



**Bylaws**  
**Of the**  
**Ukrainian National Women's**  
**League of America**

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**League of America**

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## I. NAME AND HEADQUARTERS

1. The name of the organization shall be: UKRAINIANNATIONAL WOMEN'S LEAGUE OF AMERICA, INC, here in after referred to as "UNWLA".

The organization shall also be known as SOYUZ UKRAINOK AMERYKY, INC., the English transliteration of its name in Ukrainian or by its initials, SUA.

Said organization shall be a non-profit corporation incorporated in the State of New York.

The UNWLA, Inc. has a Federal non profit tax exempt status under IRS Code Section 501(c)(3).

2. The headquarters are located in the City of New York, New York State.

## II. SEAL, EMBLEM, FLAG

3. The seal of the UNWLA shall be round with the full English name in the outer circle and the Ukrainian name in the middle circle surrounding the initials "SUA" in Ukrainian.



4. The emblem of the UNWLA shall have the form of an equilateral triangle with inverted base and each base angle cut off diagonally to one-sixth the length of either side. The trident shall be in the middle, the English acronym "UNWLA" above it, and the Ukrainian acronym "SUA" at the bottom on either side of the trident.



5. Flag: size 67 by 38 inches.

Top: blue field with yellow inscription of "UKRAINIAN NATIONAL WOMEN'S LEAGUE OF AMERICA, INC.". Bottom: yellow field with blue inscription in Ukrainian "SOYUZ UKRAINOK AMERYKY, INC.". Middle: the UNWLA emblem.

### **III. PURPOSE**

6. The purpose of the UNWLA shall be to unite women of Ukrainian descent in order to:
- a) preserve national identity and cultural heritage by means of studies and research of Ukrainian history, literature, arts, and traditions;
  - b) initiate efforts, the goals of which are to inform the American people about Ukrainian culture and to encourage them to become acquainted with Ukrainian literature, art, social and national ideals and aspirations;
  - c) provide financial assistance to Ukrainians within and outside the United States, specifically in educational studies and research in Ukrainian history and culture;
  - d) initiate and uphold ties with other Ukrainian as well as American and international organizations for educational and charitable purposes, especially with women's organizations;
  - e) support the Ukrainian Museum in New York;
  - f) participate in the Ukrainian, American and international women's movement.

The UNWLA shall be guided in its activities by the principles of Christian ethics, religious tolerance, political non-partisanship and shall also support the principles of human rights.

7. To accomplish its purpose, the UNWLA shall:
- a) establish Branches and Regional Councils
  - b) conduct conferences, programs and fund drives;
  - c) establish educational, charitable and cultural programs;
  - d) publish "Our Life" magazine and other literature;
  - e) cooperate with other organizations, especially with women's organizations.

#### **IV. MEMBERSHIP**

8. Membership is open to any women of Ukrainian descent or be-longing to the Ukrainian community who resides in the United States of America.

The membership of the UNWLA is divided into three categories:

- a) Regular members who, upon application and payment of dues, are accepted by the Branch Board;
- b) Members-at-large who cannot belong to a specific Branch due to distance or other valid reasons. The Executive Committee of the UNWLA accepts such members upon application and payment of dues, which includes the subscription of "Our Life";

9. Members have the right to:

- a) submit motions, debate, vote and be candidates for office in their respective Branches, and to run for office on the Regional and National Boards. These rights belong to active members who are not delinquent in payment of dues for more than one year;
- b) use the facilities of the Branches to which they are entitled;
- c) Members-at-large may participate in the Annual Meetings of the Region and the Conventions with right to submit motions. For each ten (10) members-at-large present at the Convention, they have the right to elect one (1) delegate among themselves.

10. The duties of the members shall be to:

- a) comply with all of the provisions of the Bylaws of the UNWLA;
- b) participate in Branch activities for the benefit of the Branch and the entire organization;
- c) pay membership dues, which includes the subscription of "Our Life";
- d) observe the spirit of cooperation, courtesy and mutual assistance among the members;
- e) study and cultivate the Ukrainian language.

11. Membership shall be terminated as a result of:

- a) resignation of a member;
  - b) expulsion of a member;
  - c) non-payment of dues by a member-at-large for more than one (1) year despite a written notice.
12. A Branch Board may expel a member for:
- a) actions detrimental to the Ukrainian community;
  - b) violation of the Bylaws or actions detrimental to the UNWLA;
  - c) failure to pay dues for one (1) year despite a written notice.

The decision of a Branch Board to expel a member may be appealed by said member in writing at the Annual Meeting of the Branch.

13. A Branch President, a President of a Regional Council, and the President of the National Board may not at the same time chair any other Ukrainian organization. A member belonging to two UNWLA Branches may not hold office in both Branches.

## **V. THE CONVENTION**

14. The Convention is the highest legislative power of the UNWLA.
15. A Regular Convention shall be held every three years in May.
16. The Executive Committee shall submit to the National Board for approval, the proposal for the date, the location and the agenda of the Convention. The Executive Committee shall send out a notice of a Regular Convention one year in advance.
17. A special Convention may be called:
- a) upon the decision of the National Board;
  - b) upon the written request of the majority of the Branches;
  - c) upon the written request of the Auditing Committee.

In the event that the Executive Committee fails to call a Special Convention within three months from the date of receiving a written request, it shall be called by the Auditing Committee.

18. The deliberations of a Convention shall be valid provided:
- a) notice has been given one year in advance;
  - b) the number of registered delegates present is one-third of those authorized to vote.

19. The president of the UNWLA shall call the Convention to order, verify whether a quorum is present, submit the agenda for approval and conduct the election of the officers of the Convention who shall be a chair, two vice chairs and two secretaries.
20. The following persons shall have the right to propose motions, debate and vote at the Convention:
  - a) members of the National Board and Auditing Committee;
  - b) honorary presidents and honorary members of the UNWLA;
  - c) the president or vice-president of each Regional Council;
  - d) the president or vice-president of each Branch;
  - e) delegates.
21. Delegates must attend the Convention in person. However, distant Branches shall have the right to confer a proxy upon a delegate, with the approval of the Executive Committee, but no delegate may have more than two votes.  
The order of business of the Convention shall be:
  - a) approval of the agenda;
  - b) election of the officers of the Convention;
  - c) approval of the minutes of the previous Convention;
  - d) acceptance of the reports of the National Board and of the Auditing Committee;
  - e) acceptance of the reports of the Convention Committees;
  - f) consideration of proposed amendments to the Bylaws;
  - g) decisions concerning financial matters;
  - h) establishing the amount of dues and other financial obligations of the Branches and Members-at-Large to the UNWLA;
  - i) establishing the amount of dues of Branch members;
  - j) election of the members of the National Board and of the Auditing Committee;
  - k) conferring honorary presidency and honorary membership;
    - 1) consideration and adoption of resolutions and recommendations;
  - m) resolution of differences of the Branches against the rulings of the National Board;
  - n) appointing special committees as needed to carry out specified tasks.

Items a, b, c, d, h, i and j must be included in the agenda of the Regular Convention.

23. Branches shall send one delegate for every 25 members or fraction thereof to the Convention. A Branch president or her designated representative should be included in the delegation to the Convention. Only Branches not in arrears in their financial obligations at the end of the year preceding the Convention shall have the right to send a delegation to the Convention.
24. Convention decisions shall be passed by a majority vote with the exception of decisions that require a two-thirds vote.
25. Voting shall be conducted by a show of hands unless the Convention specifically agrees to vote by ballot. Elections may be held by a ballot vote but the decision to vote by ballot must be passed by a two-thirds vote.

## **VI. ORGANIZATIONAL STRUCTURE**

26. The Ukrainian National Women's League of America, Inc. shall consist of:
  - a) the National Board, the Executive Committee, and the Auditing Committee;
  - b) Regional Councils;
  - c) Branches.
  - d) Members-at-Large

### **THE NATIONAL BOARD**

27. The National Board shall consist of a president, four vice-presidents, the immediate past president, honorary presidents, a recording secretary, two corresponding secretaries (responsible for the Ukrainian and English correspondence respectively), a treasurer, a financial secretary, a press chair, two members-at-large residing in the area of the UNWLA's principal place of business, and chairs in charge of the following committees: social welfare, education, arts and the Museum, scholarship, archive, health and environment, and any others that the Convention may decide to establish.

The presidents of Regional Council Boards and the Liaison for Branches-at-large are *ex officio* members of the National Board. The Liaison for Branches-at-large, elected, together with Vice Liaison, by and from among the presidents and delegates of Branches-at-large who are present at the Convention has *mutatis mutandis* the rights and obligations of the president of a Regional Council Board.

28. The Convention may create additional standing committees when deemed necessary or eliminate them when they are no longer needed.

29. The duties and powers of the National Board shall be:
  - a) approval of the agenda proposed by the Executive Committee;
  - b) approval of the reports submitted by the Executive Committee, committee chairs and the Auditing Committee;
  - c) decisions concerning appeals against the ruling of the Executive Committee;
  - d) adoption of projects and the budget for the fiscal year;
  - e) the decision with respect to calling a Special Convention;
  - f) the acceptance of resignations of members of the National Board and of the Auditing Committee and the filling of vacancies of those who have resigned or who are permanently incapacitated to serve, except the office of the presidency;
  - g) approval of the date, the place and the agenda of the Convention;
  - h) decisions regarding the publication of the UNWLA magazine "OUR LIFE," including its name, size and contents, and other publishing activities s;
  - i) decisions in the matter of joining or withdrawing from American and international women's organizations, Ukrainian federations and community organizations;
  - j) establishment and the management of cultural, charitable, educational and other UNWLA projects;
  - k) decisions regarding the creation of Regional Councils and their dissolution, and the dissolution of Branches;
  - l) decisions with respect to the management, purchase, sale and indebtedness concerning UNWLA property;
  - m) of candidates for honorary presidency and honorary membership;
  - n) of candidates for honorary presidency and honorary membership;
  - o) election of one member of the Executive Committee to the Nominating Committee;
  - p) ) carrying out all other business in compliance with the resolutions of the Convention for the need and interest of the organization.
30. A National Board Meeting shall be held annually. The deliberations of the meeting shall be valid provided:
  - a) all members were given notice of the place, the date and the agenda of the meeting one month in advance;
  - b) the majority of the members are present to establish a quorum.
31. In the event that an urgent matter arises, within the powers of decision of the National Board, and requires immediate attention between meetings, it shall be voted upon by correspondence, with the exception of matters involving the purchase and

sale of real property which may be voted upon only at a meeting of the National Board.

32. A special Meeting of the National Board may be called:
- a) by a decision of the Executive Committee;
  - b) by a written request of the majority of the members of the National Board;
  - c) by a written request of the Auditing Committee.

In the event that the president fails to call a Special Meeting within two months of the receipt of a written request, it shall be called by the chair of the Auditing Committee.

### **THE EXECUTIVE COMMITTEE**

33. The Executive Committee shall consist of the president, vice presidents, secretaries, the treasurer, the financial secretary, press chair and the two members-at-large. The immediate past president shall be a member of the Executive Committee in a counseling capacity.  
The editor of "Our Life" should participate in the Executive Committee meetings without the right to vote.
34. The powers and duties of the Executive Committee shall be:
- a) to manage the National Headquarters and to hire and dismiss office personnel and determine their salaries;
  - b) to handle current business of the organization between the meetings of the National Board, pursuant to the provisions of the Bylaws and in compliance with the Convention and National Board decisions;
  - c) to manage UNWLA property;
  - d) to hire or dismiss the editor of the official publication and to approve appointments to the editorial staff;
  - e) to approve the admission of a new Branch;
  - f) to suspend a Branch in its membership rights;
  - g) decisions with respect to current expenditures within the limits of the budget approved by the National Board;
  - h) decisions with respect to official trips by members of the National Board and the appointment of delegates to conventions, conferences, meetings, etc.;
  - i) to designate the date and place of the meetings of the National Board and their agenda;

- j) to appoint members of the UNWLA to the Board of the Ukrainian Museum and permanent delegates to Ukrainian, American and international federations and organizations.
35. The president shall supervise the activities of the entire organization, call and preside at the meetings of the National Board and the Executive Committee, ensure compliance with the decisions adopted by the Convention and the National Board and act as the official representative of the organization. The president shall be an *ex officio* member of all committees except the Nominating Committee. The president shall belong to the Board of the Ukrainian Museum as first vice president.
  36. The first vice president shall perform the duties of the president in her absence, and upon the resignation or permanent incapacity of the president, shall assume the presidency for the unexpired portion of the term. The second vice president shall chair the committee on organization and membership, the third vice president shall chair the committee on cultural affairs, and the fourth vice president shall chair the public relations committee.
  37. The recording secretary shall take the minutes of the National Board and Executive Committee meetings, and keep the minute book, records and reports. The corresponding secretaries shall conduct the official correspondence, maintain a correspondence file and send notices of meetings of the Executive Committee and of the National Board.
  38. The treasurer shall collect and deposit all monies, make disbursements authorized by the National Board or Executive Committee, keep a register of payments made by the Branches, preserve all financial records and bank statements and prepare monthly treasurer's reports. Checks shall be signed by both the president and the treasurer, or if the need arises, by other authorized members of the Executive Committee.  
The financial secretary shall supervise the financial bookkeeping and preparation of the annual financial reports, send notice of payments in arrears, and shall conduct correspondence in pertinent matters.  
She shall chair the Finance Committee, the duties of which shall be to propose financial policy of the organization and if there is no Budget Committee, prepare the budget to be submitted to the Annual Meeting of the National Board.

The treasurer and financial secretary shall report to the Executive Committee and National Board and shall submit audited reports to the Convention.

39. The National Board shall determine the duties and powers of the standing committees and of the members-at-large. The chairs of the standing committees shall select members in such a manner as to best promote and facilitate the work in their respective areas. The members of the committees shall be confirmed by the Executive Committee.
40. The National Board or the Executive Committee may create special committees for the performance of specific tasks. The chair of a special committee shall report to the National Board or the Executive Committee. A special committee shall cease to exist upon the completion of its task.
41. The official publication "OUR LIFE" shall be edited by the editorial Board.
42. Decisions of the National Board, the Executive Committee and all committees shall require a majority vote, with a majority of their respective members present.

#### **THE AUDITING COMMITTEE**

43. The Auditing Committee shall consist of a chair, two members and two alternates.
44. The Auditing Committee shall audit the books and financial records of the National Board once a year. The audit shall be conducted by at least three members. In the event of a permanent incapacity to serve or the resignation of a member of the Auditing Committee, the National Board shall fill the vacancy. In the event of a temporary absence, the Executive Committee may appoint a *pro tern* member to the Auditing Committee.
45. The chair of the Auditing Committee shall submit a written report of the audit at the Annual Meeting of the National Board and at the Convention. The report shall be signed by the members who participated in the audit.
46. The chair of the Auditing Committee shall participate in the meetings of the National Board without the right to vote.

47. The Auditing Committee shall have the right to conduct an audit as often as necessary for just cause or upon the request of the National Board or the Executive Committee.

### **THE NOMINATING COMMITTEE**

48. The Nominating Committee shall submit a slate of candidates for election to the National Board and the Auditing Committee at the Convention and give notice thereof to the Branches 30 days prior to the date of the Convention.
49. The Nominating Committee shall be composed of the Regional Presidents, the Chair for the Branches-at-Large, and one member of the Executive Committee. The Nominating Committee shall elect its own chair, vice-chair, and secretary from among the Committee members.

The Committee shall begin its work at least one year prior to the date of the Convention. The chair of the Nominating Committee shall present to the Convention the list of candidates, signed by a majority of the members of the Committee.

### **ASSETS OF THE UNWLA**

50. The assets of the UNWLA shall consist of:
  1. Liquid assets derived from:
    - a) dues and contributions by Branches;
    - b) publishing and other activities;
    - c) subscriptions to "Our Life" and press fund contributions;
    - d) donations and bequests.
  2. Inventory.
  3. Real estate.
  4. Specially designated funds.
  5. Folk art collections at the Ukrainian Museum in New York City.
51. Cash, valuable papers (documents), liquid assets or real estate which are bequested to the UNWLA, Regional Council or Branch, become the property of the UNWLA. Regional Councils or Branches shall immediately notify the Executive Committee of any bequests made to them directly.

The disposition of bequests made directly to the UNWLA without specific designation shall be determined by the National Board. The disposition of bequests made specifically to Regional Councils or Branches but without specifying the intended use, shall be made by the Regional Council or Branch with the approval of the National Board.

Grants and bequests donated for a specific purpose, common to the activities of the UNWLA, will be set aside to a specific fund. The National Board summons a committee to insure that the interest from the fund is distributed as prescribed by the donor. Stipends, awards, or grants-in-aid will be distributed on a competitive basis, the specifics of which will be announced in the press. Regarding bequests made directly to a Regional Council or a Branch, representatives of that Regional Council or Branch shall automatically become members of such committees.

The president of the UNWLA is an *ex officio* member of every special committee, including those described above for the disposition of special gifts or bequests.

52. Branch payments for the needs of the organization are:
  - a) mandatory annual dues and those approved by the Convention. The amount of the annual dues and other obligatory payments to be made by the Branch are determined by the Convention;
  - b) voluntary contributions for furthering the goals of the UNWLA;
  - c) newly established Branches are exempt for one year from the date of establishment from mandatory annual dues.

The calendar year shall be the basis for annual financial reports.

## **THE REGIONAL COUNCILS**

53. To the extent required, the National Board shall create Regional Councils of Branches by geographical area.
54. A minimum of three Branches shall be necessary to establish a Regional Council. All Branches located in the territory shall be automatically included in the Regional Council.
55. The headquarters of a Regional Council shall be in the place of residence of the majority of the members of its Board.

56. The business of the Regional Council shall be carried out by:
  - a) the Annual Meeting;
  - b) the Regional Council Board;
  - c) the Auditing Committee.
57. A Regular Annual Meeting of the Regional Council shall be held once a year.
58. The Annual Meeting shall be called by the Regional Council Board, with notice to the Branches and the Executive Committee given two months in advance.
59. A special Meeting of the Regional Council shall be held:
  - a) whenever called by the Regional Council Board;
  - b) upon the written request of the majority of the Branches that are members of the Regional Council;
  - c) upon the written request of the Executive Committee.If the Regional Council fails to call a Special Meeting within one month of the receipt of a written request as provided above, the meeting shall be called by the Regional Council Auditing Committee.
60. The Annual Meeting of the Regional Council shall be called to order by the president, who shall verify whether a quorum is present, submit the agenda for approval and conduct the election of the officers of the meeting.
61. The members of the outgoing Regional Council Board and of the outgoing Auditing Committee, the Branch presidents, or in their absence, their vice presidents, and the Branch delegates shall have the right to present motions, vote and to be elected to office. A member who is not a delegate may be elected to office with prior notification of her respective Branch Board.
62. A Branch shall have the right to send one delegate for every ten members or fraction thereof. It shall be the duty of the Branches to send as many delegates as the number to which they are entitled.
63. Delegates representing the majority of the Branches in the Region shall constitute the quorum for an Annual Meeting of the Regional Council.

64. The order of business of the Annual Regional Council Meeting shall be to:
- a) approve the agenda submitted by the Regional Council Board;
  - b) elect the officers and appropriate committees of the meeting;
  - c) approve the reports of the Regional Council Board and of the Auditing Committee;
  - e) approve the reports of the special committees;
  - f) elect the members of the Regional Council Board and the Auditing Committee;
  - g) adopt the budget;
  - h) determine the amount of Branch dues and contributions to the Regional Council;
  - i) confer honorary membership.
- Items a, b, c, d, e, f, g and h must be included in the agenda of the annual Regional Council Meeting.
65. A copy of the minutes of the Annual Regional Council Meeting shall be sent to the Executive Committee within 30 days of the meeting.
66. The Regional Council Board shall be composed of a president, one or more vice presidents, secretaries, a treasurer, a financial secretary, the chairs of the standing committees, and all Branch presidents. Board meetings shall be held once a month.
67. The Regional Council Executive Committee shall consist of the president, vice president(s), secretaries, treasurer, and financial secretary. It shall handle urgent business between the meetings and shall report to the Board.
68. The duties and powers of the Regional Council Board shall be:
- a) to carry out and to assist the Branches in carrying out assigned duties and obligations of the UNWLA National Board, the UNWLA Executive Committee, and the Annual Meeting of the Regional Council;
  - b) to promote, support and coordinate mutual efforts among Branches and supervise their activities;
  - c) to promote the establishment of new Branches and reorganize inactive ones;
  - d) to conduct joint programs, conferences and courses;

- e) to determine the time, the place and the agenda of Annual Meetings;
  - f) to fill vacancies on the Board due to resignation or permanent incapacity, except for the office of the president.
69. Branches may appeal decisions of the Regional Council Board to the Annual Meeting of the Regional Council, and in urgent cases, to the UNWLA Executive Committee.
70. The duties of the Regional Council president shall be:
- a) to call and preside at the meetings of the Regional Council Board and its Executive Committee;
  - b) to call meetings of Branch representatives for the purpose of promoting and carrying out common projects and cooperating in various fields of activity;
  - c) to serve as a representative of the Regional Council. Regional Council presidents shall be members of the UNWLA National Board and *ex officio* members of Regional Council committees, with the exception of the Nominating Committee. In the event that a Regional Council president cannot attend a National Board meeting, the respective vice president shall act in her place.
71. The vice presidents shall in succession carry out the duties of the president in her absence. In the event of her resignation or permanent incapacity to serve, the first vice president shall become president for the remainder of the term. Vice presidents shall be assigned specific duties and areas of activity by the president of the Regional Council.
72. The recording secretary shall prepare the minutes of the Board and Executive Committee meetings, keep the minute book, all records and official documents, have custody of the files and if need be, shall record the history of the Regional Council and maintain the archives.

The corresponding secretary shall conduct the official correspondence for the Board, maintain a correspondence file and send notices to meetings.

73. The treasurer shall collect the dues and other receipts, deposit them, make disbursements authorized by the Board, keep records of Branch payments, preserve all financial records and bank statements, and keep the appropriate books of account.

Checks shall be signed by the president and the treasurer.

The financial secretary shall send notices of payments in arrears, conduct pertinent correspondence, prepare annual financial statements, and chair the Finance Committee, the duties of which shall be to prepare the budget and to propose financial policy. The treasurer and financial secretary shall report to Regional Council Board meetings and shall submit audited reports at the Annual Meeting.

74. The chairs of the regional standing committees shall carry out their duties within the framework of the plans of action of the chairs of the respective national standing committees, with special attention to the specific needs of the region. A regional standing committee shall include the chairs of the respective Branch standing committees and additional members, as required. These committees may also include professionals who are not members of the UNWLA.
75. The Regional Council president or her representative shall participate in the Annual Branch Meetings.
76. The Regional Council Board may establish special committees for carrying out special tasks. A special committee shall cease to exist upon the completion of its task.

The chair of a special committee shall report to the Regional Council Board.

77. All receipts and disbursements of committees shall be accounted for to the treasurer of the Regional Council.
78. The decisions of the Regional Council Board and those of the committees shall be passed by a majority vote. The majority of their respective members shall constitute a quorum.
79. The Auditing Committee of the Regional Council shall be composed of a chair, two members and two alternates.
80. The Auditing Committee shall audit the books of account of the Regional Council once a year prior to the Annual Meeting at which it shall submit a written report, signed by the members who participated in the audit. Each audit shall be conducted by at least three members of the Committee.

The Auditing Committee shall have the right to conduct an audit as often as necessary for just cause or upon the request of the Regional Council Board.

81. The chair of the Auditing Committee may attend the meetings of the Regional Council Board without the right to vote.
82. The Board of the Regional Council shall elect, two months prior to the Annual Meeting, a Nominating Committee composed of five to seven members from among the Branch presidents. Additional Branch members who are not officers may also be elected. The members of the Committee shall elect a chair from among themselves. The Nominating Committee shall submit a slate of nominees to the Board and the Auditing Committee of the Regional Council at the Annual Meeting. The Nominating Committee shall send to the Branches the list of candidates two weeks prior to the Annual Meeting.
83. The assets of the Regional Council shall consist of:
  1. Liquid assets derived from:
    - a) Branch dues and contributions;
    - b) donations and bequests.
  2. Inventory.
  3. Real estate may be purchased only with the approval of the UNWLA National Board.
84. The Regional Council may be dissolved by a resolution of the UNWLA National Board upon the written recommendation of the UNWLA Executive Committee.
85. Liquidation shall be carried out by a Liquidating Committee composed of:
  - a) two members of the current Regional Council Board;
  - b) three UNWLA members from the region, appointed by the Executive Committee of the UNWLA.
86. The Liquidating Committee shall pay all liabilities and dispose of the assets in accordance with the instructions of the National Board. All books, records and documents shall be transferred to the National headquarters.

## **THE BRANCHES**

87. A minimum of ten members shall be necessary for the formation of a new Branch.
88. The requirements for the organization of a UNWLA Branch shall be:
  - a) the founding members shall, with the consent of the Regional Council Board, or Liaison for Branches-at-large, with the consent of the National Executive Committee, hold a founders' meeting at which they shall adopt the Bylaws of the UNWLA;
  - b) the new Branch shall be granted admission by the National Executive Committee and receive a Branch number and charter. Admission into the UNWLA shall become effective as of the date of the approval by the National Executive Committee.

The National Executive Committee may refuse to charter a new Branch for just cause.

By mutual agreement, two existing Branches may join together into one after holding special meetings of both Branches for this purpose. The motion to consolidate two Branches shall be proposed by the Regional Council Board and must be approved by the National Executive Committee. Such a consolidated Branch can retain one of the previous Branch numbers or can have a new number assigned to it.

89. The Branches shall have the right to:
  - a) participate in the UNWLA Conventions and Annual Meetings of the Regional Council through their delegates;
  - b) use the property and the facilities of the UNWLA to which they are entitled.
90. Branches shall have the obligation to:
  - a) conduct their activities so as to promote the objectives of the UNWLA and the development of the organization;
  - b) pay dues for the benefit of the organization to the National and Regional Council Boards and to fulfill any duties or obligations assigned to them by the Convention or Annual Meeting of their Regional Council;
  - c) cooperate with other UNWLA Branches.

91. The business of the Branch shall be carried out by:
  - a) the Annual Meeting;
  - b) the Branch Board;
  - c) the Auditing Committee.
  
92. A regular Annual Branch Meeting shall be held once a year.
  
93. A Special Meeting shall be held:
  - a) whenever called by the Branch Board;
  - b) upon the written request of the Regional Council Board, Liaison for Branches-at-large or upon the request of the National Executive Committee;
  - c) upon the written request of the majority of the members.
  
94. Annual and Special Meetings shall be called by the Branch Board. Notice of such meetings shall be sent to Branch members and to the Regional Council Board, or if there is none, to the Chair for the Branches-at-Large, one month prior to the date of said meeting.
  
95. In the event that the Branch Board fails to call a Special Meeting within one month of the receipt of a written request as provided above, it shall be called by the Auditing Committee.
  
96. The Branch president shall call the Annual Meeting to order, verify whether a quorum is present, submit the agenda for approval and conduct the election of the officers of the meeting. A quorum consists of one third of the membership of the Branch. If the required number of members fails to appear on time, the Annual Meeting may be held one hour later, regardless of the number of members present.
  
97. The order of business at the Annual Meeting shall be as follows:
  - a) adoption of the agenda and election of the officers of the Meeting and committees;
  - b) approval of the minutes of the previous Annual Meeting;
  - c) acceptance of the annual reports of the officers and the Auditing Committee;
  - d) acceptance of the committee reports;
  - e) election of the members of the Board and of the Auditing Committee;
  - f) decisions on financial matters and approval of the budget;
  - g) appeals by members concerning Board decisions with respect to expulsion of a member;

h) conferring honorary membership.

Items a, b, c, d, and e must be included in the agenda of every Annual Meeting.

98. A general membership meeting of a Branch shall be conducted once a month. At such a meeting the Branch Board shall report on Branch activities, present a schedule of future events and action, carry out the program of the meeting, and conduct the election of delegates and alternates to the Annual Meeting of the Regional Council and the UNWLA Convention.
99. The Branch Board shall consist of a president, one or more vice presidents, secretaries, a treasurer, and chairs of standing committees as required for the conduct of Branch activities. A financial secretary may be elected in larger Branches.
100. The duties and powers of the Branch Board shall be to:
  - a) conduct business in compliance with the Bylaws of the UNWLA, decisions of the Annual and General Meetings, and directives of the Regional Council and National Board;
  - b) approve the reports and the programs of action of the officers;
  - c) call general membership meetings once a month, if possible, and to propose the program thereof;
  - d) fill vacancies on the Board except for the office of the president;
  - e) admit and expel members;
  - f) fix the date, place and agenda of the Annual Meetings;
  - g) propose candidates for honorary membership;
  - h) approve plans for activities submitted by the chairs of the standing committees.
101. Board meetings shall be held once a month. In Branches, in which Board meetings are not held, all Board business shall be conducted at general membership meetings.
102. The Executive Committee, composed of the president, vice presidents), secretaries, treasurer and financial secretary, if any, shall carry out urgent business between the meetings of the Board and shall report at the following meeting of the Board.

103. The president shall call and preside at the meetings of the Board, the Executive Committee and at the general membership meetings, supervise all Branch activities and officially represent the Branch. The president shall be an *ex officio* member of all of the committees except the Nominating Committee.
104. The first vice president shall assume and perform the duties of the president in the event of the absence or disability of the latter and shall become president upon the resignation or the permanent incapacity of the president for the remainder of the term of the latter.

The vice president(s) may have other duties assigned to her (them).

105. The recording secretary shall prepare the minutes of the meetings of the Branch Board and of the general membership meetings. She shall keep the minute book, documents and files and shall record Branch history.

The corresponding secretary shall conduct the official correspondence, maintain a correspondence file and send out notices of all meetings. In smaller Branches, both functions may be handled by the recording secretary.

106. The treasurer shall collect the dues and deposit them, keep a register of dues, have custody of Branch funds, make authorized expenditures, keep all receipts and disbursement records, and shall keep the proper books of account. Checks shall be signed by the president and the treasurer.

The financial secretary shall conduct the correspondence in financial matters, send notices of dues in arrears, prepare annual financial statements and reports and chair the Finance Committee, the duty of which shall be to prepare the annual budget and propose financial policy.

107. The chairs of the standing committees shall submit plans for operations in their respective areas of activity for the approval of the Board and establish permanent subcommittees to carry out their plans.
108. The Branch Board or the Executive Committee may create special committees for the performance of special tasks. A special committee shall be dissolved upon the completion of its assignment.

The committee chairs shall report to the Branch Board.

109. All cash receipts and disbursements of the committees shall be accounted for to the treasurer.
110. All Branch correspondence shall be signed by the president and the secretary, and, in committee matters, by the respective chairs. The secretary may be authorized by the president to sign alone.
111. The decisions of the Board, the Executive Committee and the committees shall be passed by a majority vote. The majority of their respective members shall constitute a quorum.
112. The Auditing Committee shall be composed of a chair, two members and two alternates.
113. The Auditing Committee shall audit the treasurer's books and records once a year, prior to the Annual Meeting and shall submit a written report, signed by the Committee members participating in the audit, to the Annual Meeting. Each audit shall be conducted by at least three members of the Committee.
114. The Auditing Committee shall have the right to conduct an audit between Annual Meetings for just cause or upon the request of the Board.
115. The chair of the Auditing Committee has the right to participate at the meetings of the Board, but she shall have no right to vote.
116. A Branch shall create a Nominating Committee, consisting of three or more members, who shall be elected at a general membership meeting two months prior to the Annual Meeting.

The Nominating Committee shall present a slate of nominees for the Branch Board and the Auditing Committee at the Annual Branch Meeting.

117. Branch assets shall consist of:
  1. Liquid assets derived from:
    - a) membership dues and voluntary contributions;
    - b) income from fund raising events;
    - c) donations
  2. Inventory.
  3. Real property acquired by the Branch upon approval of the National Board.

118. A Branch may be suspended by the National Executive Committee for the following reasons:
  - a) not fulfilling financial obligations for the preceding calendar year. The suspension shall remain in force until payment of all debts is made;
  - b) failing to comply with the provisions of the Bylaws of the UNWLA and/or the decisions of the National Board.
119. Dissolution of a Branch may take place:
  1. By decision of the National Board in the event that:
    - a) the Branch fails to comply with the provisions of the Bylaws of the UNWLA;
    - b) the Branch is in arrears for the payment of its financial obligations for two years.
  2. By decision of the National Executive Committee, upon notice from Regional Council Board and/or Liaison for Branches-at-large that the Branch has ceased to exist.
  3. By a resolution passed at a Special Branch Meeting.
120. Said resolution of the Special Branch Meeting shall be valid provided:
  - a) the Branch Board gives notice to the National Executive Committee, the Regional Council and/or Liaison for Branches-at-large Board and all Branch members at least four weeks in advance of the date and time of the meeting and the agenda, which shall include the proposed dissolution of the Branch;
  - b) dissolution has been approved by two-thirds of the votes cast.
121. Liquidation of the Branch shall be carried out by a Liquidating Committee composed of:
  - a) two members of the Branch Board or of the Auditing Committee, elected at the Special Meeting;
  - b) two members of the Regional Council Board, Liaison for Branches-at-large or two members appointed by the National Executive Committee.
122. The Liquidating Committee shall pay all the liabilities of the Branch from its assets, and dispose of the remainder of the liquid assets in accordance with the instructions of the National Executive Committee. The Branch financial books, records, minutes and all other documents shall be transferred to the national headquarters.

## **VII. HONORARY MEMBERSHIP**

123. Conferring of honorary membership or office in the UNWLA:
- a) the Convention may, upon the recommendation of the National Board, confer honorary presidency or honorary membership on a member who has rendered notable service for the strengthening and development of the organization;
  - b) an Annual Regional Council Meeting may, upon the recommendation of the Regional Council Board, confer honorary membership on a Branch member, for outstanding service to the Regional Council;
  - c) an Annual Branch Meeting may, upon the recommendation of the Branch Board, confer honorary membership on a member for outstanding service to the Branch.

The honorary member shall retain all the duties and privileges of an active member, unless expressly exempted there from.

124. The Convention may, upon the proposition of the National Board, confer honorary membership on distinguished women of Ukrainian descent who are not members, and on prominent women of non-Ukrainian descent for their especially favorable attitude towards the Ukrainian cause in general, the UNWLA and the Ukrainian women's movement. Non-members elected to honorary membership shall have no obligations but may exercise the privileges conferred by the Convention.

## **VIII. DISSOLUTION OF THE UNWLA**

125. The dissolution of the organization may be decided upon by a Special Liquidating Convention.  
The decision shall be valid provided:
- a) the Convention was called on two months advance notice and the matter of dissolution was included in the proposed agenda;
  - b) the dissolution was approved by two-thirds of the votes cast.
126. Liquidation shall be carried out by a Liquidating Committee composed of seven members elected by the Special Convention, in accordance with its instructions and in compliance with the applicable laws.

## **IX. THE UKRAINIAN MUSEUM**

127. The Ukrainian Museum, a cultural institution whose location is in New York, was founded by the UNWLA.

The goals, organization and administration of the Museum, as a public Ukrainian institution, are set forth in the Charter and Bylaws of the Museum. A majority of the Board of the Ukrainian Museum are members of the UNWLA.

## **X. FINAL PROVISIONS**

128. Members of the National Board, Regional Council Boards, Branch Boards, and Auditing Committees shall fulfill their duties of office until their successors have been elected. These officers should not be reelected to the same post for more than one (1) term.

## **XI. PARLIAMENTARY PROCEDURE**

129. Parliamentary procedure shall be governed by Robert's Rules of Order Newly Revised, provided they are not in conflict with the provisions of these Bylaws.
130. The National Board shall summon, at its Second Annual Meeting (1 1/2 years before the Convention), the Bylaws Committee, whose duty it is to propose amendments to the Bylaws, and present the proposed amendments at the next meeting of the National Board. The National Executive Committee shall send the proposed amendments to the Branches not later than two months before the Convention.

## **XII. AMENDMENTS OF THE BYLAWS**

131. These Bylaws may be amended at any Regular Convention by a two-thirds vote.

Revised and adopted at the XXIV Convention which was held on May 24th, 25th, 26th and 27th, 1996 in Philadelphia, Pa.

Revised and adopted at the XXVII Convention was held on May 27<sup>th</sup>-30<sup>th</sup>, 2005.

**THE UKRAINIAN NATIONAL WOMEN'S LEAGUE OF AMERICA, INC.**

**СОЮЗ УКРАЇНОК АМЕРИКИ, ІНК.**

UNWLA Inc.	-	СУА Інк.
UNWLA Inc. Assets	-	Майно СУА
UNWLA Inc. Auditing Committee		Контрольна Комісія СУА
UNWLA Inc. Bylaws	-	Статут Союзу Українок Америки Інк
UNWLA Inc. Branch	-	Відділ СУА
UNWLA Inc. Branch #	-	Відділ СУА #
UNWLA Inc. Branch Board	-	Управа Відділу СУА
UNWLA Inc. Convention	—	Конвенція СУА
UNWLA Inc. Executive Committee	—	Екзекутива СУА
UNWLA Inc. Headquarters	—	Централа СУА
UNWLA Inc. National Board	-	Головна Управа СУА
UNWLA Inc. Regional Council of (name)-		Округа СУА (околиця)
UNWLA Inc. Regional Council Board		Окружна Управа СУА
UNWLA Inc. Scholarship/ Student Sponsorship Program	-	Стипендійна Акція СУА
<i>Our Life</i> - UNWLA Inc. magazine		Журнал СУА "Наше Життя
The Ukrainian Museum in New York (City)—		Український Музей в Нью Йорку
UNWLA Inc. Funds:	-	Фонди Союзу Українок Америки:
• UNWLA Inc. Education Fund—		Фонд Виховної Референтури СУА
• UNWLA Inc. Publication Fund		Видавничий Фонд СУА Фонд
• UNWLA Inc. Representation Fund		Репрезентації СУА Фонд
• UNWLA Inc. Our Life Press Fund		Пресовий Фонд журналу "Наше Життя
• UNWLA Inc. Our Life Reserve Fund (Board Restricted)	-	Запасний Фонд журналу "Наше Життя" (тривалий) Фонд
• UNWLA Inc. Scholarship Fund-		Стипендійної Акції СУА Фонд
• UNWLA Inc. Welfare Fund	-	Суспільної Опіки СУА Фонд
• UNWLA Inc. Chernobyl Fund		Чорнобиля СУА