

B Y L A W S
OF
UNITARIAN UNIVERSALIST PENNSYLVANIA LEGISLATIVE ADVOCACY NETWORK

ARTICLE I – MISSION AND PURPOSES

Section 1.01. The purposes of Unitarian Universalist Pennsylvania Legislative Advocacy Network (UUPLAN) are exclusively for educational and advocacy on public policy issues for the benefit of the citizens of Pennsylvania. In pursuing such purposes, UUPLAN shall not act to as to impair its eligibility for exemption under Section 501(c)4 of the Internal Revenue Code of 1986, as amended.

ARTICLE II – OFFICES AND FISCAL YEAR

Section 2.01. Registered Office. The registered office of UUPLAN in the Commonwealth of Pennsylvania shall be at 1280 Clover Lane, Harrisburg, Pennsylvania 17113 in Dauphin County, until otherwise established by a vote of a majority of the Board of Trustees in office, and a statement of such change is filed in the Department of State; or until changed by an appropriate amendment of the articles of UUPLAN.

Section 2.02. Other Offices. UUPLAN may also have offices at such other places within or without Pennsylvania as the Board of Trustees may from time to time appoint or the business of UUPLAN requires.

Section 2.03. Fiscal Year. The fiscal year of UUPLAN shall begin on the first day of January in each year.

ARTICLE III – MEMBERSHIP

Section 3.01. Members. Members of UUPLAN are individuals who pay dues in such an amount as the Board of Trustees shall establish and who support the purposes of UUPLAN and the principles of Unitarian Universalism.

Section 3.02. Meetings of Members. Meetings of members shall be held: at the registered office of the corporation; at the time and place chosen for the Annual Meeting of UUPLAN; or at such other place as the Board of Trustees shall designate.

Section 3.03. Quorum. No quorum shall be required for purposes of electing Trustees or members of the Nominating Committee at any meeting of the members held during the Annual Meeting of UUPLAN.

ARTICLE IV – BOARD OF TRUSTEES

Section 4.01. Number and Term of Office. The business and affairs of UUPLAN shall be managed by a Board of Trustees of not less than three (3). The Board of Trustees shall fix the number of members comprising the Board of Trustees from time to time by a resolution duly adopted by the Board. Each Trustee shall be elected for a three (3) year term and may be re-elected to one additional consecutive three-year term. Each term shall run from January 1 of the year following the Annual Meeting in which they were elected. Terms of office for Trustees shall be staggered as equally as possible across a three year period. The initial terms of new Trustees may be adjusted to a term of less than three (3) years if necessary to accomplish this.

Section 4.02. Qualification. Each Trustee shall be (i) an individual of full age, who need not be a resident of Pennsylvania and (ii) an active member of a congregation of the Unitarian Universalist Association.

Section 4.03. Powers; Personal Liability.

- (a) The Board of Trustees shall have full power to conduct, manage, and direct the business and affairs of UUPLAN; and all powers of UUPLAN are hereby granted to and vested in the Board of Trustees.
- (b) A Trustee of UUPLAN shall not be personally liable, as such for monetary damages as such for any action taken, or any failure to take any action, unless the Trustee has breached or failed to perform the duties of his or her office under 15 PA C.S. Subchapter 57B and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this subsection shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute of the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.

Section 4.04. Election. Each year, at the Annual Meeting, the members present shall elect a number of Trustees to fill any vacancies on the Board open at the time of the Annual Meeting, or which will become open as of the end of the year in which the Annual Meeting is held.

Section 4.05. Board President. On an annual basis, the Board of Trustees shall select a Trustee to serve as the **Board President** of UUPLAN. [At every meeting of the Board of Trustees, the Board President (or in the absence of the Board President, the Trustee selected by a majority of the Trustees present to serve as acting Board President), shall preside, and the Secretary/Treasurer (or in the absence of the Secretary/Treasurer, any person appointed by the Board President) shall act as the Secretary/Treasurer.] **The Board President (or, in the absence of the Board President, such other Trustee as selected by the Board of Trustees) shall preside at all meetings of the Board of Trustees and shall perform such other duties as may from time to time be requested by the Board of Trustees.**

Section 4.06. Secretary/Treasurer.

- (a) The Board of Trustees shall select a Trustee to serve as Secretary/Treasurer for the remainder of the Trustee's tenure on the board.
- (b) The Secretary/Treasurer shall assure that all the votes of the Trustees and the minutes of the meetings of the Board of Trustees and of committees of the Board are recorded and filed by UUPLAN as required by law.
- (c) The Secretary/Treasurer shall have or provide for the custody of the funds or other property of UUPLAN; shall collect and receive or provide for the collection and receipt of moneys earned by or in any manner due to or received by UUPLAN; shall deposit all funds in her or her custody as treasurer in such banks or other places of deposit as the Board of Trustees may from time to time designate; shall, whenever so required by the Board of Trustees, render an account showing all transactions as Secretary/Treasurer, and the financial condition of UUPLAN.
- (d) The Secretary/Treasurer shall in general, perform all duties incident to the office of Secretary/ Treasurer and such other duties as may from time to time be assigned by the Board of Trustees, the Board Chairperson] or the Board President.

Section 4.07. Resignations. A Trustee of UUPLAN may resign at any time by giving written notice to the President or the Secretary/Treasurer of UUPLAN. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.08. Vacancies.

- (a) The Board of Trustees may declare vacant the office of a Trustee if such Trustee is declared of unsound mind by an order of the court, or for any other proper cause, or if within 60 days after notice of selection, the Trustee does not accept such office either in writing or by attending a meeting of the Board of Trustees.
- (b) Any vacancy or vacancies in the Board of Trustees (including Officers) because of death, resignation, removal in any manner, disqualification, an increase in the number of Trustees, or any other cause, may be filled by a majority of the remaining members of the Board of Trustees, though less than a quorum, at any regular or special meeting; and each person so elected shall be a Trustee to serve for the balance of the unexpired term.

Section 4.09. Nominating Committee.

- (a) A Nominating Committee consisting of three members, one of whom shall be the UUPLAN Director, will identify potential Trustees and members of the Nominating Committee. Elected members of the Nominating Committee shall have the same qualifications as members of the Board of Trustees. Duly elected Nominating Committee members will serve a 2-year term, serving no more than two consecutive terms. The terms of office of the elected members of the Nominating Committee shall be staggered across a two-year period. The initial term of a new member of the Nominating Committee may be set to one (1) year if necessary to accomplish this.
- (b) The Nominating Committee shall submit to the members present at each Annual Meeting a slate of potential Trustees and members of the Nominating Committee to fill any vacancies on the Board or the Nominating Committee open at the time of the Annual Meeting, or which will become open as of the end of the year in which the Annual Meeting is held.
- (c) Each year, at the Annual Meeting, the members present shall elect a number of members of the Nominating Committee to fill any vacancies on the Committee open at the time of the Annual Meeting, or which will become open as of the end of the year in which the Annual Meeting is held.
- (d) The Board of Trustees may fill any vacancies on the Nominating Committee, and the person so chosen shall serve for the remainder of the unexpired term.

Section 4.10. Place of Meeting. Meetings of the Board of Trustees may be held at such place within or outside of Pennsylvania or conducted by electronic means as the Board of Trustees may from time to time select, or as may be designated in the notice of the meeting.

Section 4.11. Regular Meetings. Regular meetings of the Board of Trustees shall be held at such time and place as shall be designated from time to time by resolution of the Board of Trustees. At such meetings, the Trustees shall transact such business as may properly be brought before the meeting. Notice of regular meetings need not be given unless otherwise required by law or these bylaws.

Section 4.12. Special Meetings. Special meetings of the Board of Trustees shall be held whenever called by the President or by two or more of the Trustees. Notice of each such meeting shall be given to each Trustees by telephone or in writing (including, but not limited to, electronic communications) at least 24 hours (in the case of notice by telephone or electronic notice) or five (5) days (in the case of notice by mail) before the time at which the meetings is to be held. Every such notice shall state the time and place of the meeting.

Section 4.13. Quorum, Manner of Acting, and Adjournment. A majority of the Trustees in office shall be present at each meeting in order to constitute a quorum for the transaction of business. Every Trustee shall be entitled to one vote. Except as otherwise specified in the articles or these bylaws or provided by statute, the acts of a majority of the Trustees present at a meeting at which a quorum is present shall be the acts of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present and voting may adjourn the meeting from time to time until a quorum is present.

Section 4.14. Committees.

- (a) The Board of Trustees may, by resolution, establish one or more committees. Each committee of the Board shall serve at the pleasure of the Board. Each committee shall have the power and authority delegated to the committee by resolution of the Board of Trustees, except no committee shall have any power or authority as to the following:
 - 1) The filling of vacancies in the Board of Trustees.
 - 2) The adoption, amendment or repeal of the bylaws.
 - 3) The amendment or repeal of any resolution of the Board.

However, any committee of the Board of Trustees may make recommendations to the Board of Trustees concerning the exercise of such powers and authority.

- a. Each committee shall keep regular minutes of its proceedings and report such proceedings periodically to the Board of Trustees.
- b. Sections 4.08, 4.09, and 4.10 shall be applicable to committees of the Board of Trustees.

Section 4.15. Honorary Trustees. Notwithstanding any section to the contrary herein, the Board of Trustees, in its discretion, may appoint, by resolution, one or more persons to serve as an honorary Trustee to the Board of Trustees. Each honorary Trustee shall be a non-voting (ex-officio) member of the Board of Trustees and shall serve thereon for such period as the Board of Trustees, in its discretion, shall determine.

Section 4.16. Fees. Members of the Board of Trustees and honorary Trustees shall not be paid any fee or any compensation for their services as a Trustee or committee member.

ARTICLE V – NOTICE, WAIVERS, MEETINGS

Section 5.01. Method of Notice. Whenever notice is required to be given to any person under the provisions of the Articles or these Bylaws, it may be given to the person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or by courier service, charges prepaid, to the person's postal address appearing on the books of UUPLAN, or supplied by such Trustee to UUPLAN for the purpose of notice. In addition, notice may be given by facsimile transmission, e-mail or other electronic communication to the facsimile number or address for e-mail or other electronic communications supplied to UUPLAN for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery. If notice is sent by facsimile, e-mail or other electronic communication, such notice shall be deemed to have been given to the person entitled thereto when sent.

Section 5.02. Waivers of Notice.

- (a) Whenever any written notice is required to be given under the provisions of the articles, these bylaws, or the Nonprofit Corporation Law of 1988, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Except as otherwise required by statute, and except in the case of a special meeting, neither the business to be transacted at nor the purpose of a meeting need be specified in the waiver of the notice of such meeting.
- (b) Attendance of a person at any meeting shall constitute a waiver of notice of the meeting, except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 5.03. Modification of Proposal Contained in Notice. Whenever the language of a proposed resolution is included in a written notice of a meeting required to be given under the articles or these bylaws or the Nonprofit Corporation Law of 1988, the meeting considering the resolution may without further notice adopt it with such clarifying or other amendments as do not enlarge its original purpose.

Section. 5.04. Participation in Meetings by Conference Telephone or Other Electronic Technology. Unless determined to the contrary by the Board of Trustees in advance of a particular meeting with respect to that meeting, the presence or participation, including voting and taking other action, at a meeting of the Trustees, or the expression of consent or dissent to a corporate action, by a Trustee by conference telephone or other electronic means, including, without limitation, the Internet, shall constitute the presence of, or vote or action by, or consent or dissent of the Trustee.

ARTICLE VI – CONFLICT OF INTEREST

Section 6.01. Policy and Limitations. A member of the Board of Trustees may conduct business with UUPLAN and/or enter into a contract with UUPLAN in accordance with the terms and conditions of a Conflict of Interest Policy, which the Board of Trustees shall adopt, but such an activity is subject to the following:

- (a) The material facts as to the relationship are disclosed to the Board.
- (b) The Board in good faith authorizes the transaction according to the voting procedures set forth in these Bylaws; and
- (c) The interested party abstains from voting on the transaction in question.

The interested party may be counted in determining the presence of the quorum at the meeting at which the Board authorizes the specified transactions.

ARTICLE VII – MISCELLANEOUS

Section 7.01. Checks. All checks, notes, bills of exchange or other orders in writing shall be signed by such one or more officers or employees of UUPLAN as the Board of Trustees may from time to time designate.

Section 7.02. Amendment of Bylaws. These Bylaws may be amended or repealed, or new Bylaws may be adopted, by vote of a majority of the Board of Trustees of UUPLAN in office at any regular or special meeting of the Trustees. Such proposed amendment, repeal or new Bylaws, or a summary thereof, shall be set forth in any notice of such meeting, whether regular or special.

Section 7.03. Nondiscrimination. UUPLAN does not discriminate on the basis of race, disability, color, national origin, age, gender, creed, color, sexual orientation, or gender identity or expression.

Section 7.04. Employees and Staff. The Board of Trustees, or a person authorized by a resolution duly adopted by the Board may employ directly or contract for the services of employees or staff assistance, as it deems necessary and appropriate.

ARTICLE VIII – DISSOLUTION CLAUSE

Section 8.01. Assets. Should UUPLAN cease to function and the membership votes to disband, all the assets of the organization shall be transferred to the Unitarian Universalist Service Committee for its general purposes. This transfer shall be made in full compliance with whatever laws are applicable.

Approved and Adopted by the UUPLAN Board of Trustees on September 11, 2017.