

# Bylaws of United Under Arts, Inc.

## Article I. Name and Definitions

**Section 1.01:** The legal name of the nonprofit organization is United Under Arts Inc. and henceforth it shall be referred to as the Corporation.

**Section 1.02:** The Executive Board refers to the President and the three Executives of the Corporation.

## Article II. Purpose

**Section 2.01:** The purpose of the Corporation is set forth in the Articles of Incorporation. The specific purpose is to provide arts opportunities to all, particularly underserved populations.

**Section 2.02:** The Corporation is established under the Internal Revenue Code section 501(c)(3) and thus operates exclusively for charitable purposes as defined under section 501(c)(3).

**Section 2.03:** The Corporation will not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary nonprofit purposes.

**Section 2.04:** At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation tax exempt under section 501(c)(3).

### Article III. Board of Directors

**Section 3.01:** The Corporation shall be governed by a Board of Directors which shall have all the rights, powers, privileges, and limitations of liability of directors of a nonprofit organized under the Not-for-Profit Corporation Law of New York. Their duties are

- Supervise all officers and members of the Corporation to ensure that their duties are performed properly
- Meet once a year to review important documents and happenings in the Corporation; other meetings may be called if necessary

**Section 3.02:** The Board of Directors shall consist of at least three members and no more than six members.

**Section 3.03:** The Board of Directors shall receive no compensation other than for reasonable expenses incurred on behalf of the Corporation.

- Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**Section 3.04:** A Director shall be appointed for a term of 2 years. No person shall serve more than 2 consecutive terms or 4 consecutive years.

**Section 3.05:** The Board of Directors may remove any Director through a majority vote in the affirmative at any meeting. Directors may be removed for the following reasons:

- Their term is up.
- Failure to fulfill responsibilities
- Failure to disclose a conflict of interest
- Has missed more than 2 consecutive meetings

Directors may resign at any time provided they give the rest of the Board and the President two weeks' advance notice, preferably in the form of a letter emailed to [info@unitedunderarts.org](mailto:info@unitedunderarts.org).

**Section 3.06:** Successors may be appointed by the current Board of Directors and will take on the position immediately after the Director they are set to replace has left.

**Section 3.07:** It is mandatory that the Board of Directors meet once a year (virtually), at a time of their choosing. The Board of Directors may call other meetings throughout the year as necessary.

**Section 3.08:** The primary purposes of the annual meeting is to review the Bylaws and other organizing documents and make changes as necessary, review potential conflicts of interest, and to ensure the compensation paid is reasonable.

#### Article IV. Officer Team

**Section 4.01:** The Officer team consists entirely of middle school, high school, and college students. They are in charge of general operations- event planning, fundraising, partnering with

other organizations, and recruiting new members and officers. The officer levels are International Officers (President, Executives, other International Officers) and Chapter Officers.

**Section 4.02:** The International Officers are divided into three committees, each headed by an Executive, who is assisted by other International Officers in his/her committee: Management (Finance, Events, and other logistics), Marketing, and Technology. The Chapter Officers are in charge of specific city/state-based chapters of the Corporation and run events in their city/state.

**Section 4.03:** The Chapter Officers report directly to their designated International Officer; the non-executive International Officers report directly to the Executives; and the Executives report directly to the President.

**Section 4.04:** International Officer (including the Executives and President) terms should not exceed 2 years, and officers may only be reappointed by the Board of Directors once (for a total of 4 years in office). They may not be reappointed if they have already graduated from college (undergraduate). Non-executive International Officers may also be removed, by majority vote of the Executive Board (three Executives and President), for doing one or more of the following:

1. Failing to respond promptly (within a few days) to messages of Executives and/or Directors (several warnings, then a possible removal)
2. Failing to attend meetings without appropriate reason such as illness or a family emergency (three warnings, then a removal). There is no required meeting schedule; however, the number of meetings should not exceed more than one per week.

3. Sharing private documents and communications with people not on the international team
4. Not fulfilling tasks assigned by Executives
5. Failing to adhere to general volunteer rules
  - a. No harassment, discrimination, or prejudice
  - b. No spam or anything inappropriate on any UUA channel (including but not limited to our group chats, emails, and document folders)

Executives may only be removed by majority vote of the Board of Directors, for the same above violations. International Officers (including Executives and the President) may resign at any time provided they give the rest of the International Team (other International Officers and Board of Directors), preferably in the form of a letter emailed to [info@unitedunderarts.org](mailto:info@unitedunderarts.org).

**Section 4.05:** Chapter Officer terms should not exceed 4 years, and they are not able to be reappointed. Chapter Officers may be removed, by majority vote of the International Officer team, for doing one or more of the following:

1. Failing to respond promptly (within a few days) to messages of International Officers (several warnings, then a possible removal)
2. Failing to attend meetings without appropriate reason such as illness or a family emergency (three warnings, then a removal). There is no required meeting schedule; however, the number of meetings should not exceed more than one per week.
3. Not fulfilling tasks assigned by International Officers
4. Failing to adhere to general volunteer rules
  - a. No harassment, discrimination, or prejudice

- b. No spam or anything inappropriate on any UUA channel (including but not limited to our group chats, emails, and document folders)
5. Sharing private documents and communications with people not on the regional or international teams

Chapter Officers may resign at any time provided they inform the rest of the International Team (other International Officers and Board of Directors), preferably in the form of a letter emailed to [info@unitedunderarts.org](mailto:info@unitedunderarts.org).

**Section 4.06:** Non-executive International Officers are selected through an application process and a majority vote of the Executive Board. Executives are selected through an application process and a majority vote of the previous Executive Board. New Chapter Officers are selected from the application so long as they meet the requirements.

1. International Officers must be at least fourteen years old. First time applicants must also not yet be in college, though an officer that is seeking reappointment after one term *can* be in college (undergrad) or high school.
2. Chapter Officers must meet these requirements:
  - a. They must be from a city/state that does not already have a chapter (if a student requests to set up a chapter in a city where one is already present, then that request will be denied).
  - b. They must live, at least part-time, in the city/state that they are setting up a chapter in.
  - c. They must be at least thirteen years old.

- d. After a Chapter Officer is removed or resigns, a new one may be elected by majority vote of the chapter members.

#### Article V. Volunteer Membership

**Section 5.01:** Volunteers should be secondary school students. One of the defining features of the Corporation is that it is mainly youth-led, and this must be shown through the volunteer body.

**Section 5.02:** All volunteers must follow these rules:

1. No harassment, discrimination, or prejudice
2. No spam or anything inappropriate on any UUA channel (including but not limited to our group chats, emails, and document folders)

Volunteers may be warned, suspended, or banned from the Corporation for defying these rules by any Executive or Director that has sufficient evidence of the transgression.

**Section 5.03:** To remain a volunteer, the only requirements are to follow the rules. There are no mandatory meetings or minimum number of hours the volunteers must work.

#### Article VI. Principal Office

**Section 6.01:** The Principal Office of the Corporation is located in the county of Kings, New York.

**Section 6.02:** The address of the Principal Office may be changed by the Directors at any time by noting the change here:

- New Address:
- Date changed:

The designation of the location in Section 6.01 may be changed with a majority vote of the Board of Directors; it would be considered an amendment to the bylaws.

#### Article VII. Role restrictions and Compensation

**Section 7.01:** Certain roles are restricted in some cases to avoid conflict of interest. No person may hold two officer positions of different levels; for instance International Officers may not be Regional, Chapter, or Branch Officers. An officer may hold another position as the interim officer, but they may not be the long-term appointed officer.

**Section 7.02:** Compensation for a Director, Officer, or member of the Corporation will only be paid for expenses incurred on behalf of the Corporation and shall be approved by the Board of Directors prior to the first payment of compensation.

**Section 7.03:** All Directors who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii):

- They are not the person who is the subject of the compensation arrangement, or a family member of such person;



- They are not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
- They do not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
- They have no material financial interest affected by the compensation arrangement;
- They do not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

**Section 7.04:** The Board of Directors shall obtain and rely upon appropriate data for comparability prior to approving the terms of compensation.

Appropriate data may include the following:

- Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions.
  - "Similarly situated" organizations are those of a similar size, purpose, and with similar resources
- The availability of similar services in the geographic area of this organization
- Current compensation surveys compiled by independent firms;
- Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement

**Section 7.05:** The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting. Such documentation shall include:

- The terms of the compensation arrangement and the date it was approved;
- The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
- The comparability data obtained and relied upon and how the data was obtained;
- If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
- If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
- Any actions taken with respect to determining if a Board of Director had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction

Article VIII. Amendments and New Policies


**Section 8.01:** The Board of Directors may choose to amend the Bylaws through a majority vote, provided they first notify the Executives of the amendment(s). Executives may also amend the Bylaws through a majority vote, provided they first notify the Board of Directors of the amendment(s) and get approval. No officer below the Executive team may amend the bylaws.

**Section 8.02:** The Board of Directors may choose to add a new policy or edit an existing one through a majority vote, provided they first notify the President. Executives may suggest new policies or edits to existing policies to the Directors and, if the Directors agree by a majority vote, draft them, but they do not have the power to approve new policies. No officer below the Executive team may create or amend policies.

Date: July 14th 2020

Signed,

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Signed, 

\_\_\_\_\_, Director

*Timothy B. Reedy*

\_\_\_\_\_, Director

A handwritten signature in black ink, consisting of several stylized, overlapping loops and lines.

\_\_\_\_\_, Director

I, the undersigned, certify that I am the acting Secretary of United Under Arts, Inc., and the above bylaws were adopted at a meeting of the board of directors held on July 14th, 2020.

A handwritten signature in black ink, featuring a large, elegant cursive 'S' followed by a few more loops.

\_\_\_\_\_, Secretary