



# Ukrainian American Society of Texas

## UKRAINIAN AMERICAN SOCIETY OF TEXAS BY-LAWS

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## **ARTICLE ONE**

### **Name**

The name of this organization shall be the Ukrainian American Society of Texas (hereinafter referred to as the "Society").

## **ARTICLE TWO**

### **Purpose**

1. The Society shall operate to promote, preserve and celebrate the Ukrainian culture to include music, food, religion, dance, language, history, and other traditions.
2. The Society shall operate for charitable or educational purposes as defined in Section 501 (C) (3) of the Internal Revenue Code of 1987 (or the corresponding provisions of any subsequent United States Internal Revenue law), said Code and said law or laws (hereinafter called the "Code"), including for such purposes the making of cash and property contributions to organizations that qualify as exempt organizations under Section 501 (C) of the Code.

## **ARTICLE THREE**

### **Membership**

1. Membership in the Society shall be comprised of Ukrainian-Americans and those persons who have an interest in abiding by and supporting the goals of the Society as stated in Article Two.
2. There will be five (5) categories of members:
  - a) SINGLE -- Any adult who pays his or her membership dues shall be classified an active member entitled to one (1) vote.
  - b) FAMILY -- This membership entitles the head of the household and spouse to one vote each. Children at home under the age of eighteen (18) fall under the family membership. Children aged eighteen (18) or over who are full-time students fall under the family membership but must obtain their own membership to be entitled to vote.
  - c) STUDENT -- Any full-time student aged eighteen (18) or over is entitled to one (1) vote upon payment of reduced annual dues.
  - d) SENIOR – Any adult aged sixty-five (65) or over is entitled to one (1) vote upon payment of reduced annual dues.
  - e) BUSINESS – This membership will provide a business entity with a business card-sized advertisement on the Society's website or social media page as well as one (1) membership category from a), b), c), or d) above.
3. Membership fees are due and payable on members' anniversary date which is the date last membership dues were received. Payment of dues entitles members to voting privileges as described above and other benefits.
4. A member in good standing is one who abides by Article Two and whose dues are current.
5. Membership fees shall be determined yearly at the first Board of Directors (hereinafter referred to as the "Board") Meeting of the fiscal year.

6. The Board upon finding due cause may decline a membership application or revoke any existing membership.
7. The Board may choose to waive a membership fee for an individual or family due to hardship or special circumstances. The decision is good for one (1) year.

## **ARTICLE FOUR**

### **Leadership and Duties**

#### Section One - Board of Directors

1. The Board shall consist of five (5) Members to be elected by the membership at large at the annual General Membership Election Meeting.
2. The Board shall elect from amongst themselves at the first Board Meeting following the General Membership Election Meeting: the President, First Vice President, Second Vice President, Treasurer and Secretary. These officers shall be elected by simple majority vote.
3. The general supervision over all affairs, activities, business, and properties of the Society shall be vested in the Board.

#### Section Two - President

1. The President shall prepare and announce/publish in advance the agenda for upcoming Board Meetings and preside at all meetings of the Society and shall coordinate the activities of the Board.
2. The President shall present to the membership at the first General Membership Meeting of the new fiscal year a report on the status of the Society.
3. The President shall appoint an Auditing Committee of one or more members in good standing who will audit the financial records once a year prior to the General Membership Election Meeting.
4. The President or his/her designee shall represent the Society at meetings of other societies when necessary.
5. The President or his/her designee shall ensure that the Society's domain name registration and website hosting are secured and maintained.
6. The President shall execute documents in the name of the Society as authorized by the Board, sign Society checks when necessary in the absence of the Treasurer, appoint committees as authorized by the Board, and assign temporary duties commensurate with their offices to other officers of the Society. The President may delegate the execution of documents in the name of the Society to any other officer if the President is unable to be physically present at the location of document execution.

#### Section Three - First Vice President

1. The First Vice President shall act for the President in his or her absence, including the execution of documents.
2. The First Vice President shall submit for the approval of the Board a Chairperson for each Committee.

#### Section Four - Second Vice President

1. The Second Vice President shall serve as Membership Director and shall act for the President in his or her absence and the absence of the First Vice President, including the execution of documents.
2. The Second Vice President shall make available an updated membership list once per fiscal year upon request and to include members' names, city, and email addresses.

#### Section Five - Secretary

1. The Secretary shall record proceedings at all Board and General Membership Meetings.
2. The Secretary shall determine a quorum at all Board and General Membership Meetings.
3. The Secretary shall act as Parliamentarian at all Board and General Membership Meetings.

#### Section Six – Treasurer

1. The Treasurer shall collect and receive all monies on behalf of the Society.
2. The Treasurer shall deposit funds in the name of the Society with such banks or financial institutions as the Board shall approve.
3. Designated signatures for check writing shall be that of either the Treasurer or the President.
4. A separate financial report shall be submitted for each event or activity.
5. A written Society budget and a financial report approved by the Board shall be presented at the General Membership Election Meeting.
6. Sales and Use Tax and IRS Filings shall be submitted and documented according to state and federal due dates.

#### Section Seven -- Electronic Communication Chairperson

1. The Electronic Communication Chairperson shall be approved by the Board.
2. The Electronic Communication Chairperson shall publish and distribute information about activities of the Society and its members and other announcements of general interest by email, on the Society's website, Facebook, Twitter, Pinterest, and other electronic media accounts

#### Section Eight -- Archives Manager/Chairperson

1. The Archives Manager/Chairperson shall be approved by the Board.
2. The Archives Manager/Chairperson shall gather and maintain archives containing information about activities of the Society for each fiscal year audit.

## ARTICLE FIVE

### Election of Board of Directors

#### Section One - Nominating Committee

1. A Nominating Committee of three (3) members in good standing shall be selected by the Board in September. One of these members shall be from the current Board, and the other two shall be from the membership at large.
2. The Nominating Committee shall interview and select nominees and shall obtain their acceptance as candidates for the Board.
3. The Nominating Committee shall submit to the Board for distribution to the membership its slate of nominees a minimum of ten (10) days before the General Membership Election Meeting.

#### Section Two - Election of Board of Directors

1. The General Membership Election Meeting date shall be determined by Board and held once per fiscal year.
2. The Board shall send out the slate of candidates to the general membership a minimum of seven (7) days before the General Election Membership Meeting.
3. The Nominating Committee shall present its slate of candidates and shall accept nominations from the floor, with the acceptance of the person being nominated. All nominees shall be members in good standing.
4. Each nominee shall have five (5) minutes to present him/her self to the general membership.
5. After all candidates have been presented and nominations are closed, the election may take place.
6. Three (3) members in good standing shall be nominated from the floor to serve as tellers to count the votes.
7. The five (5) candidates receiving the highest vote totals of the members in good standing who are present in person or by proxy/absentee ballot shall be elected to the new Board.
8. The new Board shall assume their duties pursuant to Article Four on January 1 and shall continue until December 31 provided that they are members in good standing throughout the year of their term.
9. The term of office for the Board shall be for one (1) year.

#### Section Three - Vacancies

When a position on the Board is vacated, the remaining Board shall select and appoint a Society member in good standing to fill that position for the remainder of the term.

## **ARTICLE SIX**

### **Committees**

#### Section One -- Committees

Committees shall be formed by the Board as required, and their Chairpersons shall be appointed by the Board.

#### Section Two -- Committee Chairpersons Responsibilities

1. Chairpersons shall present the goals of the project or group for Board approval.
2. Chairpersons shall present for Board approval a budget for each project or group prior to any expenditure of funds.
3. Chairpersons shall submit to the Treasurer records of action taken, records and receipts of income and expenses, and any suggestions for the next year.

## **ARTICLE SEVEN**

### **Voting Rules**

1. The minimum age for voting shall be eighteen (18).
2. Each member in good standing shall be entitled to one (1) vote on each matter submitted for a vote at a General Membership Meeting.
3. A simple majority vote shall carry the motion.
4. Voting by proxy/absentee ballot is permitted, provided that the proxy/absentee ballot is written and received by the Secretary prior to the vote.

## **ARTICLE EIGHT**

### **Meetings**

#### Section One - General Membership Meetings

1. There shall be at least one (1) General Membership Meeting per calendar year, which shall be a General Membership Election Meeting. The date shall be determined by the Board.
2. The President may call special General Membership Meetings as required.
3. The presence in person or by proxy of at least 10% of the voting membership shall constitute a quorum.

#### Section Two - Board of Directors Meetings

1. The Board shall meet at least once a calendar quarter and such meetings shall be open to the general membership. Such meetings may take place in person, by telephone conference, electronic communication, or a combination thereof, as determined by the Board. Further, the Board may act by written action in lieu of meeting provided that such actions shall be by unanimous consent of all Board Members.

2. The President or any two (2) members of the Board may call special meetings of the Board as required pending written notification, telephone, or electronic communication to all Board Members fourteen (14) days prior to the meeting or a shorter time period if all Board Members agree. If time is critical in convening the meeting, then each Member shall be contacted in a timely manner prior to the meeting.
3. Three (3) Members of the Board shall be present to constitute a quorum for the transaction of business on behalf of the Society.
4. Each Member of the Board has one (1) vote. A simple majority carries. In the event that any vote is split equally, the vote of the President shall be determinative.
5. The absence of any Board Member from 25% of the meetings during the fiscal year, without reasonable cause, may result in a vacancy being created for such Board position upon the approval of the remaining Board.

## **ARTICLE NINE**

### **Amendment of By-Laws**

1. The Society may amend any article of the By-Laws by the affirmative vote of the voting members, regularly convened, provided a simple majority is achieved and the quorum requirements of Article Eight, Section One, and Line Three are met.
2. Such proposed amendments shall be made available to the membership a minimum of seven (7) days prior to voting.

## **ARTICLE TEN**

### **Parliamentary Procedures and Authority**

1. The conduct of the General Membership Meeting shall be governed by the Roberts Rules of Order, current edition, including the rules for small board meetings. If said Roberts Rules of Order are inconsistent with these By-Laws of the Society, then the By-Laws shall apply.
2. The Secretary shall act as Parliamentarian during Board and General Membership Meetings and shall notify the Chair of the meeting of any breach of Parliamentary procedures.

## **ARTICLE ELEVEN**

### **Compensation**

1. No part of the net income of the Society shall inure to the benefit of any member, Director, or individual. No dividend shall be paid and no part of the income of the Society shall be distributed to its Directors, officers, or members. No officer or Director of the Society will be paid a salary, but will, upon approval of the Board be reimbursed for any expense or liability reasonably incurred on account of or in connection with the business of the Society.
2. This Society shall make no loans to any member, whether officer, Director, or individual.

## **ARTICLE TWELVE**

### **Conflict of Interest**

To avoid a conflict of interest, leaders i.e. officers or directors of groups that function independently of the Society will not be eligible to vote on matters that would financially benefit their group if serving on the Board.

## **ARTICLE THIRTEEN**

### **Indemnification of Officers and Directors**

The Society shall have the power to indemnify the officers and Directors for any expenses in the event of any legal action that results in liability on behalf of the Society.

## **ARTICLE FOURTEEN**

### **Dissolution of Society**

In the event the Society is dissolved, all of its liabilities and obligations shall be paid, satisfied, and discharged. All of its assets and property then remaining shall be distributed to such organizations which are organized and operated exclusively for charitable or educational purposes and which shall qualify as an exempt organization or organizations under the provisions of Section 501 (C) (3) of the Internal Revenue Code, as the Board Members shall select and in such proportions as they shall determine, and pursuant to a plan of distributions adopted as provided by the Texas Non-Profit Corporation Act to be used by such organizations for the purposes set forth above. The power conferred on the Board by this Article Fourteen may not be delegated to any committee or other entity or person.