iii) **UPASA Legal Advisory Committee (ULAC)** - The purpose of this committee is to provide the appropriate legal advice to the UAC/Board / General Body. This team shall review the disciplinary cases and shall send its appropriate recommendations to the UAC/ Board / General Body.
 - iv) **UPASA Internal Audit Committee (UPIAC)** - The purpose of this committee is to audit all UPASA related financial transactions and to closely work with the Financial committee (Treasurer, 3 Joint Treasurers, and 2 members from General Body) and assist them with the annual Tax filing procedure.
 - v) **Ethics Code Committee (UECC)** - The purpose of this committee is to define the Ethical principles and Code of conduct for all UPASA members. All such guidelines shall be posted on the UPASA website.
 - vi) **USAP Committee** - UPASA Student Assistance Program (USAP) is to extend assistance to the needy students in US and in India. This program is mainly designed to encourage merit students to continue education at Junior/College level as well in professional courses. UPASA shall request donations from its members and organize student assistance every year before start of academic session.
 - vii) **Memberships Committee** - This committee shall manage the membership registrations, welcome notes and carry the membership related operations.
 - viii) **Communications & Moderation Committee** - This committee shall be a centralized team to moderate communications to its members. It shall moderate the assigned Email distribution lists and all UPASA Channels.
 - ix) **UPASA Donations & Fundraiser Program (UDFP)** - This team shall contact potential donors in the General Body as well as the non-members and seek for donations for the organization. It shall organize a few fund-raising programs all over the US (can also be in association with other associations or organization with a prior approval from the Board).
 - x) **UPASA Student Job Assistance Program (UJAP)** - This program shall assist BS/MS Students in North America with their college admissions and job training/placement. The NextGen Program targeted at the youth (high-schoolers) shall advise the young students in the college admissions and other related matters.
 - xi) **UPASA Medical Assistance Program (UMAP)** - This program shall extend assistance for treatment and medicines to people in North America and in India, who



UPASA BY-LAWS

cannot afford expenses due to poor financial status. UPASA shall request donations from its members and other donors and organizes medical camps in India and extend individual assistance up on recommendation of the doctors treating the poor patients. All regional/national event/conferences shall promote the Business Forum meets.

- xii) **UPASA Talent Search and Assistance Program (UTSAP)** - This program shall identify and recognize people of extraordinary talents (such as Chess champions, other Sports champions, IAS trainees) and assist them financially to encourage their development. UPASA shall request donations from members/donors and assist such recognized people of extraordinary talents.
- xiii) **UPASA Women Forum** - This program shall empower women in areas such as employment opportunities and children education.
- xiv) **UPASA Web & Newsletter Committees** - This team shall look after the Website maintenance and publishing the Monthly Newsletter.
- xv) **UPASA Cultural and Event Committees** - This team shall work as a centralized team that can help and guide the local/regional events and the national conferences.
- xvi) **UPASA Business Forum** - This team shall help the entrepreneurs in the Organization to get connected with each other and to mentor any aspiring members. All regional/national event/conferences shall promote the Business Forum meets.
- xvii) **UPASA Sports** - This team shall focus on events that promote healthy living among the members. It shall plan all regional sports events/competitions among the members.
- xviii) **UPASA Immigration services** - This team shall serve the UPASA members (in particular, H1 Visa holders to get Green Cards or Visa renewals, F1 Students) with their immigration needs by holding seminars and posting pertinent information on the UPASA web site.
- xix) **UPASA Matrimonial Services** - This team shall serve the UPASA members with their matrimonial needs and shall closely work with the Web team to post all matrimonial details with members' login access.

Article VII - Executive Committee

Section 1 - What is an Executive Committee?

- a) Roles: The Executive Committee shall constitute eleven (11) elected members and their titles shall be as follows:
 - One President
 - One General Secretary
 - One Treasurer
 - Two Vice Presidents
 - Three Joint Secretaries
 - Three Joint Treasurers



UPASA BY-LAWS

- b) Purpose: The Executive committee shall be the operating committee that conducts the day-to-day business of the organization. The Executive Committee shall strive to implement annual goals and objectives established by UAC/Board.
- c) The UAC Chair shall swear-in all newly elected eleven Executive members in the first Core Executive meeting. All eleven members shall be requested to complete their Oath forms (sent to them by the UAC Chair) after their first Swear-in Core Executive meeting and then shall send the filled-in forms to the General Secretary.
- d) Quorum: Six out of eleven (6 of 11) members of the Executive Committee shall constitute a quorum and the Executive committee. The Executive meeting shall have a minimum quorum (at least six members) to do any decision-making and in such quorum again, a majority shall prevail (in a rare case of an Executive meeting with only six members' attendance, at least four members have to say "Yes" to pass a proposed resolution).
- e) Frequency of Meetings: Executive Committee shall meet at least once a month and as needed. All recorded Executive meeting minutes shall be posted on the UPASA web site with members-only viewing privilege or alternatively shall be shared with the General Body. All meetings are chaired by President, but moderated by the General Secretary. In the absence of the President, one of the Vice-Presidents shall chair the Executive meetings.
- f) Elected Body: All Core Executive team members (except the ex-officio Board Chair) shall be elected by the General Body in the biennial elections held by the Election Committee.
- g) Term: Each Executive team member' term shall be two years from the start date of the new term. An Executive committee member can serve no more than one term in the same role except president who cannot contest in any position after his term. so called ex president can be as a member in a selected committee recommended by the general body after a lapse of two years.
 - i) voluntary resignation duly processed and approved by a majority of the Executive members.
 - or
 - ii) termination by the Board / UAC as a result of disciplinary proceedings initiated for violation as per the Section 4 of Article III.
- h) All official communication among the Core Executive members shall be done with a mailing distribution list such as UPASA_core_exec@googlegroups.com. This distribution list shall be owned and moderated by both Executive President and Secretary.

Section 2 - Eligibility for the Executive Team Members - President, General Secretary, Treasurer, Vice-President, Joint Secretary and Joint Treasurer

The following two criteria must be met:

- a) Must be UPASA Life/Patron/Grand Patron Member for at least two full years. For a precise definition of "Two full years", here is an example - he/she must be a Life/Patron/Grand Patron Member as of December 31, 2018 to be eligible for the term, 2019- 2020.
- b) Must have serve in the current or previous terms (one of the following criteria shall suffice)



UPASA BY-LAWS

- i) Board or in Core Executive committee or national committee member or regional committee member.

Section 6 - Executive Team Roles

a) **President**

- i) The President shall be the principal Executive Officer of UPASA and shall preside at all the meetings of the Executive Committee.
- ii) The President shall also be one of the Directors of the Board as an ex-officio member without voting power.
- iii) The President shall be responsible for proper management of all official UPASA Channels.
- iv) The President shall be the first official UPASA Executive member on all UPASA owned Banks and PayPal accounts (the second one being the Treasurer).
- v) All UPASA related official communication that goes out shall first be approved by the President.

b) **Vice President**

- i) The Vice President shall assist the President in all matters and shall assume the duties of the President in his/her absence.
- ii) The Vice President will be an ex-officio member of all committees.
- iii) The Vice President will support the president for proper management of all official UPASA Channels.
- iv) The additional duties and responsibilities of a Vice-President shall be defined by the President.

c) **General Secretary**

- i) The Secretary shall be the custodian of the Seal of UPASA and all records and papers belonging to UPASA.
- ii) The Secretary shall closely work with the Memberships team in all membership record-keeping.
- iii) The Secretary shall collect all meeting agenda items, moderate the meetings, and keep minutes of all Executive meetings.
- iv) The Secretary shall maintain the list of all members and notify of all General Body meetings to the members.
- v) The Secretary shall oversee and manage all official UPASA Channels.



UPASA BY-LAWS

- vi) The Secretary Team shall comprise the General Secretary and the three Joint Secretaries.

d) **Treasurer**

- i) The Treasurer shall receive all monies for UPASA and shall be the official book-keeper of all UPASA finances.
- ii) The Treasurer can write checks up to amounts of \$1000.00 without the Board's approval, but a co-signature of President shall be required for the amounts exceeding a limit of \$5000.00 after the board's approval (in other words, up to \$1000, Treasurer alone can write a check). For the checks exceeding an amount of \$1000.00, the Treasurer shall seek the Board's approval.
- iii) The Treasurer shall be the second official UPASA Executive member on all UPASA owned Bank and PayPal accounts (the first one being the President).
- iv) The Treasurer shall prepare the annual Tax returns with the Internal Revenue Service in the current term and also shall pass on all necessary information to the succeeding Treasurer that shall file the Tax returns in the following term.
- v) The Treasurer will also be responsible for finalizing annual accounts and getting them audited by the internal auditor(s) and submit them for approval within Executive/Board of Directors meeting.
- vi) The Treasurer Team shall comprise the Treasurer and the three Joint Treasurers. This team along with 2 general body members will reconcile the checks on a monthly basis. The Treasurer Team shall send a quarterly Finance Balance Sheet to the General Body (to the official DL such as UPASA_reg_members@googlegroups.com). The entire financial statement with details should be given to the the general body at least 1 week before the quarterly open meeting.

e) **Joint Secretary**

- i) The Joint Secretary shall assist the Secretary in all matters and assume the duties of the Secretary in his/her absence.
- ii) The additional duties and responsibilities of Joint Secretary shall be defined by both President and Secretary.

f) **Joint Treasurer**

- i) The Joint Treasurer shall assist the Treasurer in all account reconciliations and assume the duties of the Treasurer in his/her absence.
- ii) The additional duties and responsibilities of Joint Treasurer shall be defined by both President and Treasurer.



UPASA BY-LAWS

Article VIII - Organization Protection

- a) To the extent permitted and in the manner prescribed by applicable state and federal law, UPASA hereby claims any and all duty to indemnify and advance expenses for any person who was or is threatened to be made a named defendant or respondent in a proceeding, whether civil, criminal, administrative, arbitrative, or investigative, including all appeals, because that person is or was a UAC member, director, all committee members, officer, employee, or agent of UPASA.
- b) UPASA waive and disclaims to indemnify, any person who is or was a UAC member, director, all committee members, officer, employee, or agent of UPASA be found liable to another party due to actions or inactions during his or her term as director, trustee, officer, employee, or agent of UPASA, wherein such actions involve:
 - i) the improper receipt of a personal benefit,
 - ii) the willful or intentional misconduct in the performance of the person's duty to the enterprise, or
 - iii) the breach of the person's duty of loyalty owed to the organization; or an act or omission not committed in good faith that constitutes a breach of a duty owed by the person to the organization,
- c) And wherein UPASA also is or was made a party to such action, UPASA hereby reserves the right to bring such director, trustee, officer, employee, or agent of UPASA to court to seek out indemnification for UPASA costs in such matter. Such costs may include, but are not limited to, any costs for attorneys' fees, discovery, judgments, or any other court-related costs that pertain to such malfeasance by the UAC member, director, all committee members, officer, employee, or agent of UPASA. This paragraph illustrates what remedies UPASA may seek out in such cases but is by no means to be interpreted as exhaustive or restrictive of UPASA legal or contractual rights or remedies. UPASA hereby reserves all rights and remedies in such matters.

Article IX - Decision Making in Board and Executive Committee

All decisions are made based on a majority i.e. 6 out of 11 in the Board or 6 out of 11 in the Executive Committee.

All financial decisions (exceeding an amount of \$1000.00) made in the executive committee must be reviewed and approved by the UAC and Board.

The Board shall be the final decision-making body in the UPASA Organization after consulting with UAC. Its decision shall be final in all matters (Bylaws, Elections, Disciplinary and Finances, to name a few) that have not been listed here in the Bylaws.

Article X - Election and Voting



UPASA BY-LAWS

Section 1 - Election Frequency, Voting and Contesting Eligibility

- i) **Frequency** - Elections to fill in the positions in the Board and the Core Executive Committee shall occur once in every two years (biennial term). Election process starts in 2019.
- ii) **Voting and Contesting Eligibility** - All Life/Patron/Grand Patron members shall be eligible to vote for UPASA General Body Elections provided they are in the list of members prepared by the Memberships team at least two months prior to the Election Notification Date. In other words, a voter must have been a valid Life/Patron/Grand Patron member as of two months prior to the Election Notification Date. For example, the voter's eligibility cut-off date shall be the Sept 20th, if the Election Notification Date is the Nov 20th.

Life/Patron/Grand Patron members can contest in the UPASA elections subject to the eligibility criteria defined for those positions as per the Articles VI and VII. Prior to contesting, each contestant shall be required to qualify for filing his/her nomination for the chosen position as per the below Section 2.

Students are not eligible to contest in any elections whatsoever and they shall not have a voting right for deciding any motion or proposal concerning bylaws, legislative, legal or budget matters.
- iii) If any members unanimously recommended by the general body, there will be elections for remaining positions only. example: if 6 members unanimously recommended for 11 positions by the general body, there will be elections for remaining 5 positions only.

Section 2 - Contesting Requirements

- i) **Nomination Validation Process**

As a part of nomination filing process, the contestant shall furnish the endorsement details of three UPASA members that shall second the nomination. A valid member shall endorse more than one contestant, but cannot contest in the same elections. In other words, the current contestants shall not endorse themselves or other contestants. The Nomination Validation sub-team of the Election Committee shall call or write each endorser listed in the contestant's' nomination forms to verify the endorsements. The contestants with the disqualified nominations shall not appear in the finalized list of qualified nominations.
- ii) The contestant, if currently holds an elected Board/Executive position, doesn't have to relinquish (give up) the said position but shall not take part in any budget or policy making proceedings in the Board and Executive meetings.
- iii) Elections Committee members shall not be the contestants for any elected positions and they shall be neutral to all the matters related to the whole Election process.



UPASA BY-LAWS

No contestant is eligible for filing nominations for more than one position either in the Board or in the Executive Committee or both of them combined together.

No elected member shall hold two positions simultaneously. The definition of a position, in this context is a position either in the Executive committee or the Board or the selected committee member. Before accepting the 2nd position, one must resign from the previous position.

- iv) The Board Chairperson and the Board Secretary shall be considered as board members only and hence treated as holding only one position respectively.

Section 4 - Election Voting Tools used

It is left to discretion and decision of UEC as to which Election Voting tools shall be used for the Online Voting. UEC shall demonstrate to the UAC, Board, Executive team and to a few other interested members as to how the Voting tools work prior to using them during the Voting phase of the Election Process.

Section 5 - Election Campaigning

Suggestion-

The list of the voters could be given to the election commission which in turn can share with the contestants. The extent of information shared is upto the election commission, however same information should be shared with all the parties.

The contestants shall not be distributed the list of all valid UPASA voters' contact information, but shall be allowed to send a limited number of mails to the official UPASA Membership distribution list such as UPASA_reg_members@googlegroups.com.

The moderation rights of UPASA_reg_members@googlegroups.com distribution list shall be handed over to the Elections Committee from the date of Election Notification Date. No other Executive team members, in particular the contestants, shall be on the moderation manager list of this DL.

All Election campaigning related mails shall not be sent to any other UPASA mailing distribution lists except to the UPASA_reg_members@googlegroups.com. Any contestant doing such email campaigning in other email distribution lists with the UPASA members shall be disqualified in the Elections. Any member doing such email campaigning in other email distribution lists with the UPASA members shall be subjected to a disciplinary action by the Board).

Direct sending or Blind copying of any campaigning related mails to any UPASA member or to all UPASA members shall not be allowed. Unless the mails directly come from the contestants, the campaign related mails shall not be released by the Elections Team.

No slandering e-mails shall be released to the members. Mails coming from unknown sources (unless they are directly coming from the official email ID's of the contestants) shall not be released. All contestants for the elected positions shall notify the Elections team their valid email ID's well in advance, otherwise their mails shall not be released.

The Elections Committee shall not be responsible for any campaigning done in the social media such as WhatsApp groups. No election campaigning in the official UPASA WhatsApp groups shall be allowed.



UPASA BY-LAWS

Section 6 - Election Procedure

The Board along with consultation of UAC shall appoint an UPASA Election Committee (UEC), two months after the elections. The official Election Process starts only after UEC sends out its first Election Notification to the General Body. UEC shall be the "final authority" in all election related matters, but it shall consult the Board/UAC in case of ambiguity. The Executive Secretary team along with the Memberships team shall send a list of all eligible voters' info (name, email, phone number etc) prior to the Elections date. Any discrepancies or disputes in the voter list shall be addressed by the Memberships and Secretary Teams together. UEC shall seek an approval from the Board and UAC on its proposed steps of the Election Process.

The UEC shall send a mail to all UPASA registered members seeking nominations for the positions falling vacant including those of the existing Board of Directors and Core Executive Team members.

The nomination filing/validation/finalizing process shall normally be closed within the first four weeks from the date of Election Notification, but such a decision on the particular dates shall totally be left to the discretion and comfort of UEC.

If nomination process results in more than one candidate for any of the announced positions, the UEC shall take such positions to the Elections. If there is only nomination received for an announced position, the contestant shall unanimously be declared as "elected" ,only after the election process is complete.

In Case of failure to withdraw his/her nomination before the withdrawal date, the nomination can't be deleted from the ballot paper, and will be considered as a contestant.

If two contestants for the same position get equal number of votes, they both shall share the term of the position. For instance, if two contestants for the Treasurer position get 500 votes each, both shall share the position one year each during its two-year term. The UAC and Board decide the sequence of the term.

The modus operandi for conducting elections and the communication mechanism for the whole process shall be the exclusive jurisdiction of the UEC.

Online Ballot papers shall be sent to all the eligible members (via either email or online) with date and time of voting deadline, in case of third party online elections. Physical postal mailing of ballot papers to the voters will be sent , in case of third party ballot elections.

Online Ballot papers upon receipt will be counted by the UEC and subsequently the candidates with majority votes will be declared as "elected".

Once the UEC has the Election voting results, it shall pass them onto the outgoing Board, which in turn shall announce the voting results to the whole General Body.

Article XI - Meetings



UPASA BY-LAWS

Section 1 - Annual/Quarterly Meetings: There shall normally be one Annual meeting and four quarterly General Body meetings in a calendar year.

Section 2 - Special Meetings: Special meetings of the General Body may be called for by the Board of Directors or upon the written request to the President of the Executive by at least one third (33%) of the total voting members.

Section 3 - In cases of differences or conflicts on any specific issues among the members of the elected bodies (Board or Executive), majority's (six out of eleven) opinion is taken as the final resolution.

Section 4 - Disputes - For all and any disputes within UPASA, the Majority Verdict (six out of eleven members) of the Board of Directors shall be the final judgment, in conjunction with UAC team.

Section 5 - Failure to attend three consecutive meetings by any Board Director or Executive member, without a prior notice to the meeting moderators, may be considered as lack of commitment. Unless a satisfactory explanation is received in advance, the Board Director or the Executive member may be removed with a majority (six out of eleven members) voting and the position shall be declared vacant. The next qualified person who underwent through the election process shall fill vacancies in the Board and Executive committee. In case of non availability of a candidate, for that particular position, an eligible candidate will be selected from the pool of contestants, who went through the election process.

Article XII - Bylaws Amendments

Section 1 - Procedure

The Board shall request the Bylaws team to collect all amendment requests from the General Body. All mails with the amendment requests from the General Body shall be sent to an official email distribution list such as UPASA_bylaws@googlegroups.com. This distribution list shall be owned and moderated by the Bylaws team members.

Alternatively, the Bylaws team shall consider better polling tools, if applicable. But the selection of such tools (either email communication or polling tools) shall be left to the decision of the Bylaws team.

The Bylaws team shall communicate with the General Body by setting up deadline dates for receiving all new amendment requests and/or updating the existing amendments and for the Board to approve the new Bylaws amendments and finally for the General Body to approve/reject the proposed Bylaws amendments.

The Bylaws team members shall brainstorm and discuss all received/proposed amendment requests. The Board Chair (representing the Board) and President (representing the Executive Committee) shall be the ex-officio members of the Bylaws team and they both shall participate in all Bylaws related discussions. The general body recommendations and accepted/approved changes in the by laws should be sent to the general body.

The Bylaws chair shall send a final copy of the updated Bylaws document to the Board. After the Board reviews the document, it can suggest further updates or directly send it to the Bylaws team with its approval. The latter shall then send the finalized copy to the General Body to seek its approval.



UPASA BY-LAWS

In case of extraordinary circumstances, the by laws can be amended with general body approval (more than 50% - "YES" of the total responses)

Four weeks shall be given to the General Body to review the new Bylaws amendments. The General Body shall send its approval/rejection back to the Bylaws team on any particular item(s) in the document. Refer to the below Section 2 for the approval/rejection criteria. All replies from the General Body shall only be sent back to the official email distribution list, UPASA_bylaws@googlegroups.com. Once approved, the Board shall announce the new Bylaws "official" and shall instruct the Web team to upload them to the UPASA web site and shall send a copy of the new Bylaws to the Elections Committee.

All email communication related to the Bylaws amendments shall only be sent (either by the Bylaws team or by the Board) to the official registered membership distribution list, UPASA_reg_members@googlegroups.com

Bylaws amendments will be conveyed through ballot paper for voting / responses.

Section 2 - Criteria for General Body's Approval/Rejection of Bylaws Amendments

More than 50% of the responses from the General Body as of the date the Bylaw team sends the email to the General Body seeking the latter's approval for the new amendments).

The Memberships and/or Secretary Teams shall confirm the total valid membership count to the Board and to the Bylaws team a week before the Bylaws team sends an updated Bylaws document to the General Body for the latter's approval.

In any case of ambiguities, the decision on the Bylaws amendment process shall entirely be left to the Board / UAC decision.

Article XIII - Budget and Financing

Section 1 - The President and/or Treasurer shall submit an annual budget at the beginning of each year to the Board and seek the Board's approval. Once approved by the Board, the Executive team shall share the proposed annual budget with the General Body and publish it on the UPASA website (available only to the General Body with member login access, not to the non-members).

Section 2 - The Treasurer shall open and maintain the required savings/checking accounts in FDIC Insured bank.

All UPASA Bank Accounts shall be joint accounts to be operated jointly by President and Treasurer. Separate accounts (or sub accounts within the main accounts) are strongly recommended for Membership, USEP finances, Local/Regional Events, National Conferences, Emergency Funds, UPASA Operational Expenses, to name a few.

The Treasurer shall alone sign on Checks up to \$1000 and above \$1000, the President shall be a co-signer along with the Treasurer.



UPASA BY-LAWS

The Treasurer shall seek Board's prior approval for any expenditure exceeding \$1000.

With a prior approval from the Board, Treasurer shall transfer Funds from Secured Deposit Account to Checking/Savings Account, for the purpose of meeting pre-approved expenditure, after consulting the President.

Section 3 - The Treasurer shall maintain all the records of the expenses and receipts and get them audited on an annual basis and submit a balance sheet of assets and liabilities along with other Financial Statements as required by the Government and shall seek Board's approval. Two members from the general board are invited to work with the treasurer team to oversee and communicate with the rest of the general body as needed.

Section 4 - USEP and other related projects (financial help to kids with extraordinary skills, to name a few), the Executive team shall seek donations from the General Body, but the Membership funds shall not be utilized.

Article XIV - UPASA Event Guidelines

UAC (UPASA Advisory Committee) shall prepare a list of all applicable guidelines for local, regional and national events and posted it on the website.

Annual/biennial National conventions/conferences shall be planned by the Core Executive team and the Board together and shall involve UAC in all such Conference related matters. UAC team shall collect potential proposals from different regions and submit a report to the Board and the latter, will in turn, finalize a prospective Convention Chair. The Board and UAC shall approve the Budget of such conferences.

The respective Regional representatives along with the local leadership shall plan all local/regional events.

Article XV - Communication and Moderation

A list of all applicable Communication Moderation Guidelines shall be prepared by the Communication Moderation team and shall be posted on the Website.

Ideally, the official communication channels (such as email distribution lists, WhatsApp groups) shall help the Leadership team to communicate the Organization relevant news and updates to the General Body.

General Body shall communicate among themselves by writing emailing to the official Email distribution lists (as per Articles VI and VII). All these distribution lists shall be maintained and moderated by the Secretary team and the Communication Moderation team. Only emails with useful information as determined by moderation team shall be released to avoid spamming the whole membership.

WhatsApp groups shall be official only when they are authorized either by President or by General Secretary and shall only be moderated by the UPASA Executive team members / moderation team members. The Executive team members shall not moderate any unofficial communication groups that conflict with the objectives of UPASA and/or that damage the reputation of UPASA.



UPASA BY-LAWS

For all unlisted and new official Mail distribution lists and WhatsApp groups, the moderation rights shall be with President/Vice-Presidents/Secretary team/moderation team.

Subject level discussions shall be avoided in the official email distribution lists, but they can be held in the web based discussion forums on UPASA web site.

Any member who violates the official Communication protocols shall be subjected to the disciplinary proceedings by the Board / UAC.

Article XVI - USEP Rules and Guidelines

A detailed list of all applicable USEP Rules and Guidelines shall be prepared by the USEP team and shall be posted on the Website. The USEP team shall seek for approvals from the Executive Committee, Board, and UAC if any of the existing rules/guidelines need to be revised.. After the USEP team finalizes the list of scholarship recipients, the President shall submit the budget in the Board meeting for the latter's approval.

Article XVII - Website and PO Box

UPASA shall have a dedicated web site to host UPASA related content. Annual budget for website hosting/maintenance shall be allocated by the Executive team, in consultation with the Board. All applicable guidelines (USEP, events/conference, mail/communication moderation, elections, and disciplinary action..) shall be posted on the web site.

UPASA shall have a dedicated US Postal mailbox for all postal communication, PO BOX 1101 Little Elm, TX, 75068.

Article XVIII - Order of Business

Roll Call

Reading of the Minutes of the preceding meeting

Reports of Committees

Reports of Officers

Old and Unfinished Business

New Business

Adjournments

Article XIX - Seal

The UPASA shall have a common Seal with power to break, change or renew the same when necessary.



UPASA BY-LAWS

Article XX - Dissolution

In the event of dissolution of UPASA, it shall, after paying or providing for payment of all liabilities under Sec. 501 c (3), transfer the remaining funds and assets to another not-for-profit organization as approved by the General Body.