

UNION OF BLACK EPISCOPALIANS

NATIONAL BY-LAWS

ARTICLE I: NAME

The name of the organization shall be Union of Black Episcopalians, hereafter referred to as UBE.

ARTICLE II: OBJECT

The objects and purposes of this corporation shall be to remove racism from the Episcopal Church and community, to achieve full participation on the basis of equality in policy-making, decision-making, programming and staffing on local, diocesan and national levels; to stimulate the growth of Black Membership throughout the Episcopal Church; to promote the placement of Black professionals at levels within the Episcopal Church, and to protect clergymen, clergywomen, laymen and laywomen from racist practices.

ARTICLE III: MEMBERS

Section 1. Classification

There shall be the following classes of members:

A. Regular Membership

1. Individual Membership

To qualify for regular membership an individual shall be a person who is a member of the Protestant Episcopal Church of the United States of America and who is of African descent, subscribing to the principles of the Union of Black Episcopalians and pays the annual membership fee.

2. Family Membership

Family memberships may be granted to a family if the parents, and children under eighteen (18) years of age, are members in good standing and qualify for regular membership.

3. Retired Membership

Retired membership in UBE maybe granted to individuals who are either senior maturing adults or have retired from their regular employment and meet the qualifications of regular members.

4. Youth Membership

Youth membership in UBE may be granted to students between twelve (12) and eighteen, and up to twenty-two (22) years of age if enrolled in an educational institution and meet the requirements of regular members.

B. Life Membership

1. Individual lifetime memberships shall be granted to individuals who qualify for regular membership and pay the lifetime membership fee in accordance with the dues established by the UBE Board of Directors.

2. Church lifetime memberships may be granted to an Episcopal Church interested in the work of the Union of Black Episcopalians and pays the lifetime membership fee in accordance with the dues established by the UBE Board of Directors.

C. Associate Members

Associate members are persons who do not qualify as regular members but desire to support the work of UBE. An Associate Member may retain membership with the national organization by paying the national Associate dues to the National Treasurer.

Section 2. Rights of Members

A. Associate Members shall be accorded all the rights and privileges in UBE except voting, holding office or chairing a committee. They shall receive national correspondence directed to the general membership and any publications of UBE.

B. Regular Members including individuals, retired, students, eighteen (18) to twenty-two (22) years old, and lifetime members, shall be accorded all the rights and privileges in UBE. This shall include, but not be limited to, voting, holding offices, chairing committees, serving on UBE Board of Directors, participating in national and local Chapter activities, providing that the member pays the required fees, dues, and assessments.

C. Family Membership

1. The adult family members shall be accorded all the rights and privileges in UBE as regular members.
2. Family members over eighteen (18) years of age shall be entitled to all the rights in UBE as regular members provided that the Member pays the required dues, fees, and assessments.

Section 3. Good Standing A member in good standing shall be one whose current dues have been paid in accordance with the provisions of these Bylaws.

Section 4. Resignation

- A. Resignation of any Chapter Member in good standing shall be submitted in writing to the President of the Local Chapter for necessary action at the regular Chapter meeting.
- B. In the event that the person does not belong to a local Chapter, the person shall write the National Office.
- C. Chapter Presidents shall notify the National President and National Treasurer when the resignation of the Member(s) in good standing is to become effective.
- D. No member(s) resignation shall be accepted until his/her dues and assessments are paid in full. Failure to pay may result in permanent loss of affiliation with UBE.

Section 5. Reinstatement

- A. A former member(s) who resigned in good standing shall be granted reinstatement if the letter of request, accompanied by local and national past and current dues and assessments, is made within two years following the date of resignation.
- B. In the event that a person was not a member of a local Chapter, they shall write to the National Office.

ARTICLE IV: DUES, FEES, AND FINANCES

Section 1. Members' Financial Obligations Members shall pay dues and membership fees to the National Organization according to the Members classification as recommended by the Board of Directors and approved by the membership. The Membership dues scheduled shall be included in the UBE's Policy and Procedure Handbook.

- A. Dues shall be due and payable directly to the National Treasurer, except for Chapter Members who shall pay national dues directly through the local chapter.
- B. Dues shall be payable and received by the National Treasurer on or before January 1st. Membership shall be delinquent if dues are not paid by March 1st and forfeited if dues are not paid by May 1st.
- C. The Membership year shall be from January 1st through the last day of December.
- D. Dues from a new member accepted for the first time between September 1st and December 31st shall apply to the next year's dues.
- E. Members shall receive a current financial membership card or statement after dues have been received by the National Treasurer.

Section 2. Fees Chapter Member's financial membership cards shall be issued through the Chapter. Cards shall be signed by the President and Treasurer.

- A. When required, the reinstatement fee for any class of membership shall be Five Dollars (\$5.00).
- B. Inactive Chapters, upon reinstatement, shall pay a reinstatement fee and all other fees and taxes as authorized in the revised Policy Handbook.

Section 3. National Financial Obligations The Board of Directors shall be responsible for the disbursement of funds of the organization and for maintaining a balanced budget. National may assume, whenever the budget permits, the financial obligations listed below:

- A. The travel costs for the elected and appointed officers to the Board of Directors Meetings and the Annual Conference will be based on air tourist fare. If traveling by automobile, National may reimburse the above persons for transportation based on current government mileage rates, but not to exceed air tourist fare.
- B. Transportation not to exceed air tourist fare for the President, or designee, to the chartering of new Chapters.
- C. Secure adequate funds through appropriate means for the operation of UBE.

Section 4. Budget A proposed budget shall be submitted by the budget finance committee to the pre-Conference session of the Board of Directors for adoption. The annual budget shall be adopted at the business meeting.

Section 5. Audit The financial records of the UBE shall be audited annually and at other times as requested by the Board of Directors. All audit reports shall be

submitted to the Board of Directors for review and presented to the members at a general meeting for adoption.

Section 6. Fiscal Year The fiscal year shall be from January 1st through December 31st.

ARTICLE V: CHAPTERS

Section 1. Chapters Chapters are local units established by the Corporation for the purpose of implementing the goals and objectives of UBE. There must be at least ten (10) regular dues paying members before groups interested in UBE can be chartered.

- A. A chapter of UBE may be organized and chartered in a city or county in the United States and the Caribbean. The UBE may also have members in African and Latin American counties and those geographical areas in which the Episcopal Church exists.
- B. Regions. UBE shall be divided into regions The number and boundaries to be decided by the Board of Directors.

Section 2. Members of Chapters Membership in Chapters shall consist of persons interested in promoting the objectives of UBE and who reside in the locality of the established Chapter.

Section 3. Chapter Programs

- A. Each Chapter shall participate in the National Program or Project as specified by the National Organization and must conform to all rules and regulations enacted by the body. Each Chapter shall submit an annual written report of the Chapter's activities to the Regional Director no later than May 31st of each year and a copy is to be forwarded to the National Office. The report should cover a period of activities from the previous year through April 30th of the present year.
- B. The Chapters shall meet at least nine times a year.
 - 1. The election of Chapter officers shall immediately be reported to the National Office.

Section 4. Bylaws of a Chapter

- A. A Chapter may write its own Bylaws provided that there shall be no conflict with National Bylaws. Such Bylaws shall include but not be limited to the provision for:
 - 1. Election of Officers
 - 2. Regular meetings

3. A method of paying dues and assessments
 4. Committees
- B. Local Chapters shall follow the same term of Office as National Officers.
- C. Copies of current Chapter Bylaws shall be kept on file by the National Bylaws Committee and periodically reviewed by Chapters for compliance with National UBE Bylaws.

Section 5. Power and Responsibilities

- A. A local Chapter shall have the power to transact its business within the purposes and objectives of UBE, including:
1. The acceptance of new members
 2. Reporting annually the status of each member to the National Treasurer and Secretary.
 3. Sending a designated representative to each National Annual Business Meeting who will report on that Annual Meeting to the Chapter.
- B. Chapters shall obtain written permission from the National Board of Directors to use the UBE emblem and to sell items at the National Conference.

Section 6. Fund Raising

- A. Chapters may raise funds to support their annual budget and request contributions to support their community programs.
- B. Chapters shall provide the National Treasurer with an annual report of their fundraising activities on or before May 30th. The report shall include an accounting of funds raised, expenses, and the distribution of said funds to other institutions or agencies with similar purposes and objectives as UBE.

Section 7. Establishment of Chapters

- A. Chapters shall be established according to the procedures outlined in the revised Policy handbook.

ARTICLE VI: REGIONS

Section 1. UBE Chapters shall be divided into districts known as Regions. There shall be at least five (5) Regions. The Board of Directors shall determine the number and the boundaries of groups of states within each Region.

- A. The Region shall:

1. Promote membership recruitment and retention; the programs sponsored by UBE and hold at least one regional meeting annually.
 2. Hold additional meetings, if necessary, of officers and chairmen of committees during the National Annual Conference.
- B. There shall be a Director of each Region who shall be elected by the membership of the Region at the Spring Regional Meeting. The regional Director shall meet the following qualifications:
1. Be a member of UBE for a period of at least three (3) years and shall have attended two National Business Meetings and Conferences within the last five (5) years.
 2. Served as member of the Executive Committee of a local chapter or held an office in the Chapter.
 3. During the term of office the Regional Director shall not hold an office in the local Chapter nor chair a committee of the local Chapter.
 4. Nominations shall be from the floor with prior consent of the nominee. The Regional Director shall be elected by a majority vote of two (2) representatives from each Chapter.
 5. Regional Directors shall be elected for a term of two (2) years.
 6. Regional Directors may server for two consecutive terms in the same office.
- C. Regions may adopt standing rules for the conduct of Annual Regional Meetings, provided there is no conflict with National UBE Bylaws.
- D. The Regional Director shall:
1. Serve as a member of the UBE National Board of Directors and may be appointed by the National President to chair or serve on a national committee.
 2. Preside at all regional business meetings and assist with planning social functions scheduled for the region.
 3. Be responsible for at least one annual regional meeting and serve as liaison between the UBE National Board of Directors and the Chapters.
 4. Assist in the organization of Chapters within the region and share information of interest to chapters and members.

5. Assume responsibility for the supervision of the chapter presidents in the respective Regions, providing direction and support to them.
6. Serve as Chairman of the Regional Executive Committee.
7. Prepare a written Annual Report of their activities.
8. Perform such other duties as may be designated in these Bylaws or directed by the National Board of Directors.

Section 2. Each Region shall hold an Annual Regional Meeting within the boundaries of the Region. Meeting shall be scheduled between February 15th and April 30th, except for other dates which shall be approved by UBE National Board of Directors at one of its regular meetings preceding an Annual Meeting of the UBE Board of Directors.

- A. Time for business conducted at Regional Meetings shall be provided for in the meeting agenda. All issues voted upon and approved by members shall be binding upon all the chapters in the region.
- B. In order for business to be considered at the National Annual Business Meeting, a motion must be made and seconded, if required.

Section 3. Regional Executive Committee

- A. The presidents of the Regions' chapters and the officers of the Region, including the Regional Director, shall constitute the Regional Executive Committee.
 1. The Executive Committee shall have general supervision over the affairs of the Region between its business meetings, make recommendations to the Region and the Board of Directors, and shall perform such other duties as are specified in these Bylaws or as directed by the National Board of Directors.
 2. The Executive Committee shall determine the hour and place of meetings. The committee shall be subject to the orders of the National Board and none of its acts shall conflict with action taken by the National Organization.
- B. The Regional Executive Committee shall meet at least three (3) times a year: at the National Annual Business Meeting, the Fall Planning Meeting, and the Spring Regional Meeting. Business may be conducted by mail or by telephone when necessary.

Section 4. Voting and Quorum

- A. A vote may be taken by mail or telephone whenever it becomes necessary. Action taken by mail shall be verified by the Region's Recording Secretary and made part of the minutes of the next session of the Committee.
- B. Quorum. A majority of the members of the Executive Committee shall constitute a quorum.

ARTICLE VII: NATIONAL OFFICERS

Section 1. Elected National Officers Elected National Officers shall be the following: President, Vice President, Secretary, and Treasurer.

Section 2. Qualifications

- A. To be eligible for the office of President, Vice President, Secretary, and Treasurer, a candidate shall have been a member in good standing for a least five (5) years and shall have attended at least three (3) National Annual Business meetings in the five (5) years prior to the beginning of the term for which nominated.
- B. If there are no Nominees for the office of Treasurer, the incumbent Treasurer may continue until a qualified replacement is obtained or an outside person/firm is contracted to do the work of the office.
- C. The eligibility of any candidate shall be established by the Chapter President and/or through the Annual meeting Registrar.

Section 3. Term of Office

- A. Officers shall assume their duties at the close of the National Annual Business Meeting at which they are elected. The newly elected President and other Officers shall meet with the outgoing Officers at the close of the Conference for the purpose of beginning a smooth transitional period.
- B. Officers shall serve for a term of three (3) years or until their successors are elected.
- C. With the exception of the Treasurer, who shall serve no more than three (3) consecutive terms, no officer shall server more than two (2) consecutive terms in the same office.

ARTICLE VIII: DUTIES OF OFFICERS

Section 1. Duties of the Officers Officers shall perform the duties prescribed for in these Bylaws and by the parliamentary authority adopted by UBE and such other duties as prescribed by the revised Policy Handbook.

Section 2. Officers shall perform the duties provided in this section.

A. The President shall:

1. Be the chief executive officer and the only official spokesperson of UBE.
2. Appoint, subject to approval as required in these Bylaws, all committees and subcommittees except the Nominating Committee and as otherwise provided in these Bylaws; Serve on all committees as an ex-officio member except the Nominating Committee.
3. Co-sign contracts as required.
4. Be an authorized signatory on checks.
5. Serve as the Chartering Officer of new Chapters.
6. Fulfill such other duties as may be assigned by the Executive Committee for the Board of Directors or as moved during the Business Meeting at the Annual Conference.
7. Be responsible for all membership issues which may come to his/her attention.
8. Preside over all meetings and call special meetings.
9. Install the newly elected Officers at the Conference at which they are elected. In the event that the President is re-elected, the Immediate Past President shall conduct the formal installation.
10. Assign duties to the Regional Directors or other Officers and Committee Chairman as required.
11. Appoint a committee of three (3) members, composed of one Officer and two (2) members, to approve the minutes of the Annual Meeting prior to the distribution of the minutes to the membership.
12. Provide leadership in developing proposals and projects for securing funding for National Programs for UBE.
13. Serve as advocate for the concerns of UBE within the National Church.
14. Act as liaison for UBE with other minority, cultural, social action, and special interest groups in the Episcopal Church, ecumenical and secular organizations.

B. The Vice President shall:

1. Serve as Chairman of the Policy Handbook Committee.

2. Be responsible for the implementation of procedures in the establishment of the Chapters.
 - a. Serve as the Consultant to the Regional Director when prospective new groups are being considered for membership.
3. Fill the unexpired term in the office of the National President, if a vacancy occurs.
4. Fulfill such other duties as may be assigned by the National President, the Executive Committee, or the Board of Directors.

C. The Secretary shall:

1. Record the minutes of all meetings of the National UBE, the National Board of Directors, the National Executive Committee, and the National Annual meeting of the Membership.
2. Furnish a copy of the minutes of the National Business Meeting and of the National Board of Directors' meetings to each member of the National Board, and to such other persons as may be directed by the President no later than ninety (90) days after the close of Annual Conference.
3. Furnish a copy of the minutes of the Executive Committee meetings to each member of that Committee within ninety (90) days after the close of the Executive Committee Meetings.
4. Maintain an accurate record of attendance at the Executive Committee, Board, and Annual Business Meetings.
5. Be prepared to read at the National Business Meetings and, upon request of the President, the recommendations adopted by the National Executive Committee or the National Board of Directors.
6. Issue notices of Board Meetings and Executive Committee Meetings.
7. Serve as custodian of the record of proceedings and seal of the corporation; affix the seal to all documents at the direction of the President.
8. Maintain a file of past and present members of UBE. The file shall be updated annually with the assistance of the National Treasurer.
9. Compile a list of correspondence and read the letters so designated by the President at the National Board of Directors Meeting and at the Annual Business Meeting.
10. With the President, sign contracts as required.

11. Fulfill such other duties as assigned by the President, the National Board of Directors, or its Executive Committee.

D. The Treasurer shall have demonstrated the ability to handle organizational funds and shall:

1. Be the custodian of all funds and serve as Chairman of the Budget/Finance Committee.
2. Make financial reports to the National Board of Directors at the Board of Directors Meeting and to its Executive Committee when required.
3. Submit an annual financial report at the National Annual Business Meeting subject to audit at the close of Conference by a Certified Public Accountant.
4. Perform duties pertaining to the Office as set forth in these Bylaws and in the Policy handbook or assigned by the National President, National Board of Directors, and its Executive Committee.
5. Keep funds in a depository approved by the National Board of Directors.
6. Disburse money only upon receipt of a properly signed voucher for payment of bills, budget allotments, and other authorized expenditures.
7. Be an authorized signatory on all checks. There shall be two (2) signatures required on all checks.
8. Be a bonded officer of UBE.
9. Perform other duties pertaining to the National Office as defined in these Bylaws, Policy Handbook, and as assigned by the National Board of Directors or National President.

E. The Immediate Past President shall serve as ex-officio with seat, voice and no vote for two (2) years.

Section 3. Removal from Office Any officer failing to perform his/her duties as set forth in these Bylaws shall be notified in writing by the Executive Committee and removed from office by a two-third (2/3) vote of the Board of Directors. This action shall be ratified by the Members at its National Annual Meeting.

ARTICLE IX: REGISTERED AGENT

Section 1. In addition to the elected officers, there shall be an appointed Registered Agent. The Registered Agent shall be a UBE member residing in the State of Delaware and shall be appointed by the President for a term of three (3) years or until his/her successor is appointed.

- A. Shall include the duties of the Registered agent.
- B. Secure for safekeeping copies of Papers of Incorporation and other official papers of the Corporation. The President shall always maintain original copies of these papers in his/her file.
- C. Maintain a record and serve as custodian of any gifts or objects of value that belong to the UBE.
- D. Give a report of his/her activities at the Board of Directors and Annual Business Meetings.

ARTICLE X: NOMINATIONS AND ELECTIONS

Section 1. Nominations

- A. A Nominating committee of five (5) members shall be elected by ballot at the Annual Business Meeting. Nominations for the Committee may be slated by the Nominating Committee and nominations may be made from the floor. Election shall be by ballot at the same time as the election of Officers. A plurality vote shall elect and the member receiving the largest number of votes shall serve as the chair of the Committee. No member shall serve two consecutive terms on the Committee and no two members shall be from the same chapter or Family.

If more than one member from a Family or chapter receives sufficient votes to be elected, the one receiving the largest number of votes shall serve. In the event of a tie for any position, lots shall be drawn to determine who shall serve. Vacancies in the committee shall be filled by the National Executive Committee.

- B. The Nominating Committee shall:
 - 1. Consider the qualifications of all candidates proposed by the membership or by members of the Nominating Committee. The Nominating Committee shall follow the procedures as established by the Policy Handbook under "Nominating Guidelines and Election of Officers", or as described in the Organization's Parliamentary Authority.
 - 2. Submit at least one name for each office to be filled. The report shall be read on the first day of the General Business Meeting.
- C. Additional nominations may be made from the floor. No name shall be placed in nomination without the written consent of the nominee. Written consent shall be received by the Nominating Committee at the time of nominations.

- ### **Section 2. Elections**
- Officers shall be elected by ballot. A majority vote shall elect. When there is only one candidate for an office or the required number for a position and there is no objection from the membership, the Chair may declare the candidate(s) duly elected.

Proviso: Provided that the Nominating Committee is nominated from the floor at the '95 Convention, Election shall proceed as above.

ARTICLE XI: MEETING AND CONFERENCE

- Section 1.** The Conference and Annual Meeting shall be under the direction and supervision of the Board of Directors.
- A. The National Board of Directors shall be responsible for the selection of the Conference site, theme, program, agenda, and the selection of the Conference staff.
 - B. The Executive Committee of the National Board of Directors shall serve as overseer of all events.
 - C. Chapters, Churches Colleges, and/or other interested individuals may submit a written invitation to the National Board to consider a particular site.
 - D. The National Board may accept and designate the group as Liaison-Host of the Conference. All Conference related planning must be at the direction of an appointed member of the National Board of Directors who shall serve as the Conference Coordinator.
 - E. Neither the Liaison chapter nor its members shall incur Conference related expenses, sign contracts, or enter into Conference related contracts without the written authorization of the National President, Members shall be held liable for any unauthorized expenditures and may be subject to further disciplinary action.
 - F. Liaison-Host groups and Conference Coordinators shall follow the duties and responsibilities as outlined in the Guidelines for Planning the Annual Conference and Business Sessions. (See the Policy Handbook)
- Section 2.** UBE shall hold its Annual Business Meeting and Conference between June 1 and July 15 for the purpose of electing officers, receiving reports, and transacting business as may come before it.
- Section 3.** The National Treasurer shall be responsible for the financial operation of the Conference including, but not limited to, collecting registration fees, co-signing contracts with the President, budgeting for the Conference, disbursing payments to providers of service preparation, preparing and submitting a financial report of the Conference to the Board of Directors sixty (60) days at the close of the Conference.
- Section 4.** The official Call of the Annual Business Meeting and Conference shall be issued by the National Board of Directors. The Official call shall be mailed no later than six (6) months prior to the scheduled Conference.

Section 5. Voting Body The voting body shall consist of all National Officers and registered members in good standing.

Section 6. Voting

- A. Voting shall occur by roll call, voice vote (yeas or nays), secret ballot, and/or general consent at the discretion of the presiding Chair, or by any other method in accordance with UBE's Parliamentary Authority.
- B. The Parliamentarian shall have one vote during business meetings.
- C. No member shall vote in more than one capacity and there shall be no voting by proxy at the Conference.

Section 7. Quorum A Quorum for the Annual Business Meeting of the Conference shall be a majority of the registered voting members in attendance plus three (3) members of the Executive Committee of the National Board.

Section 8. Conference Guests

- A. Conference guests, friends, and/or relatives of UBE members who have been invited to attend the Annual Conference shall pay the required registration fee.
- B. Annual Business Meetings shall remain closed to guests, friends, and/or relatives unless an open meeting is authorized by the National Board of Directors.

Section 9. Postponement or Cancellation of Conference

- A. The National President shall determine the necessity for postponing or canceling the Annual Conference in wartime or for acts of God (i.e. tornadoes, earthquakes, etc.) or for other emergencies. This shall be confirmed by a two-thirds (2/3) vote of the National Board of Directors.
- B. Request for postponement or cancellation of a Conference by a Liaison-Host must be made three (3) years prior to the scheduled Conference in writing and to the National President who shall determine the need for such requests. The National Board of Directors, by a two-thirds (2/3) vote in a meeting or by mail, may honor the Chapter's request.
- C. Members under dire circumstances may cancel their registration to the conference by writing a letter to the President explaining the need to cancel their registration. Registration fees shall be refunded in full, if requests for cancellation are received prior to the deadline date for registration. A refund of registration fees will be made at the discretion of the National Board of Directors, if requests for cancellation are received after the deadline date. The refund policy shall be included on the Conference registration form.

ARTICLE XII: BOARD OF DIRECTORS

Section 1. Composition

- A. The members of the Board of Directors shall be:
 - 1. Elected Officers
 - 2. Regional Directors
 - 3. Two (2) At-Large Members
 - 4. Youth Advisor
 - 5. Two (2) Youth Representatives
 - 6. Immediate Past President

Section 2. Terms of Office

- A. The terms of office for the Board of Directors shall be:

<u>OFFICE</u>	<u>TERM</u>
National Officers	Three Years
Regional Directors	Two Years
Two At-Large-Members	Two Years
Youth Advisor	Two Years
Two (2) Youth Representatives	Two Years
Immediate Past President	Two Years

Election guidelines are listed in the Revised Policy Manual.

Section 3. Duties The National Board of Directors shall:

- A. Have full power and authority over the affairs of UBE between Conferences.
- B. Approve standing committee procedures that directly affect areas of UBE outside the purview of the Committee.
- C. Delegate to the Executive Committee such authority as it shall deem advisable.

- D. Adopt an annual budget at its first meeting.
- E. Determine the time, place, and registration fee for the Annual Conference.
- F. Consider and resolve all appeals from decisions of the Executive Committee of the National Board.
- G. Consider and resolve the question of revocation of the Charter of a Chapter upon recommendation of the Regional Directors and the Executive Committee of the National Board.
- H. Have the authority to adopt special rules of order or standing rules to govern its proceedings.
- I. Report recommendations and actions taken to the membership.
- J. Report to the Membership through a newsletter or by other means.
- K. Perform such other duties as defined by these Bylaws and as directed by the Conference Body.
- L. Appoint two members to serve as At-Large Members of the Board of Directors.
- M. Elect the Youth Advisor. Nominees for Youth Advisor shall be selected by a simple majority vote of the Youth present at the Annual Meeting and Conference, and then submitted to the National Board.

Section 4. Sessions

- A. Regular
 - 1. The national Board of Directors shall meet at conferences and at least three times between conferences. The Board may meet via electronics (i.e. E-mail or phone conference). Except in the case of an emergency as declared by the newly-elected officers, the first session shall be a post-conference meeting.
 - 2. The mid-term board session shall be held in the Autumn at a time and place to be determined by the National Board of Directors.
 - 3. The pre-conference sessions shall be held at the site of the Annual Conference at a time to be determined by the National Board of Directors.
- B. Special sessions - Special sessions of the National Board may be called by the President with at least fifteen (15) days notice to all members of the Board of Directors.

- C. Observers - members of UBE may attend sessions of the National Board of Directors as observers.

Section 5. Voting

- A. A vote by mail may be taken when necessary. Action taken by mail shall be verified and made a part of the minutes of the next session of the National Board.
- B. A majority vote shall be required to amend and adopt a budget.

Section 6. Youth Representatives

- A. The Youth Representatives shall:
 - 1. Be members in good standing.
 - 2. Not older than 21 years of age at time of election.
 - 3. Have attended at least one Conference and Annual Meeting before his/her election.
- B. The Youth Representatives shall be elected by simple majority of the Youth present at the Conference and Annual Business Meeting.

ARTICLE XIII: EXECUTIVE COMMITTEE

Section 1. Composition The members of the Executive Committee of the National Board of Directors shall be the President, the Vice-President, the Secretary, and the Treasurer.

Section 2. Duties The Executive Committee shall:

- A. Have general supervision of the affairs of UBE between meetings of the Board of Directors.
- B. Conduct business that may be referred to it by the Board of Directors.
- C. Fill vacancies by ballot vote in all elected offices, with the exception of the Office of President.
- D. Have power to employ an Administrative Director or other staff persons and determine the duties of the position.
- E. Select a certified public accountant to audit the financial records of UBE.
- F. Consider causes for revocation of Chapters or Regions and make appropriate recommendations to the Board of Directors for action.

- G. Determine items to be sold by UBE and sale prices.
- H. Be authorized to transfer funds from one line item of the budget to another, and to authorize expenditures from unallocated funds.
- I. Have the authority to adopt special rules of order or standing rules to govern its own proceedings.
- J. Decide the number and boundaries of districts.
- K. Approve the content of the Policy Manual.
- L. Perform such other duties as defined in these Bylaws.

Section 3. Meetings

- A. Meetings of the Executive Committee shall be held in January or February at the Call of the National President or at the request of two (2) members of the Committee. At least five (5) days prior, notice shall be given each member of the Committee, except for a meeting the National President may call during a session of the Board of Directors or at Conference.
- B. Meetings may be conducted by telephone conference with twenty-four (24) hours notice.

Section 4. Business

- A. Business may be conducted by mail and telephone when necessary.
- B. Action taken by mail or telephone conferences shall be verified by the Secretary and made part of the minutes of the next meeting of the Executive Committee. All such actions taken shall be reported to the Board of Directors.

Section 5. Quorum A majority of the Executive Committee shall constitute a quorum.

ARTICLE XIV: COMMITTEES

Section 1. Standing Committees

- A. The Standing committees of UBE shall be:
 1. Budget-Finance
 2. Bylaws
 3. Long Range Planning
 4. Public Relations
 5. Youth
 6. Policy/Procedure Handbook

- B. All Committee Chairmen and at least a majority of the members of each Committee and subcommittees shall be members appointed by the President, unless otherwise provided in these Bylaws.
- C. Ex-Officio Committee Members
 - 1. The President shall be an Ex-Officio member of all committees except the Nominating Committee and the Disciplinary Committee.
 - 2. The Chairman of each standing committee shall be an Ex-Officio member of all subcommittees within the respective committee.
- D. Standing committees shall develop a plan of work and procedures and submit them to the President for approval.
- E. Subcommittees, except for Budget-Finance, Bylaws, and Nominating Committee, may include Associate members of UBE as recommended by the Chairman and appointed by the President.
- F. No member shall serve as Chairman of more than one standing committee.
- G. The term for committee members shall be three (3) years or until their successors are appointed. With the exception of the Budget-Finance Committee, the Long Range Planning Committee, and Youth Committee, standing committee members shall be ineligible for reappointment to a second consecutive term on the same committee. However, a member of the standing committee may be appointed chairman of that committee for the succeeding term.

Section 2. Budget-Finance Committee

- A. Composition. The Committee shall be composed of the Treasurer as Chairman, the Vice-President, and two members elected by the National Board of Directors at the first meeting of the Board. The Administrative Assistant may attend in an advisory capacity.
- B. The Committee shall:
 - 1. Have general supervision of the finances of UBE, subject to the approval by the Board of Directors.
 - 2. Prepare an Annual Budget for presentation to the Board of directors at the pre-conference session.
 - 3. Present the proposed budget, with recommendations for adoption by the Membership, at the first session of the Annual Business Meeting.

Section 3. Bylaws Committee

- A. Composition - The committee shall be composed of a Chairman and two members, except when the drafting of a revision is authorized the Committee shall consist of a Chairman and three (3) members. All members shall be from the regular membership classification.
- B. The Committee shall:
 - 1. Review all amendments submitted in accordance with ARTICLE XXI and edited for composition.
 - 2. Consolidate similar amendments from joint proposal.
 - 3. Have the right to originate amendments.
 - 4. Submit proposed amendments to the Bylaws as provided in ARTICLE XXI, together with the committee's recommendation for action.
 - 5. In the event a revision is authorized, prepare and submit the proposed revision to the membership according to ARTICLE XXI and to the Conference for consideration.
 - 6. Maintain a file of each Chapter's Bylaws.

Section 4. Long Range Planning Committee

- A. Composition - The Committee shall be composed of a chairman and five (5) members, two of whom shall have served on the previous Long Range Planning Committee, and one of whom shall be the National Vice-President.
- B. The Committee shall:
 - 1. Analyze UBE's progress in achieving its objectives.
 - 2. Develop detailed definitions of goals and major objectives of the Long Range Plan.
 - 3. Recommend methods to accomplish the Long Range Plan.
 - 4. Be accountable to the National Board of Directors and submit to the Board any proposed substantial changes in the content or administration of the Long Range Plan.

Section 5. Public Relations Committee

- A. Composition - The Committee shall be composed of a Chairman and two other members.

- B. The Committee shall:
1. Explore and recommend methods of acquainting the general public with the functions and services of UBE.
 2. Prepare publicity statements for release, with the approval of the President, at the time of Conference and sessions of the Board of Directors.
 3. Enlist cooperation of local members for publicity incidental to National, Regional, and Chapter events.

Section 6. Youth Committee

- A. Composition - The Committee on Youth shall be composed of a Chairman and three (3) members, two of whom shall be Youth Advisors and Youth Representatives.
- B. Duties. The Committee shall:
1. Encourage participation by youth and young people in the programs of UBE.
 2. Develop methods of attracting and retaining youth as members in UBE.

Section 7. Handbook/Policy Committee

- A. Composition - The Committee shall be composed of the National Vice-President as Chairman and three (3) members.
- B. The committee shall:
1. Establish guidelines and procedures necessary for implementation of the rules and policies of the organization.
 2. Receive and circulate all proposed additions or revisions to the Policy Handbook. The Policy Handbook may be amended at any Annual Conference.
 - a. By a majority vote provided that the proposed changes shall have been submitted by mail at least sixty (60) days prior to Conference and with the Committee's recommendation.
 - b. If originated by a party other than the Committee, the proposed change shall have been submitted to that Committee on or before February 1st in the year of the Conference.
 - c. Distribute the Policy Handbook to membership.

Section 8. Special Committees Special Committees may be created as necessary by the Conference of the National Board of Directors.

ARTICLE XV: DISCIPLINARY ACTION

Section 1. Any member violating the rules and policies of UBE shall be subject to disciplinary action. Disciplinary action may involve any of the following:

- A. Suspension - withdrawal from all activity with the local Chapter, Regions, and the UBE for a specific period not to exceed one (1) year. Suspension shall be by a two-thirds (2/3) vote of the National Board of Directors. Prior Notice of Intent to suspend the member of a Chapter must be given to the specified Regional Director and National Board of Directors. After a review by the National Board, the Board must give notice to the Chapter to proceed with a vote to suspend.
- B. Expulsion - total severance of a member's relationship with UBE. Any member violating the rules and policies of the UBE may be recommended for expulsion by a two-thirds (2/3) vote of the active members of the local chapter or Board of Directors. Expulsion becomes final by a two-thirds (2/3) vote of the membership at the Annual Business Meeting.
- C. Any member subject to disciplinary action is entitled to a hearing as outlined in the Policy and Procedure Handbook.

Section 2. Any Chapter violating rules and policies of UBE shall be subject to disciplinary action. Disciplinary action may involve any of the following:

- A. A Chapter may be placed on probation in order to correct its deficiencies.
- B. A Chapter may be recommended for dissolution. The recommendation for suspension of a Chapter and/or dissolution must be accepted by two-thirds (2/3) ballot vote of the National Board of Directors. Within the procedures for Charter revocation, the chapter shall be permitted to meet the requirements before final action is taken to revoke the Charter as outlined in the Policy Handbook. The final decision to recall a Chapter's charter rests with the Members by a two-thirds (2/3) vote at a Conference Business Meeting.
- C. Causes for revocation shall be failure to do one or more of the following:
 - 1. Maintain the required minimum membership.
 - 2. Comply with the objectives of UBE.
 - 3. Bring chapter Bylaws into compliance with National UBE Bylaws.
 - 4. Hold regular meetings.

5. Promote programs of National UBE.
- D. In order to give chapters an opportunity to provide evidence that the cause for revocation no longer exists or to appear before the National Board, Notice of Intent to Revoke a charter shall be sent to the Chapter by certified mail, with return receipt requested, three (3) months prior to the meeting of the National Board of Directors at which action on the revocation will be considered.

ARTICLE XVI: CHAPTERS AND MEMBERS GRIEVANCE PROCEDURE

Section 1. Complaints and grievances filed by chapters and/or members shall be processed in accordance with the "Grievance Policy" outlined in the Policy Handbook.

Section 2. Grievance Committee

- A. The committee shall be appointed by the National President, composed of three (3) members from the National Board of Directors, and shall not be members of the Executive Committee of that Board.
- B. Members of the Committee shall be appointed by the National President and approved by the Board of Directors.
- C. The committee shall report to the Board of Directors in its recommendations for action, without disclosing confidential information.
- D. If the disposition of the complaint does not satisfy the Chapter or member(s), the Chapter or member may appeal the case to the National Board of Directors and to the National Membership at a general membership meeting, in that order, for action. The membership action, based upon recommendation from the National Board, shall be final.

ARTICLE XVII: Office of the Corporation

Section 1. Office The office of the Corporation shall be located in the City of Wilmington, County of New Castle. The Corporation may have such other offices at a place to be selected by the National Board of Directors and in keeping with the incorporation laws of the State of Delaware.

Section 2. Registered Agent The Corporation shall maintain a registered agent. The name and address of the registered agent and the name and address of the registered office may be changed, as necessary, by the Board of Directors.

Section 3. Administrative Director The Administrative Director shall be recommended by the National President. Approved by the UBE Board and report to the President, perform such duties as directed by the President and as stated in the UBE Bylaws, Standing rules and Policy Handbook.

ARTICLE XVIII: PUBLICATION

- Section 1. National Newsletter** The official publication of UBE shall be the National Newsletter.
- A. The purpose of the National newsletter shall be to:
 - 1. Promote the objectives of UBE.
 - 2. Inform the membership of the work of the officers and committees.
 - B. National Newsletter shall be published at least semi-annually.
 - 1. A copy of each issue shall be mailed to each chapter member in good standing through the chapter president, and to such other members as directed by the Board of Directors.
 - 2. One issue may contain the Call to Conference and shall be mailed at least six months before the opening of Convention.
 - C. The President shall serve as editor of the newsletter, and may appoint an assistant editor.

ARTICLE XIX: OFFICIAL EMBLEM AND SEAL

- Section 1. Official Emblem**
- A. The official emblem of UBE shall be a shield in the shape of the National Episcopal Church's shield, in colors of green, red, and black. The background shall be in green, and a red cross centering the shield, an connecting UBE in the right corner, with small Xes (x) criss-crossing the design in the form of a large X in the left corner of the shield.
 - B. The official seal shall be kept in the custody of the National President and passed to his/her successors.
 - C. The official emblem and seal shall be changed only by the members of the UBE.

ARTICLE XX: PARLIAMENTARY AUTHORITY

- Section 1.** The UBE shall be governed by the rules contained in the current edition of Robert's Rules of Order, Newly Revised. The Parliamentary Authority shall govern the proceedings of UBE in all cases to which they are applicable, and in which they are not inconsistent with these Bylaws or any special rules of order UBE may adopt.

Section 2. The Parliamentary Authority of UBE shall be adopted by each chapter.

ARTICLE XXI: AMENDMENT OF BYLAWS

Section 1. ARTICLE I and ARTICLE II of these Bylaws may be amended only upon amendment of the articles of agreement.

Section 2. The Bylaws may be amended at any Annual Conference

A. By a two-thirds (2/3) vote, provided the amendment:

1. Shall have been submitted by the Bylaws Committee, the National Board of Directors, the National Executive Committee, a Standing or Special Committee, or any member of UBE.
2. If originated by a party other than the Bylaws Committee, changes shall have been submitted to that committee on or before January 1st, in the year of the Conference.

B. Shall have been submitted to the Chapters, mailed at least sixty (60) days prior to the Conference and with Bylaws Committee's recommendation for action.

Section 3. These Bylaws may be revised only upon authorization of the Membership present at the Conference to which the revisions are presented. Drafting and authorizing revisions shall be the duty of the National Bylaws Committee.

Section 4. The authorized revision of the Bylaws shall follow the same rules as contained in **ARTICLE XXI, Section 2.**

Prepared by: Faye Hughes Price, MSW
Parliamentarian

Church of St. Edmund
Chicago, Illinois

Adopted:

July 8, 1995
Clarion Hotel
Orlando, Florida

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