

United Postmasters and Managers of America

# Amended Articles of Incorporation



Pursuant to the laws of the Commonwealth of Virginia  
as governed by the State Corporation Commission

Adopted in St. Louis, MO, at the National Convention, Oct. 29, 2020

Updated by the Commonwealth of Virginia on Jan. 22, 2021

Adopted in Sandusky, OH, at the National Convention, Aug. 19, 2021

Updated by the Commonwealth of Virginia on Feb. 10, 2022

Adopted in St. Louis, MO, at the National Convention, Aug. 24, 2022

Updated by the Commonwealth of Virginia on Sept. 21, 2022



## Article I

### **Name**

#### **SECTION 1**

This organization shall be incorporated under the laws of the Commonwealth of Virginia as a non-profit organization and shall be known as the “Unite Postmasters and Managers of America.” Wherever used in these documents, the acronym “UPMA” or the single word “Organization” when capitalized shall stand for the full name of the organization.

#### **SECTION 2**

The affiliated units of this organization shall be known as “Chapters.”

## Article II

### **Duration**

The period of duration shall be perpetual.

## Article III

### **Purpose**

The purposes for which the corporation is organized as an independent, non-partisan professional membership association shall be to: provide a vehicle through which members may assist one another in matters connected with their employment in the United States Postal Service; to foster a favorable image of public service; to assure the users of the mails the best service possible; improve the conditions under which individual members work, having concern for salaries, hours of employment, working environment, and related issues; to cooperate with other groups and levels of postal management in the achievement of common goals.

## Article IV

### **Members**

There shall be three classes of members as follows:

- 1) An Active member shall be a Postmaster, Postmaster Relief, Manager, Supervisor or any other EAS employee employed by the Postal Service.
- 2) A UPMA Retired member shall be any person who has retired from the Postal Service and includes the following:
  - a. Employees having held the title of Post-master at any time during their career
  - b. Employees having held an EAS position at any time during their career.
- 3) An Associate member shall be an individual who pays dues and exercises an interest in the Organization to include the following:
  - a) U.S. Postal Service employees (not otherwise covered in this article).
  - b) Former Postal Service employees (not to include UPMA Retired EAS).
  - c) Surviving spouses.
  - d) Associate members shall be considered members of the UPMA Retired Organization. **2020**

## Article V

### **Officers**

#### **SECTION 1**

The elected National Officers of UPMA shall be a President, Vice Presidents, and a Secretary-Treasurer who shall be active members (with the exception of Postmaster Reliefs who are not eligible to hold these positions) and members of the Executive Board, which is defined in the Bylaws of the Organization.

#### **SECTION 2**

In the event a National Vice President or National Secretary-Treasurer retires or leaves the USPS during the final year of their term, they may remain on the National Executive Board to fulfill their term. **2021**

## Article VI

### **Governing Documents**

The governing documents of the Organization shall be the Articles of Incorporation and the Bylaws of the United Postmasters and Managers of America.

## Article VII

### **Amendments**

#### **SECTION 1**

There shall be a set of governing documents, consistent with the Articles of Incorporation and the laws of the Commonwealth of Virginia, for the administration and regulation of the affairs of the United Postmasters and Managers of America. **2022**

#### **SECTION 2**

All proposed amendments to these Articles must be submitted in writing to the National Office by Feb. 1 of each year. The proposed amendment or amendments to the Articles shall be published prior to the first Chapter Convention at which they are to be considered.

#### **SECTION 3**

All proposed amendments to these Articles must be considered by a Committee on Articles and Bylaws, which shall make a recommendation to adopt or reject the proposed amendment.

#### **SECTION 4**

No amendment to the Articles shall be deemed to be adopted unless supported by two-thirds of the votes cast by the Chapters. The casting of the Chapter's votes (in the number to which it is entitled as defined by the Bylaws) shall have been determined by the members voting at the Chapter Convention in that year and may not be changed. All proposed amendments to the Articles of Incorporation that the Convention adopts must be submitted to the State Corporation Commission of Virginia for issuance of a certificate of amendment. **2022**

#### **SECTION 5**

All adopted amendments will be dated with an effective date of adoption by the members and an adoption date of the Commonwealth of Virginia for any Articles of Incorporation changes. **2020**

## Article VIII

### **Dissolution**

The voluntary or involuntary dissolution of the corporation or its liquidation by court order shall proceed according to the provision of the Nonprofit Corporation Act of the Commonwealth of Virginia; and in such case, the distribution of assets shall be recommended by the Executive Board.

## Article IX

### **Address**

The address of the corporation is: 8 Herbert St., Alexandria, VA 22305-2600.

## Article X

### **Authority to Indemnify**

**SECTION 1** - Indemnification of officers.

The Corporation shall indemnify an individual made a party to a proceeding because he or she is or was an officer against liability incurred in a proceeding if the officer conducted himself or herself in good faith and believed in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the best interests of the Corporation or in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation and in the case of any criminal proceeding, the officer had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction is not of itself determinative that the officer did not meet the standard of conduct previously described. The Corporation, however, may not indemnify an officer in connection with a proceeding by or in the right of the Corporation in which the officer was adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to such officer, whether or not involving action in his or her official capacity, in which such officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

Indemnification hereto permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

**SECTION 2** - Indemnification of officers, employees, and agents.

The Corporation may indemnify and advance expenses under this section to an officer, employee, or agent of the corporation who is not an officer to the same extent as to an officer.

## Article XI

### **Agent**

The registered address of the corporation is:

**United Postmasters and Managers of America**

8 Herbert St., Alexandria, VA 22305-2600

# BYLAWS

# United Postmasters and Managers of America

## (UPMA)

Adopted in St. Louis, MO, at the National Convention, Oct. 29, 2020

Adopted in Sandusky, OH, at the National Convention, Aug. 19, 2021

Adopted in St. Louis, MO, at the National Convention, Aug. 24, 2022

Amended by UPMA National Executive Board, Nov. 29, 2022

## Article I

### **Dues**

#### **SECTION 1**

Members may, by execution of the proper form, authorize the United States Postal Service to withhold dues from their salary for membership in the Organization.

#### **SECTION 2**

- a) The membership dues for this Organization shall be \$8.50 per postal pay period for part-time Postmasters and \$15.00 per postal pay period for all other EAS and PCES postal employees.
- b) Notwithstanding other provisions in these by-laws regarding bylaw amendments, the National Executive Board may amend subsection (a) of this section no more than once a year to increase the dues by no more than the same percentage as the yearly cost-of-living allowance (COLA) increases as issued by OPM.
- c) The National Executive Board may, from time to time, offer dues incentives.

#### **SECTION 3**

- a) The annual membership dues for UPMA Retired, Postmaster Relief and Associate Members shall be \$65.45.

- b) Notwithstanding other provisions in these by-laws regarding bylaw amendments, the National Executive Board may amend subsection (a) of this section no more than once a year to increase the dues by no more than the same percentage as the cost-of-living allowance (COLA) increases equal to the amount of annuity adjustments as issued by OPM.

- c) The National Executive Board may, from time to time, offer dues incentives.

- d) The UPMA Retired and Associate members are eligible to vote on changes to this section.  
**2021 and 2022**

#### **SECTION 4**

All membership dues paid by active members shall be divided between the Organization and the Chapter with 50 percent being retained by the National Office and 50 percent being remitted to the Chapter.

#### **SECTION 5**

The dues for UPMA Retired and Associate members shall be divided with 50 percent going to the National Office, 25 percent to the UPMA Retired organization and 25 percent to the Chapters. The UPMA Retired and Associate members are eligible to vote on changes to this section.

#### **SECTION 6**

National special assessments may be proposed by the National Executive Board as needed with ratification by the National Convention.

## SECTION 7

Chapters may make special assessments as allowed by their Chapter bylaws. Requests for special assessments must be approved by a vote of the Chapter at the Chapter convention and submitted to the National Executive Board for approval. Such requests must include the reason for the special assessment and the duration of the assessment. **2020**

## Article II

### Organization

#### SECTION 1

The Organization may establish a Chapter in a state, commonwealth, territory, possession or grouping thereof after receiving a petition for a charter on forms approved by the National Secretary-Treasurer. The petition must carry the signatures of at least ten (10) eligible members of the petitioning group.

#### SECTION 2

The National Secretary-Treasurer shall submit the petition to the National Executive Board for approval and the issuance of a charter.

#### SECTION 3

All Chapters must maintain a ten (10) percent minimum representation of the Postmasters within the state, commonwealth, territory, possession or grouping thereof so chartered with the exception of the District of Columbia Chapter. A new Chapter shall be allowed one year to reach this minimum. Any Chapter failing to maintain this minimum may, at the discretion of the National Executive Board, be liable to forfeit its charter.

#### SECTION 4

Each Chapter chartered in accordance with and under the provisions of these Bylaws will be subject to the provisions of the governing documents, rules, and policies of this Organization, and shall:

- a) adopt a set of bylaws, which must not conflict with the Articles of Incorporation or Bylaws of the National Organization, and date each amendment with an effective date when amended (any amendments to the Bylaws of the National Organization, which pertain to Chapters, shall automatically become a part of the Bylaws of each Chapter);
- b) hold an annual Chapter convention;

- c) elect a president, one or more vice presidents, a secretary-treasurer and such other officers as provided by the Chapter bylaws (with the exception of President or Executive Vice President, any Chapter office may be filled with a member in good standing of retired Postmasters, retired EAS or a Postmaster Relief provided no other active EAS member seeks the office).
- d) provide sufficient bonding to cover indemnity of Chapter members authorized to receive and disburse funds.
- e) be free to conduct its own affairs and generally perform the acts of an independent organization so long as such conduct and performance are not in conflict or inconsistent with this organization's governing documents,
- f) may edit and issue its own Chapter publication and/or website. **2020**

## Article III

### Executive Board

#### SECTION 1

The National Executive Board of this Organization shall be composed of:

- a) National President;
- b) National Vice Presidents (one of whom shall be Executive Vice President);
- c) National Secretary-Treasurer;
- d) National President of UPMA Retired;
- e) Immediate Past President, who will serve for a period of one year.
- f) Parliamentarian.
- g) (a) through (d) of this section shall be voting members of the Executive Board, (e) and (f) of this section shall be non-voting members. The terms of Board members shall begin on January 1 immediately following the year of their election. **2021 and 2022.**

#### SECTION 2

All individuals wishing to be elected to the positions of National President, National Secretary-Treasurer and National Vice President shall nominate themselves in writing conveyed to the National Office between 30 days prior to the National Convention held one year before the election

is scheduled to take place and Feb. 1 of the year in which the election is scheduled to take place. Except as provided in the next sentence, no nominations will be in order after that date or on the convention floor when the election is to take place. However, if a candidate, or candidates, die, become incapacitated, or withdraw their candidacy and there are at the time no candidates for an office, then nominations may be conveyed to the National Office up to the time during the National Convention at which the election takes place. **2021**

### **SECTION 3**

The National President shall be elected by a majority roll call vote of the Chapters of this Organization at a National Convention. The casting of the Chapters' votes (as defined in Article VI, Section 6) and how those votes are to be cast during the National Convention shall have been determined by the members voting at the Chapter Convention in that year and may not be changed.

### **SECTION 4**

The term of office for the National President shall be three (3) years and until his or her successor is elected. An incumbent National President may not seek re-election to a consecutive term. **2021**

### **SECTION 5**

The President shall be responsible for the efficient management of the Organization. The President shall generally preside at all annual National Conventions and in all plenary sessions whenever a vote is taken. The President shall be chairman and shall execute the will of the majority of the National Executive Board. The President shall appoint the members of standing and special committees. The President shall be an ex-officio member of all committees. The President shall appoint a member of the National Executive Board to serve as adviser to each standing committee as well as each Postal Area. The President shall see that the National Office is staffed with competent personnel for efficient and economical operation. The President shall approve all contracts, according to the provisions of these bylaws, deemed necessary for the daily operation of this Organization. No contract involving payment, or penalties, in excess of \$50,000 shall be entered into, or dissolved, without approval by a majority vote of the National Executive Board. The President shall report monthly to the National Officers, setting forth the general financial condition of the Organization and communicate items of advisement for information.

### **SECTION 6**

There shall be three (3) National Vice Presidents from each of the four national vice-presidential areas, one (1) National Vice President shall be elected annually from each area for a term of three (3) years and until his or her successor is elected and may not seek re-election to a consecutive term.

- (a) National areas are specified as:  
WestPac = AK, AZ, CA, CO, HI/PI, ID, MT, NM, NV, OR, UT, WA, WY  
Central = IA, IL, IN, KS, KY, MI, MN, MO, OH, ND, NE, SD, WI, WV  
Southern = AL, AR, FL, GA, LA, MS, OK, PR/VI, SC, TN, TX  
Atlantic = CT, DC, DE, MA, MD, ME, NC, NH, NJ, NY, PA, RI, VA, VT. **2020, 2021 and 2022**

### **SECTION 7**

No member shall be elected or appointed to the office of National Vice President unless the member's Chapter is located within the same national vice-presidential area that he or she is elected or appointed to represent. No Chapter shall have more than one National Vice President serving on the National Executive Board at any one time. Exception: If a sitting Vice President receives an appointment with the Postal Service in another chapter within their current Vice-Presidential Area that already has a sitting Vice President, that person shall be permitted to fulfill their term of office. **2021**

### **SECTION 8**

Voting for the office of National Vice President shall be restricted to those Chapters whose post offices are located within the same vice-presidential area. National Vice Presidents shall be elected at the annual National Convention by majority roll-call vote of the Chapters of the vice-presidential area to be represented. The casting of the Chapters' votes (as defined in Article VI, Section 6) and how they are to be cast during the roll-call vote at the National Convention shall have been determined by the members voting at the Chapter Convention in that year and may not be changed. **2020**

### **SECTION 9**

An Executive Vice President shall be chosen by majority of the National Executive Board at a meeting immediately following the convention. Voting is limited to the current National Executive Board and all newly elected officers. Those eligible for the position shall be the incumbent vice presidents whose term does not expire on December 31 of the current year,

and newly elected vice presidents. The Executive Vice President shall assume the duties on January 1, for a one-year period and until his or her successor is elected. **2021 and 2022**

#### **SECTION 10**

The Executive Vice President shall work closely with the President and shall be considered such President's Executive Assistant. The Executive Vice President shall preside at all meetings in the absence of the President. Transactions of the National Executive Board shall be valid in their entirety when the Executive Vice President is acting in the duly constituted position of President pro tem.

#### **SECTION 11**

The National Secretary-Treasurer shall be elected by a majority roll call vote of this Organization cast by Chapters at an annual National Convention. The casting of the Chapters' votes (as defined in Article VI, Section 6) and how they are to be cast during the National Convention roll-call vote shall have been determined by the members voting at the Chapter Convention in that year and may not be changed. The term of office for the National Secretary-Treasurer shall be three (3) years and until his or her successor is elected. An incumbent National Secretary-Treasurer may not seek re-election to a consecutive term. **2020 and 2021**

#### **SECTION 12**

The National Secretary-Treasurer shall be responsible for all records of the Organization and shall maintain permanent records of all meetings. The National Secretary-Treasurer shall oversee all financial reporting. Such officer shall review the receipt, deposit and disbursement of such funds within budgeted authorization or pursuant to action by the annual National Convention or the National Executive Board. The National Secretary-Treasurer shall make recommendations to the National Executive Board and the National Executive Board shall establish procedures for the deposit and disbursement of funds by personnel in the National Office.

#### **SECTION 13**

The National Vice Presidents, the UPMA Retired President, the Immediate Past President and the Parliamentarian shall perform such other duties as assigned by the President. **2021**

## Article IV

### **Order of Succession National Executive Board**

#### **SECTION 1**

In case of a vacancy in the office of President, the Executive Vice President shall succeed to the position until the next annual National Convention, at which time an election shall be held to fill the unexpired term.

#### **SECTION 2**

In case of a vacancy in the office of the Executive Vice President, the remaining Vice Presidents shall caucus to select by ballot one of them to succeed to the unexpired term. In the event of a tie, the President shall cast the deciding vote.

#### **SECTION 3**

In case of a vacancy in the office of National Vice President, the President, with the approval of the National Executive Board, shall name an active member from the appropriate vice-presidential area to fill the unexpired term and they may not seek election to succeed themselves.

#### **SECTION 4**

In case of vacancy in the office of National Secretary-Treasurer, the President, with the approval of the National Executive Board, shall name an active member to fill the unexpired term and they may not seek election to succeed themselves.

#### **SECTION 5**

In case of vacancy in the office of Immediate Past President, the office shall remain unfilled until the next Past President is available.

#### **SECTION 6**

In the case of a vacancy in the UPMA Retired President, the Vice President of UPMA Retired shall immediately assume the office of UPMA Retired President. **2021**

#### **SECTION 7**

Vacancies on the National Executive Board shall be filled within ninety (90) days from the effective date of vacancy. **2020**

## Article V

### **Duties of the National Executive Board**

#### **SECTION 1**

The National Executive Board shall have full power and authority over the affairs of the Organization within policies established by the annual National Convention and when the convention is not in session.

#### **SECTION 2**

A quorum of the National Executive Board shall be a majority of the voting positions held.

#### **SECTION 3**

The National Executive Board shall convene in the convention city immediately before and upon adjournment of the convention and at least twice thereafter upon the call of the National President. These additional meetings may be conducted in person or electronically. The National President may call a special meeting of the National Executive Board and shall call a special meeting upon the written request of a majority of voting members of the National Executive Board.

#### **SECTION 4**

The National Executive Board shall adopt an annual budget. It shall arrange for and pay premium on bonds sufficient to cover indemnity of National Officers and employees authorized to receive and disburse funds. It shall provide for internal control and audit. It shall further provide for an annual audit of all financial records by a Certified Public Accountant. The full report shall be provided to Organization members upon request. The summary financial report of such audit shall be published in an official publication of the Organization.

#### **SECTION 5**

The National Executive Board shall direct the National President to have published an official magazine of the Organization, as a magazine of record, and take whatever action is necessary to publish said magazine. The editorial policy shall be formulated and controlled by the National Executive Board. Annual financial and other reports shall be included in its pages.

#### **SECTION 6**

The National Executive Board shall have the power to remove any of its members for good and sufficient reason by two-thirds vote of the National Executive Board when in session.

#### **SECTION 7**

The National Executive Board shall authorize the establishment of a National UPMA Retired Organization. This organization shall exist under its own Charter and Bylaws to further the purposes of the parent Organization. The National and Chapter Retiree Organizations shall file a set of governing documents and amendments thereto with the National Office for review, approval and record.

#### **SECTION 8**

The National Executive Board may authorize the establishment of an Auxiliary to the Organization. This Auxiliary shall exist under its own Charter and Bylaws to further the purposes of the Organization. The National and Chapter Auxiliaries shall file a set of governing documents and amendments thereto with the National Office for review, approval and record.

#### **SECTION 9**

The National Executive Board may direct the President to submit recommendations for the position of Executive Director. The National Executive Board may then appoint an Executive Director and define the duties of the position. The Executive Director shall serve at the pleasure of the National Executive Board and under terms and conditions established by it.

#### **SECTION 10**

The National Executive Board shall provide a program to assist members in the protection of their rights of employment and tenure.

#### **SECTION 11**

This Organization has established a reserve fund;

- a) The National Executive Board shall have the responsibility, duty and authority to determine how the monies in this fund shall be invested so as to yield the greatest return at the least possible risk. All income derived from the investment of this fund shall be paid into the treasury of and shall be available for use to defray the annual cost of conducting the affairs and business of this Organization.



- b) None of the monies placed in this fund may be withdrawn or expended for any reason without the consent and approval of two-thirds of the members of the National Executive Board.
- c) The National Executive Board, at its discretion, shall determine the size of the fund.

## Article VI

### Conventions

#### SECTION 1

The governing body of the Organization shall be its annual National Convention. This National Convention shall be for the purpose of establishing organizational policy, for receiving and reviewing reports, for electing officers and for the consideration of other business.

#### SECTION 2

- a) The time and place of the annual National Convention shall be determined by a roll-call vote, as defined in Section 5 and 6 of this article, at a National Convention not less than one (1) convention year nor more than two (2) convention years prior to the date of the future convention. Chapters, or groups of Chapters, wishing to host the convention shall recommend sites to the National President by March 1 prior to the National Convention at which the vote on that site will be held. If no recommendations are received by March 1, the National President and/or his or her designee shall research available sites, and present to the National Executive Board one or more sites to be voted on. All proposals submitted to the National Executive Board for consideration must be with the approval of the Chapters, or group of Chapters, that would be needed to host the National Convention. The National Convention shall not coincide with the National Rural Mail Count.
- b) The National President, with the approval by a two-thirds vote of the National Executive Board, shall have the authority to change, or modify, the site, and/or dates of a National Convention scheduled under subsection (a) for the current year or either of the two succeeding years for reasons deemed good and sufficient by the Board (including, but not limited to, the inability of the selected city to meet the criteria for hosting as outlined in the organization's request for proposal after the bid has been accepted, a

national disaster such as a pandemic, or the closure of one or more of the host hotels that were part of the bid). This subsection does not authorize re-scheduling that would violate the requirement that a National Convention must be convened each year. 2021

#### SECTION 3

Management of the annual National Convention, including the convention budget, shall be under the direction of the National President and/or their representative.

#### SECTION 4

National Convention registration fees charged UPMA Retired members and one (1) guest (provided the guest is not an active member) shall be 25 percent less than such fees charged for active members and guests and shall include all functions included for active members.

#### SECTION 5

- a) UPMA Retired and Associate members shall be entitled to vote on floor votes for time and place selection of future National Conventions and on amendments to Article I, Section 3. They shall be entitled to one vote for each member registered and in attendance at the National Convention.
- b) UPMA Retired and Associate member votes shall be conducted by ballot in a caucus at which the National President of UPMA Retired, or in that officer's absence a person elected by the caucus, shall preside. During any roll-call vote conducted during the National Convention on a matter described in subsection (a), the caucus presiding officer shall be called upon to report the results of the relevant ballot vote, which shall be added to the votes cast in accordance with Section 6 of this Article or with Article, X, Section 3. **2020 and 2022**

#### SECTION 6

Each Chapter shall be entitled in a National Convention assembled to one (1) vote for each ten (10) active members, or major fraction thereof. Five (5) active members shall constitute a major fraction.

- a) On any voice vote, each active member registered and reported in good standing by the respective Chapters shall be entitled to vote.
- b) On any roll-call vote, the vote shall be cast in accordance with each Chapter's own decision as to method.

- c) A candidate running unopposed may be elected to national office by acclamation.

#### **SECTION 7**

At any National Convention or other meeting of this Organization, a quorum shall be deemed to be present if a simple majority (51 percent) of Chapters is duly represented.

## Article VII

### **Postal Area Coordinators**

#### **SECTION 1**

The National Executive Board shall establish Postal Area Coordinators who must be active members. These Coordinators, along with their Executive Board Advisers, shall provide channels of communication between the Organization and the U.S. Postal Service Areas to protect the interests and welfare of all UPMA members.

#### **SECTION 2**

The members of each Area shall meet at the Annual National Convention for the purpose of electing Postal Area Coordinators and conducting other business. Postal Areas may join together to conduct this meeting. However, they shall conduct separate elections for each respective Area Coordinator. Such elections shall be conducted by the National Executive Board Adviser(s) and shall be done by paper ballot unless there is only one candidate, then they shall be declared elected by acclamation. Postal Area Coordinators shall be elected for a one-year term and shall serve until such time as their successor has been elected. There shall be no term limits. The areas shall be determined by the National Executive Board. Postal Area Coordinators will assume their duties on Nov. 1 of the year in which they are elected.

**2021**

#### **SECTION 3**

In case of a vacancy for the position of Postal Area Coordinator, the National Executive Board Advisers shall coordinate a telecon with the Chapter presidents in the Area where the vacancy occurs, who shall elect an active member to fill that position until the next annual National Convention or until their successor has been elected. Such elections may be conducted electronically using a method such as Zoom “polling” if there is more

than one candidate. If there is only one candidate, the individual may then be declared elected by acclamation. **2021**

#### **SECTION 4**

The National Executive Board shall determine the financial assistance to the Postal Area Coordinators. **2020**

## Article VIII

### **Committees**

#### **SECTION 1**

There shall be five standing committees, which may be composed of Active and UPMA Retired members. The standing committees shall be Adverse Action Member Representation, Articles and Bylaws, Education, Legislation, Membership. The President shall appoint the members of each committee. Annually, the President shall appoint one member of each committee as Chair. Committee meetings may be conducted in person or electronically.

#### **SECTION 2**

There shall be a committee on Adverse Action Member Representation. This committee shall provide representation for members of the Organization for the protection of their rights of employment and tenure. No Adverse Action Member Representative may be removed from the committee without a two-thirds vote of the National Executive Board.

#### **SECTION 3**

There shall be a committee on Articles and Bylaws. This committee shall continually review the governing documents and recommend proposed changes, which shall be placed on the agenda of the National Convention for consideration.

#### **SECTION 4**

There shall be a committee on Education. This committee shall continually endeavor to develop tools, seminars, and materials to meet the demonstrated educational needs of the Organization. The committee shall be responsible for communicating educational resources to the members via all available methods.

## **SECTION 5**

There shall be a committee on Legislation. This committee shall continually monitor Legislative issues and activity. It shall work with the Congress, administrative agencies and government corporations to enhance the overall working conditions and retirement benefits of all members. The committee shall be responsible for communicating Legislative information to the members via all available methods.

## **SECTION 6**

There shall be a committee on Membership. This committee shall act continually to bring into the Organization eligible persons as members.

## **SECTION 7**

All committees shall report to the National Executive Board on a regular basis. **2020**

# Article IX

## **Parliamentary Authority**

“Robert’s Rules of Order, Newly Revised,” shall govern the deliberations of the proceedings at any session of a National Convention or other meeting of this Organization, except that where any provisions of these Bylaws are inconsistent or in conflict with “Robert’s Rules of Order,” then these Bylaws shall prevail.

# Article X

## **Amendments**

### **SECTION 1**

All proposed amendments to these Bylaws must be submitted in writing to the National Office by Feb. 1 of each year. The proposed amendment or amendments to the Bylaws shall be published prior to the first Chapter Convention at which they are to be considered.

### **SECTION 2**

All proposed amendments to these Bylaws must be considered by a Committee on Articles and Bylaws, which shall make a recommendation to adopt or re-

ject the proposed amendment.

### **SECTION 3**

No amendment to the Bylaws shall be deemed to be adopted unless supported by two-thirds vote of Chapters. The casting of the Chapter’s votes shall be based on the record of votes in the Chapter Conventions in that year and may not be changed. In the case of amendments to Article 1, Sections 3 and 5 of the Bylaws, the number of votes cast by the members of UPMA Retired and Associate members at the National Convention (as determined in Article VI, Section 5b) shall be added to the totals from the Chapters prior to announcing the results. **2022**

### **SECTION 4**

Unless otherwise specified, the effective date of an amendment so adopted shall be immediately upon the adjournment of the convention.

### **SECTION 5**

The provisions of this article do not apply to Articles VII and VIII of these Bylaws. These two mentioned articles may be amended by a two-thirds vote of the National Executive Board. Any amendments to articles VII and VIII must be provided, in writing, to the National Executive Board thirty (30) days prior to the meeting at which they are to be considered. **2020**