



UNITED NATIONS ASSOCIATION
of the United States of America
A PROGRAM OF THE UNITED NATIONS FOUNDATION

UNA-USA Central Pennsylvania Chapter Bylaws

Article I – Name and Affiliation

This entity shall be known as the UNA-USA Central Pennsylvania Chapter of the United Nations Association of the United States of America (“Chapter”). The Chapter is affiliated with United Nations Association of the USA, LLC (“UNA-USA”), a subsidiary of the Better World Fund and an affiliate of the United Nations Foundation, and is subject to the terms of the Affiliation Agreement between the Chapter and UNA-USA.

Article II – Purpose and Function of UNA-USA Central Pennsylvania Chapter

UNA-USA acts to inform, inspire and mobilize people who live in the United States to support the principles and vital work of the United Nations (“UN”) and to strengthen the United Nations system. UNA-USA encourages U.S. leadership to work constructively through the United Nations and encourages everyone to achieve the goals of the United Nations Charter. As a chapter of UNA-USA, the Central Pennsylvania Chapter educates people within its jurisdiction about the invaluable work of the United Nations, raises funds locally, and carries out local education and advocacy activities related to the United Nations. Moreover, the Chapter recruits, retains, and engages members within its geographic chartered territory in order to build a strong constituency of UN supporters.

Section 1 – Diversity, Equity, Accessibility, and Inclusion (DEAI) Statement

As a UNA-USA chapter, the Central Pennsylvania Chapter commits to diversity, equity, accessibility, and inclusion (DEAI) in accordance with the terms of this Article II, Section 1. As advocates for the United Nations and stewards of the Universal Declaration of Human Rights, UNA-USA affirms its commitment to build a culture to engage and support all members and stakeholders regardless of race, creed, color, sex, gender, sexual orientation, gender identity, age, disability, religion, marital status, political opinion, national origin, socio-economic status, or any other personal characteristics. Our goal is to ensure an organizational environment where members and stakeholders feel valued and empowered to support the principles and work of the United Nations, including the UN Sustainable Development Goals.

Article III – Membership

Membership within the Chapter is available to any United States resident but is primarily for U.S. residents within the territory of the Chapter as set forth in the Chapter Affiliation Agreement (“Chapter Area”). The Chapter’s territory is subject to approval of UNA-USA. The term “Membership” refers to those individuals who are dues-paying members of UNA-USA and non-dues paying youth members as defined by UNA-USA. The categories, levels, terms, and conditions of UNA-USA membership shall be established by UNA-USA in consultation with the National Council and are set forth in the *UNA-USA Chapter Handbook*. Each Chapter must maintain a minimum number of members in good standing, as defined by UNA-USA and set out in the *UNA-USA Chapter Handbook*, and shall consistently work to increase its membership base.

Section 1 - Annual Membership Meeting

The annual meeting of the members of the Chapter shall be held at a place, date, and time to be determined by the Board of Directors of the Chapter, and shall be held in either the last quarter of each year or at such a time that the Chapter's Annual Report can be submitted to UNA-USA by January 15 of the applicable year ("Annual Membership Meeting"). The purpose of the Annual Membership Meeting is to elect a Board of Directors and Officers (see below) and transact such other business as may come before the meeting for which the members are entitled to vote. The membership will also be informed of the annual budget approved by the Board of Directors for the fiscal year that begins January 1.

Section 2 – Special Membership Meetings

Special meetings of the full membership may be called at any time by the majority vote of the Board of Directors, or upon petition to the Secretary of the Chapter by one-fifth of the Chapter's members if the Chapter membership is 100 members or less (and 10% of the Chapters' members if membership is greater than 100 members total). At such special chapter meetings, only such business as stated in the call for such a meeting shall be transacted. The Secretary shall give members ten days' notice stating the time, place, and business to be transacted at the special Membership meeting.

Section 3 – Quorum

At any meeting of the membership, a quorum is defined as 15% of the Chapter's total membership (if and only if the Chapter has less than 100 members). If the Chapter has 100 or more members, only 10% is required for a quorum to be met.

Section 4 – Voting

Each member shall be entitled to one (1) vote and a majority of the members present at a meeting at which a quorum is present shall be the act of the members of the Chapter unless a greater number is specifically required by these Bylaws. If less than a quorum is present at a meeting, a majority of the members present may adjourn the meeting from time to time without further notice other than announcement at the meeting, until a quorum shall be present. A member may not vote or act by proxy at any meeting of the members.

Article IV – Board of Directors

Section 1 – Numbers

- a. The business of the Chapter shall be conducted and directed by the Board of Directors consisting of at least four chapter members, in addition to the President, Secretary and Treasurer of the Chapter. The number of Directors shall be set from time to time by a majority vote of the entire Board of Directors.
- b. The Chapter shall strive to ensure diversity and inclusion in the composition of the Board of Directors reflective of the Diversity, Equity, Accessibility and Inclusion Statement set forth in Article II, Section 1 above.

Section 2 – Qualifications

Directors shall be elected from the membership of the Chapter and must continue to be a member in good standing during their terms of office. The minimum age of a Board member shall be eighteen (18) years of age. Directors shall be elected from the slate of nominees presented by the Nominating Committee.

Section 3 – Compensation

The Directors shall receive no compensation as salary from the Chapter but may receive reimbursement for expenses for special activities on behalf of the Chapter. Such special expenses shall be voted upon by the Directors in advance.

Section 4 – Term Limits

Directors shall be elected to serve no more than six (6) consecutive years. This may be [select one: three (3) consecutive two (2)-year terms, two (2) consecutive three (3)-year terms, or two (2) consecutive two (2)year terms]. After a one-year absence, the individual can again be elected to serve on the Board subject to the foregoing term limits.

Section 5 – Election

Directors shall be elected by the members of the Chapter at its Annual Membership Meeting, or by an electronic ballot with results to be announced at the Annual Membership Meeting. Elections should allow for staggered terms.

Section 6 – Vacancies

Vacancies in the Board shall be filled from the membership and approved by a majority vote of the remaining Directors. The newly-elected Director filling the vacancy shall hold office until the expiration of the term being filled, at which time they are eligible for additional terms not to exceed six (6) years pursuant to Article IV, Section 4 above.

Section 7 – Regular Meetings

The regular meetings of the Board of Directors shall be held at least quarterly, including any annual meeting.

Section 8 – Special Meetings

The President or, when deemed necessary, three (3) members of the Board may call a special meeting of the Board of Directors. Notice of the special meeting shall be in writing from the President or Secretary, giving ten days' notice to the members of the Board, stating the purpose, agenda, and time of the meeting. Notice shall be delivered to each Director at their last known business, home, or electronic email address on file with the Chapter

Section 9 – Quorum and Voting

Unless a greater portion is required by applicable state law, the Chapter's Articles of Incorporation, or these Bylaws, a majority of the Board of Directors shall constitute a quorum at any meeting of the Board of Directors. Each Director is entitled to one (1) vote, which can be submitted in person, over the phone, or through an approved electronic method. Votes will be counted so long as a quorum is present – unless a greater number is required by an applicable state law – and each majority vote made in quorum will be an official act of the Board unless a greater number is required by applicable state law, the Chapter's Articles of Incorporation or these Bylaws. If a meeting does not have a quorum, the meeting can continue, but business and voting cannot happen until a quorum is present. There shall be no voting by proxy. Directors participating by phone or other audiovisual technology through which Directors can participate can be counted as part of the quorum, and their votes will be counted. Board meetings can be conducted by phone or audiovisual technology and business can be conducted if a quorum is participating.

Section 10 – Powers and Duties of Directors

- a. The Directors shall have the power to conduct and direct the business and affairs of the Chapter.
- b. The Directors shall maintain a complete record of all business transactions, minutes, and acts to be presented in full as a statement during the Chapter’s regular Annual Membership Meeting, showing in detail the condition of the affairs of the Chapter.
- c. The Board of Directors shall have the authority to create and fill the office and the position of an Executive Director, if the Chapter chooses to hire staff.
- d. The Board of Directors approves the annual budget and reports the budget to the Membership at the Annual Membership Meeting or at such time that the Chapter Annual Report can be forwarded to UNA-USA, which shall occur on or before by January 15 of the applicable year.

Article V – Officers and Board Leadership

Section 1 – Officer Elections

The Officers shall be elected by the members of the Chapter at the Annual Membership Meeting. The Officers shall be elected for two (2) or three (3)-year terms, and each shall hold such office until their successors are elected or until their earlier death, incapacity, resignation, or removal. The Officers shall be members of the Board of Directors and no Officer shall serve on the Board for more than six (6) consecutive years. After a one-year absence from the position, they may be elected to serve again subject to the foregoing term limits. The Board of Directors is encouraged to develop a clear plan for succession to prepare for unscheduled turnover, or the appointment of new leadership.

Section 2 – Officer Positions

Officers of the Chapter shall consist of a President, Secretary, Treasurer, and other officers as may be deemed necessary or desirable by the Board of Directors or state law.

Section 3 – Officer Compensation

The Officers shall receive no compensation as salary from the Chapter but may receive reimbursement for expenses for special activities on behalf of the Chapter, subject to the prior approval of the Board of Directors.

Section 4 – Powers and duties of Officers

- a. The **President** facilitates the work of the Chapter, creating the Chapter’s annual business plan, and is responsible for adjusting programmatic goals in collaboration with the Board of Directors. The President presides at all Chapter meetings; appoints all Chapter committee chairs with the consent and approval of the Board of Directors; presents the report covering the activities of the Chapter in the previous year at the Chapter’s Annual Membership Meeting; enforces Chapter guidelines; ensures that all books and records are properly kept and that all meetings are appropriately called; and, ensures that all required reporting (such as the Annual Report to UNA-USA) is completed and sent to UNA-USA by January 15.
- b. The **Secretary** communicates all notices required by the Chapter Handbook. The Secretary also records accurate minutes of all meetings of the Chapter, which should include election results and assignments to specific duties; works with the President to prepare the Chapter’s Annual Report; and, performs all the customary duties of a Secretary.

- c. The **Treasurer** is responsible for maintaining all financial records for the Chapter, including providing oversight for all banking, events, and fundraising activities. The Treasurer ensures financial compliance with all applicable laws and provides information to the President and UNAUSA on all financial matters of Chapter. The Treasurer works with the President to prepare the financial section of the Chapter's Annual Report. The Treasurer also works with the Finance and Budget Committee if the Chapter has established such a committee.

During Chapter Board meetings, the Treasurer reports actual financials versus the budget and ensures that all Board members understand the report. The Treasurer keeps regular contact with UNA-USA to ensure compliance with internal and Federal compliance standards. Specifically, the Treasurer is expected to file an annual IRS Form 990 no later than May 15 of each year (noting that a chapter's fiscal year ends on December 31).

It is the Treasurer's responsibility to know what forms must be filed with the appropriate State and Federal entities and what information is required by UNA-USA in order to avoid fines, the revocation of the Chapter's 501 (c)(3) status and/or, as appropriate, its registration as a charitable organization for fundraising purposes.

- d. The offices of President, Treasurer and Secretary cannot be held by the same person concurrently, notwithstanding applicable law.

Section 5 – Additional Officers

In addition to the three required Officers, the Board may suggest the election of additional Officers which may include:

- a. **President-Elect:** If the Chapter chooses to elect a President-Elect, this person serves as a future president in training. The President-Elect observes all workings of the Chapter, assists in special projects such as strategic planning, preparing the annual reports, and research. The Chapter recognizes it should have an adequate succession plan to ensure stability during leadership changes.
- b. **Vice President:** The Chapter may choose to elect one or more Vice Presidents to help the President facilitate the work of the Chapter, or a Vice President could serve the function of the President-Elect. Furthermore, the Vice President shall perform the duties of the President on an interim basis in the President's absence, removal, or following the President's death, incapacity or resignation. The Chapter may choose to have more than one Vice President to assume functions of committees' leadership [see Article VI]; however, in that case, a Senior Vice President shall be identified to serve in the President's absence.
- c. **Membership Chair:** The Chapter may elect, or the President may appoint, the Membership Chair who is responsible for managing the Chapter's membership records and developing a membership growth strategy. Responsibilities include contacting lapsed members and prospective members, and welcoming new members. Each Chapter should develop a Membership Committee to assist the Membership Chair in membership development. The Membership Chair may also be called the Vice President for Membership.

- d. **Advocacy Chair:** The Chapter may elect, or the President may appoint, an Advocacy Chair who serves as a liaison between the Chapter and both the Advocacy Committee of the National Council and the UNA-USA. The Advocacy Chair is responsible for promoting participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and In-District advocacy activities. The Chair should maintain and develop personal relationships with local Congressional representatives and/or their relevant staff members (through letters, telephone calls, emails, and personal visits) and keep up to date on their positions on UN-related issues. The Advocacy Chair may also be called the Vice President for Advocacy.

- e. **Young Professionals Chair:** The Chapter may elect, or the President may appoint, a Young Professionals Chair who is responsible for managing and developing a successful YP program that encourages members to become engaged with the United Nations through professional development and other opportunities. Young Professionals are UNA-USA members under the age of forty.

- f. **Education Chair:** The Chapter may elect, or the President may appoint, an Education Chair who will liaise with UNA-USA Education Committee, both locally and nationally, and develop strategies to scale Model UN into locally-based middle and high schools.

- g. **Communications Chair:** The Chapter may elect, or the President may appoint, a Communications Chair who will oversee all aspects of communication made to the public and the Chapter membership. This includes all online, and social media, presence as well as direct communication to the Chapter's membership. Communications Chairs are encouraged to work alongside the President and Membership Chair to assist with retention efforts, in addition to highlighting the efforts of the Chapter throughout the year.

- h. **Nominating Chair:** The Board may elect, or the President may appoint, a Nominating Committee Chair. The purpose is to conduct the nomination and election procedures for the Chapter pursuant to the responsibilities of the Nominating Committee set forth in Article VI, Section 7 of these Bylaws.

Section 6 – Vacancies

Vacancies of any of the offices of President, Treasurer, Secretary or any other office created by the Board must be filled through an election at a special meeting of the membership within ninety (90) days or at the Annual Membership Meeting if the vacancy occurs within 90 days of such meeting. Subject to the terms of these Bylaws, an interim officer may be elected by majority vote of the Board until time of the election by the membership. The newly-elected Officer will serve the remainder of the term of the vacated Officer.

Section 7 – Removal of Directors and Officers

- a. Voluntary
A Director or Officer may announce their resignation at any Board of Directors' Meeting or in writing to the Board. The resignation becomes effective after the following Board of Directors Meeting or at a later date agreed upon by the person resigning and the Board of Directors. If a Director or Officer resigns, such person's position shall become vacant for the remainder of their term unless such vacancy is filled pursuant to these Bylaws.

b. Involuntary

1. Due to Residency Requirement:

If a Director or Officer moves outside of the Chapter Area during their term, that person becomes ineligible to continue to serve in such capacity of the Chapter and such person's position shall become vacant for the remainder of their term unless such vacancy is filled pursuant to these Bylaws. A member can claim only one (1) legal residence.

2. Due to loss of "Good Standing":

- i. If a Director or Officer becomes a UNA-USA member not in "good standing" as defined in the *UNA-USA Chapter Handbook* and does not become in "good standing" within thirty (30) days, the person shall become ineligible to continue to serve in such person's position shall become vacant for the remainder of their term unless such vacancy is filled pursuant to these Bylaws.
- ii. If a Director is absent for more than 50% of Chapter Board meetings during a one-year period, the Directors is not in "good standing" and shall be ineligible to continue to serve as Directors and such Director's position shall become vacant for the remainder of their term unless such vacancy is filled pursuant to this Article IV, Section 6.
- iii. Any Director or Officer may be removed by vote of the Directors present and voting at a meeting called for such purpose or at a regular meeting of the Board of Directors, or by a committee appointed by the Board of Directors for such purpose whenever in its judgment the best interests of the Chapter will be served thereby. All members of the Board shall receive at least ten days' notice prior to the meeting at which the removal vote occurs. The removal can be due to reasons including, but not limited to, conduct, management, performance, potential UNA-USA Code of Ethics violations, legal disputes, legal charges, or ethical behavior issues. Even though allegations are not proof of wrongdoing, a Director member may need to withdraw from the Chapter Board until the identified issues are resolved. Removal shall be without prejudice to such person's contract rights, if any, and the election or appointment of such person shall not in itself create contract rights. The Board must ensure it maintains written documentation of attempts to address any issues (including, but not limited to, conduct, management, performance, and potential UNA-USA Code of Ethics violations) with a Director in connection with removal for cause. If a Director is removed from office for cause, it shall be by a majority vote at a Board of Directors meeting at which a quorum is present. During this meeting, the written documentation will be presented and referred to prior to the vote.

4. Due to Death or Incapacity:

If a Director or Officer becomes incapacitated or dies, such person's position shall become vacant for the remainder of his or her term unless such vacancy is filled pursuant to these Bylaws.

Article VI – Committees

Section 1 – Committee Chairs

The Chapter may, from time to time, organize committees to manage its programs and activities to further its mission and that of UNA-USA. The President, with the approval of the Board of Directors, shall appoint

committee chairs. It is desirable for committee chairs to be members of the Board of Directors. Committee chairs may also be called Vice Presidents.

Except as may be otherwise specifically provided for by these Bylaws, the President and/or committee chairs (in consultation with the President) shall appoint committee members from among Chapter members in good standing who volunteer or agree to serve. The President shall serve as ex-officio member of each committee. Members of a committee shall serve until the Chapter's next Annual Membership Meeting or until their successors are appointed. Committee members can be removed from service with the committee chair's consent and committee chairs may be removed from service by the President with consent of the Board of Directors.

Section 2 – Committee Meeting Rules

Rules governing procedures for meetings of any committee of the Board shall be as established from time to time by the Board of Directors, or in the absence thereof, by the committee itself with the concurrence of the President. If no rules are established, then the rules that govern the Board shall govern each committee. All committees shall take only such action(s) as is specifically designated in the Bylaws or in the resolution chartering the committee. The committee chairs shall report to the Board of Directors on a regular basis.

Section 3 – Committee Authority

Except as may be otherwise specifically provided for by these Bylaws, no committee shall have the authority to amend, alter or repeal these Bylaws; to elect, appoint or remove any Officer, committee member or member of the Chapter; to amend the articles of incorporation of the Chapter; to restate the Chapter's Articles of Incorporation; to adopt a plan of merger or adopt a plan of consolidation with another chapter; to authorize the sale, lease, exchange or mortgage of all or substantially all of the Chapter's property and assets; to authorize the voluntary dissolution of the Chapter; to adopt a plan for the distribution of the assets of the Chapter; to amend, alter or repeal any resolution of the Board of Directors to fix compensation for the Chapter's Board of Directors, Officers, or any committees; or other acts prohibited by law.

Section 4 – Committee Meetings

Meetings of a committee may be called by its chair, the President, or by any two (2) members of that committee, in consultation with the President or chair of the committee. At all meetings of any committee, a majority of the members of the committee shall constitute a quorum for the transaction of business, and the act of a majority of the members of the committee present at any meeting thereof at which there is a quorum, shall be the act of the committee, except as may be otherwise specifically provided for by these Bylaws. Electronic or phone participation qualifies as part of a quorum.

Section 5 – Executive Committee

The Chapter may choose to identify an Executive Committee of the Board of Directors if the Board becomes large enough to justify such a board leadership team and identifies the need. If formed, the Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, and, if desired, selected Chairs. The President shall serve as the Chair of the Executive Committee. During the intervals between meetings of the Board of Directors, the Executive Committee shall transact all routine business and shall exercise all the powers and functions of the Board of Directors in the management and direction of the affairs of the Chapter in all cases in which specific direction shall not have been given by the Board of Directors. Minutes of Executive Committee meetings shall be forwarded in a timely way to the full Board.

Section 6 – Standing Committees, Ad-Hoc Committees, and Task Forces

The Chapter shall have a Nominating Committee and may also have additional standing committees described in Section 9 below. The President shall have the power to call for the establishment of ad-hoc committees or task forces as deemed necessary or appropriate, which shall be subject to the approval of the Board of Directors.

Section 7 – Nominating Committee

The President, with the approval of the Board of Directors, shall appoint at least three (3) Directors to the Nominating Committee. Officers who are candidates for election cannot serve on the Nominating Committee. The Nominating Committee shall issue a call to the Membership for nominations, identify vacancies on the Board, identify term limits of Board members, review the eligibility of the nominees, approve the procedures for elections, and present candidates to the membership for election as Directors, as well as Directors to serve as Officers, at the next Annual Membership Meeting.

Section 8 – Affinity Groups and Leads

The Chapter may identify individuals to serve as Chapter representatives in Affinity Groups and as Leads to encourage participation in national initiatives and priorities.

Section 9 – Additional Committee Functions

If formed pursuant to these Bylaws, the following committees shall have the following defined functions:

- a. **Membership Committee:** To establish a membership growth strategy to recruit new members and engage and retain current members. To build awareness that it is the responsibility of each UNAUSA Chapter Board member to recruit and engage new members. Efforts are to be made to recruit a diverse membership in conformity with the UNA-USA's DEAI statement in Article II, Section 1 above. Building partnerships with other aligned organizations is one way to build membership.
- b. **Finance and Budget Committee:** To work with the Treasurer and the Board of Directors to prepare a budget and raise and manage Chapter funds.
- c. **Program Committee:** To organize programs, projects and events to promote the mission of UNAUSA. The Chapter intends to plan a UN Day event each October as well as other events throughout the year. The Program Committee coordinates with other committees, especially the membership and advocacy committees, to ensure that all Chapter programming has both membership building and advocacy elements.
- d. **Young Professionals Committee:** To engage UNA-USA members under 40 years old, in order to promote and implement education projects, advocate for a strong U.S.-UN relationship, and participate in professional development opportunities.
- e. **Advocacy Committee:** To inform elected representatives, the general public and Chapter members about U.S. Government activities related to the UN system. The committee promotes participation in the e-action alert system and advocacy events, such as Day on Capitol Hill and in District advocacy meetings with members of Congress or their staff.

- f. **Communications Committee:** The Communications Committee oversees all aspects of communication made to the general public and the Chapter membership. This could include but not be limited to a website and a Chapter presence on Facebook, Twitter, and Instagram, traditional press outreach, including distribution of UNA's national op-ed pieces, arranging local editorial board meetings, and contributing pieces to local news outlets, including all forms of traditional media: newspapers, magazines, radio, and television. Furthermore, they are encouraged to send regular alerts to current, lapsed, and potential members that complement the national UNA e-newsletters and retention efforts. Lastly, this committee is encouraged to drive publicity efforts for special events, such as UN Day.

- g. **Education Committee:** An Education Committee will support membership and youth/young professionals by collaborating with youth and programming committees to cultivate a new generation of advocates involved in educational activities offered by UNA-USA, and through Chapter sponsored Model UN conferences and simulations, summer offerings, and other programs designed to engage youth and teach about the United Nations. The Education Committee is expected to promote UNA-USA as the preeminent source and authority in education for innovative classroom learning that facilitates globally competent students. The Education Committee may also provide education programming for the general public.

Article VII – Chapter Finance

Section 1 – Fiscal Year

The fiscal year shall commence on January 1 and end on December 31.

Section 2 – Budget

A proposed budget shall be submitted to the Board of Directors for adoption at the Chapter's Annual Membership Meeting. The budget should include an accurate projection of costs and revenue for the year, and include line items for each Chapter activity. The Chapter financial report shall be approved at such a time that it can be submitted by January 15 to UNA-USA as part of the Chapter's Annual Report.

Section 3 – Membership Dues

Annual membership dues shall be established through collaboration with the National Council and paid to UNA-USA. The timing and method of the distribution to the Chapter of the Chapter's share of UNA-USA membership dues shall be determined by UNA-USA.

Section 4 – Tax Filings:

Whether Chapters are separate 501(c) (3) organizations or part of the Better World Fund group, they are required to submit an annual Form 990 to the IRS no later than 5 months after the end of the fiscal year, or by May 15.

Chapters with gross receipts of \$50,000 or less are allowed to file a simplified Form 990-N Postcard; Chapters with gross receipts less than \$200,000 and total assets less than \$500,000 are allowed to file a Form 990-EZ; and

Chapters with gross receipts greater than or equal to \$200,000 and total assets greater than or equal to \$500,000 are expected to file a Form 990 long form return.

Chapters are also expected to file all necessary financial paperwork required by the state in order to maintain their status as state authorized non-profit organizations.

Section 4 – Bank Accounts

The Chapter shall have two (2) signatories on banking/financial documents, who shall be the President and the Treasurer of the Chapter.

Article VIII – Legal Requirements

In addition to all requirements set forth in the Chapter Bylaws, Chapter Affiliation Agreement, and *UNAUSA Chapter Handbook*:

Operating as a 501(c)(3) Organization, Fundraising Guidelines, and Direct Guidance from the IRS), the Chapter shall comply with the following:

- a. The Chapter shall never be operated for the primary purpose of carrying on a trade or business for profit;
- b. The Chapter shall not, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office;
- c. No solicitation of contributions to the Chapter shall be made, and no gift, bequest or devise to the Chapter shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Chapter to lose its federal income tax exemption;
- d. Pursuant to the prohibition contained in section 501(c)(3) of the Internal Revenue Code of 1986 (the “Code”), no part of the net earnings, current or accumulated, of the Chapter shall ever inure to the benefit of any private shareholder or individual; and
- e. Upon the termination, dissolution or winding up of the Chapter in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the Chapter shall be distributed to UNA-USA, to be disseminated at a later date.

Section 1 – Data Security and Intellectual Property Policy

Online assets and digital tools are required to be created in the name of the Chapter and are to be recognized as the intellectual property of the Chapter. Usage of secured password managers and data encryption tools shall be utilized wherever possible to prevent data breaches and subject to rules and procedures adopted by the Board from time to time. Directors, Officers and any other agents of the Chapter shall provide all passwords, digital tools, and other accesses to the Chapter prior to their departure from the Board or Chapter or at such other times as requested by the Board.

Section 2 – Conflict of Interest Policy

The Chapter shall develop a Conflict of Interest (COI) Policy guided by the template provided by UNA-USA and pursuant to applicable state law. Each member of the Board of Directors shall be required to sign an individual written COI statement annually that shall be recorded in the organizational legal documents of the Chapter.

Article IX – Chapter Dissolution

The Chapter may choose to voluntarily dissolve with authorization of the Board of Directors, in conjunction with its membership, given at a special meeting called specifically for this purpose. The Chapter can dissolve with approval of two-thirds of all eligible members or three-fourths of all members of the Board of Directors.

The Chapter acknowledges UNA-USA has the right to revoke the charter of the Chapter pursuant to the terms and conditions of the Chapter's Affiliation Agreement with UNA-USA.

In the event the Chapter elects to voluntary dissolve or in the event UNA-USA revokes the charter of the Chapter, the Chapter shall take all necessary and appropriate action to wind up its business and affairs and to dissolve the Chapter in consultation with UNA-USA and in accordance with the Affiliation Agreement and applicable law.

Article X – Ratification & Amendments

Bylaws shall be adopted by a simple majority of members present at any Membership Meeting of the Chapter, provided that

- (i) any proposed Bylaws changes shall have first been submitted to and approved by UNA-USA prior to adoption in order to ensure such Bylaws are consistent with the *UNA-USA Chapter Handbook*, the Affiliation Agreement of the Chapter, and the mission and purpose of UNA-USA; and (ii) that all members have been notified 14 days in advance of the Membership Meeting.

Bylaws may be amended by a simple majority of members present at any Membership Meeting through the same procedure. The most current Chapter Bylaws must be submitted to the UNA-USA within thirty (30) days of approval, and at any time upon request of UNA-USA.

Article XI – Parliamentary Authority

Robert's Rules of Order Newly Revised shall govern the Chapter wherever it is applicable and not inconsistent with these Bylaws.

Adopted by UNA-USA Central Pennsylvania Chapter on MM/DD/YYYY

Approved by UNA-USA on MM/DD/YYYY