



BYLAWS

of the

UKRAINIAN NATIONAL WOMEN'S LEAGUE OF AMERICA, INC.

Issued 9/27/2024

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

I. NAME

1. The name of the organization shall be: UKRAINIAN NATIONAL WOMEN'S LEAGUE OF AMERICA, INC., hereinafter referred to as "UNWLA." The organization may also be referred to by its Ukrainian name (СОЮЗ УКРАЇНОК АМЕРИКИ), by the English transliteration of its name in Ukrainian (SOYUZ UKRAINOK AMERYKY, INC.), or by its Ukrainian acronym (СYA). The UNWLA shall be a not-for-profit organization.

II. SEAL, EMBLEM, FLAG

2. The seal of the UNWLA shall consist of two concentric circles with the full name in English in the outer circle, and the full name in Ukrainian in the inner circle surrounding the Ukrainian acronym "СYA" in the center.
3. The emblem of the UNWLA shall have the form of an equilateral triangle with an inverted base and each of the base angles 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 "СYA" at the bottom on three sides of the trident.
4. The flag of the UNWLA shall be a blue and yellow horizontal bicolor, 38 inches wide by 67 inches long. The top blue field shall contain the inscription "UKRAINIAN NATIONAL WOMEN'S LEAGUE OF AMERICA, INC." in yellow. The bottom yellow field shall contain the inscription in Ukrainian "СОЮЗ УКРАЇНОК АМЕРИКИ" in blue. The UNWLA emblem shall appear in the middle of the flag.
5. The National Board shall have the exclusive power to determine the official versions and uses of the UNWLA seal, emblem and flag described in Sections 3-5. The 3rd Vice President of Public Relations shall have the power to regulate the appearance and format of communication materials used by the UNWLA, such as invitations, posters, letterhead, program booklets, newsletters, publications, social media, and the UNWLA website.

III. MISSION

6. The mission of the UNWLA shall be to unite women who are of Ukrainian descent or active in the Ukrainian-American community in order to:
 - a) preserve Ukrainian national identity and cultural heritage by means of research and study of Ukrainian history, literature, art, culture, and traditions;
 - b) inform the general public about Ukraine and its culture; Ukrainian history, language, literature, and art; as well as Ukrainian social and national ideals

and aspirations;

- c) provide financial assistance to persons of Ukrainian descent within and outside the United States, specifically for educational studies and research into Ukrainian history and culture;
- d) initiate and maintain ties with other Ukrainian organizations, as well as with American and international organizations that have educational and charitable objectives, especially with women's organizations;
- e) support The Ukrainian Museum in New York, which the UNWLA founded;
- f) participate in Ukrainian, American, and/or international women's movements.

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

- 7. To accomplish its mission, the UNWLA shall:
 - a) establish Branches and Regional Councils;
 - b) conduct conferences, programs, and fund drives;
 - c) establish and maintain educational, charitable, and cultural programs;
 - d) publish *Our Life* magazine and other publications;
 - e) cooperate with other organizations, especially with women's organizations.
 - f) engage in any other activities that are not inconsistent with its mission, bylaws, certificate of incorporation, or any applicable laws.

IV. MEMBERSHIP

- 8. Membership in the UNWLA is open to any woman eighteen years or older residing in the United States of America who is of Ukrainian descent or active in the Ukrainian-American community.
- 9. The Membership of the UNWLA consists of Branch Members and Members-at-Large:
 - a) Branch Members are women who a Branch Board accepts for membership in a specific Branch or Branches and
 - b) Members-at-Large are women who do not belong to a specific Branch but are accepted as members by the National Executive Committee of the UNWLA.

10. A Member in good standing is one who:
 - a) complies with all of the provisions of the Bylaws of the UNWLA and its policies and procedures;
 - b) participates in UNWLA activities, including Branch activities if a Branch Member, for the benefit of the organization;
 - c) pays her UNWLA membership dues on time;
 - d) cultivates the Ukrainian language and Ukrainian culture.
11. Each Branch Member in good standing has the right to participate in meetings; submit motions; debate, vote, and be a candidate for office in the primary Branch in which she is a member; and attend a meeting of another Branch at the invitation of that Branch.
12. A Branch Member who resides away from her primary Branch for part of the year may belong to a secondary Branch. Such a member is responsible for paying UNWLA membership dues to her primary Branch and dues to the secondary Branch in an amount set by that Branch. She may participate in meetings and activities of the secondary Branch, but she cannot vote or hold office in the secondary Branch or represent it as a delegate to a Convention.
13. Each Member-at-Large in good standing has the right to:
 - a) participate in Meetings called by the Members-at-Large President; submit motions; debate, vote and be a candidate for office;
 - b) attend any Branch meeting at the invitation of the Branch;
 - c) be a Convention delegate and elect Convention delegates as provided in Section 39.
14. Membership in the UNWLA shall be terminated:
 - a) upon receipt of a written letter of resignation from a Branch Member by the Branch President of her Branch or by her Regional Council President;
 - b) upon receipt of a written letter of resignation from a Member-at-Large by either the President for Members-at-Large or the Second Vice President of the National Executive Committee;
 - c) upon the death of the Member;
 - d) for failure by the Member to pay her membership dues for more than one (1) year, provided that a written notice of impending membership termination that states the amount of outstanding dues is sent to the Member at least 30 days before the vote on termination referenced in Section 17; or

- e) upon termination of a membership according to these Bylaws.
- 15. A Member may have her membership terminated for:
 - a) actions detrimental to the Ukrainian-American community;
 - b) violation of the Bylaws or actions detrimental to the UNWLA.
- 16. Branch membership may be terminated for non-payment of dues by a majority vote of the entire Branch Board of the Branch to which that Member belongs. A Member-at-Large may have her membership terminated for non-payment of dues by a majority vote of the entire Board of the Members-at-Large Council.
- 17. A Member must be notified in writing of the grounds for membership termination at least 30 days before the vote on termination. The Member shall have the right to appear and speak in her defense at the meeting of the Branch Board or Members-at-Large Board that will vote on termination or to submit a written statement to the appropriate Board before the vote.
- 18. A Branch Member may appeal her termination of membership in writing to the Annual Meeting of the Branch, which may overturn the termination by majority vote. A Member-at-Large may appeal her termination of membership in writing to the Members-at-Large Board, which may overturn the termination by majority vote.
- 19. A Member terminated for non-payment of membership dues shall be reinstated upon full payment of all dues owed by the Member, including any dues owed before termination.

V. THE CONVENTION

- 20. The Convention is the highest legislative body of the UNWLA.
- 21. A Convention's decisions shall be valid if notice of the Convention has been given per these Bylaws and if there is a quorum at the Convention.
- 22. A Regular Convention shall be held every three years in September.
- 23. The National Executive Committee shall send out a notice of a Regular Convention one year in advance and publish that notice in the next issue of *Our Life*. Notice of a Regular Convention shall be sent to all Regional Council Presidents, Branch Presidents, the Presidents for Branches-at-Large, and the President of Members-at-Large, who are responsible for notifying their Membership.
- 24. Within twenty-four months of a Regular Convention, the National Executive Committee shall submit a proposal to the National Board concerning the Convention's dates, location, and preliminary agenda. The National Board may accept or modify this proposal when finalizing the Convention's dates, location, and agenda.

25. A Special Convention may be called:
 - a) by a vote of a majority of the entire National Board;
 - b) by a written request from a majority of the Branches to the National Secretary, who shall forward the request to the National Executive Committee;
 - c) by a written request signed by all members of the National Audit Committee to the National Secretary, who shall forward the request to the National Executive Committee.
26. The decision by the National Board to call a Special Convention, or a written request to call a Special Convention, must specify the purpose(s) for which the Special Convention is being called, the location of the Special Convention, and the matter(s) to be decided at the Special Convention.
27. The National Executive Committee must send out a Notice of a Special Convention within one month from the date the National Board calls such a Convention or within one month from the date the National Executive Committee receives a written request forwarded by the National Secretary under Section 26. If the National Executive Committee fails to send out the Notice within one month, it shall be sent out immediately by the National Audit Committee. The Special Convention must be held between three and five months after the date the Notice is sent out.
28. Notice of a Special Convention must be sent to all Regional Council Presidents, Branch Presidents, Presidents for Branches-at-Large, and the President of Members-at-Large, who are responsible for notifying the Membership. The Notice shall also be published in the next issue of *Our Life*. The Notice must include the purpose(s) for which the Special Convention was called, the dates and location of the Convention, and the matter(s) to be decided at the Convention.
29. The President of the UNWLA shall call a Convention to order, verify that a quorum is present, and oversee the election by the Convention of the Officers of the Convention.
30. The Officers of the Convention shall consist of a Convention Chair, two Vice Chairs, and two Convention Secretaries.
31. The Convention Chair shall preside over the Convention and oversee the order of business. If the Chair cannot attend or must leave one or more sessions of the Convention, the Vice Chairs will alternate in presiding over the Convention in her absence. If the Vice Chairs disagree on how to alternate, the Convention shall decide by a majority of votes cast.
32. The Convention Secretaries shall be responsible for keeping the minutes of the Convention.
33. Should any Officer of the Convention resign or become unable to perform her duties, the Convention shall elect a successor by a majority of votes cast.

34. Any Member of the UNWLA in good standing may attend a Convention, but only the following persons shall have the right to propose motions, debate, or vote at a Convention:
- a) current members of the National Board and the Audit Committee;
 - b) Honorary Presidents and Honored Members of the UNWLA;
 - c) Honorary Members of the UNWLA who have been granted voting privileges according to Section 135;
 - d) delegates selected according to Sections 35 and 38 and present at the convention.
35. Only Branches that are not delinquent in sending the UNWLA membership dues of their Members to the National Board or in any other obligations may send delegates to a Convention. Each such Branch shall send its Branch President as a delegate to a Convention, except that if the Branch President cannot attend the Convention, the Branch shall instead send the Branch Vice President. In addition, for each Convention, each such Branch shall select, in a vote of its Members at a monthly Branch meeting, one additional delegate for every 25 members of the Branch in good standing, or any fraction thereof. Each Branch must notify the Convention Committee of its delegate selections.
36. If a selected delegate is unable to attend a Convention in person, the Branch may confer her voting rights upon another delegate from that Branch, who shall act as her proxy, but no delegate shall have the right to cast more than one vote at the Convention in addition to her own. In advance of the Convention, the Branch must inform the National Executive Committee and Convention Committee of any such proxies.
37. Each proxy designation pursuant to Paragraph 36 must be approved by the National Executive Committee. If a proxy designation is not approved, the Branch may designate another delegate from that Branch as a proxy, subject to approval by the National Executive Committee. Alternatively, the Branch may select another delegate to attend the Convention in person.
38. Any reference in these Bylaws to votes cast at a Convention includes both votes cast in person and votes cast by proxy.
39. For each convention, the Members-at-Large shall select, in a vote of its Members at a meeting called by the Members-at-Large President, one delegate for every 25 Members-at-Large who are in good standing, or any fraction thereof. The Members-at-Large President must notify the Convention Committee of its delegate selections.
40. Prior to the commencement of a Convention, the National Executive Committee shall determine the maximum number of potential delegates to the Convention pursuant to Sections 34(a)-(b), 35 and 38 of these Bylaws and shall inform the President of the

UNWLA of that number. A quorum for a Convention is at least one-third of that number, and may include delegates present in person or represented by proxy.

41. The order of business of a Regular Convention shall be:
 - a) consideration and approval of the agenda, including any revisions by the Convention;
 - b) consideration and approval of the minutes of the previous Convention, including any revisions by the Convention;
 - c) receipt of the reports of the National Executive Committee, National Board, and National Audit Committee;
 - d) consideration and approval of proposed amendments to the Bylaws, if any;
 - e) decisions concerning financial matters;
 - f) election of the National Officers, of other members of the National Board, and of the National Audit Committee;
 - g) conferral of honors, if any, pursuant to Article XVI;
 - h) consideration of, and voting on, resolutions and recommendations;
 - i) creation or dissolution, as needed, of Standing Committees of the UNWLA;
 - j) creation, as needed, of special committees to carry out specified tasks; and
 - k) consideration of any other matters properly brought before the Convention.
42. A Special Convention shall address only the purpose(s) and decide only the matter(s) contained in the Notice for that Convention.
43. Unless otherwise specified in these Bylaws, a Convention resolution or decision requires a two-thirds majority of votes cast.
44. Election to any position filled at a Convention shall require a majority of votes cast.
45. Voting at a Convention shall be conducted by a show of voting cards unless the Convention specifically agrees to vote by ballot on a particular matter or matters.
46. In the event of a public health emergency or other extraordinary circumstance that would make it difficult to hold an in-person Convention, the National Board may decide, by a majority vote of the entire Board, that the Convention shall be held remotely. To the extent any requirement or procedure set forth in these Bylaws would not be feasible to implement in a remote Convention, the National Board shall determine a reasonable alternative to such a requirement or procedure. In advance of the Convention, it shall notify the Branch Presidents and President of Members- at-Large.

VI. ORGANIZATIONAL STRUCTURE

47. The organizational structure of the UNWLA shall consist of at least the following persons and entities:
 - a) the National Board;
 - b) the National Executive Committee;
 - c) the National Audit Committee;
 - d) other National Committees of the UNWLA;
 - e) Regional Councils; Branches-at-Large Councils; Members-at-Large Council;
 - f) Branches;
 - g) Branch Members and Members-at-Large.

VII. NATIONAL OFFICERS OF THE UNWLA

48. The National Officers of the UNWLA shall consist of a President, three Vice Presidents, a Secretary, a Treasurer, a Financial Secretary, and two Officers-at- Large.
49. The President shall supervise the entire organization's activities; call and preside at the meetings of the National Board and the National Executive Committee; ensure compliance with decisions of the Convention and the National Board; and act as the organization's official representative. The President shall be an *ex officio* member of all National Standing Committees and special committees except the National Audit Committee and the National Nominating Committee.
50. The First Vice President shall perform the duties of the President in the event she is absent, incapacitated, or otherwise unable to perform her duties. Upon the President's death, resignation, or permanent incapacity, the First Vice President shall assume the Presidency for the remaining portion of the current term.
51. The Second Vice President shall chair the Membership Committee and assist the UNWLA President in addressing organizational issues that impact the functioning and management of the organization to strengthen the internal operations of the UNWLA.
52. The Third Vice President shall chair the Public Relations Committee and shape/maintain a positive image of the organization in the eyes of its stakeholders (its members, the press, and the general public).
53. The National Secretary shall take the minutes of the National Board and National Executive Committee meetings and keep the minute book, records, and reports. The

National Secretary shall also conduct the official correspondence of the UNWLA, maintain a correspondence file, and send out notices of meetings of the National Executive Committee and the National Board.

54. The National Treasurer shall prepare an ANNUAL budget to be submitted for approval at the annual Regular Meeting of the National Board; chair the Finance Committee; prepare a Treasurer's report - timing decided mutually with the Executive Committee; support managerial reporting; serve as a point of contact for the auditors.
55. The Financial Secretary shall prepare the annual financial reports, send notices of arrears to Regional Councils and Branches, ensure that the UNWLA National organization, the Regional Councils, and the Branches comply with their respective IRS and other governmental reporting obligations, and conduct correspondence in pertinent financial matters with any relevant parties.
56. The President, Treasurer, and Financial Secretary shall have the authority to sign checks, but each check must have signatures from at least two of those individuals.
57. The National Treasurer and National Financial Secretary shall submit reports to the National Executive Committee and the National Board prior to a Regular Meeting of the National Board and prior to a Convention.
58. The 1st Officer-at-Large shall serve as the National Executive Liaison to the UNWLA Convention Committee and fulfill any other tasks assigned to her by the President.
59. The 2nd Officer-at-Large shall chair the UNWLA Convention Book Committee and fulfill any other tasks assigned to her by the President.
60. Each National Officer shall be elected at a Convention for a term that begins upon election and ends upon the election of National Officers at the next Convention.

VIII. THE NATIONAL BOARD

61. The National Board shall consist of the following persons *ex officio*:
 - a) the National Officers of the UNWLA;
 - b) the Chairs of National Standing Committees, including the National Standing Committees enumerated in these Bylaws, as well any other National Standing Committees that a Convention may decide to establish;
 - c) the Presidents of the Regional Councils;
 - d) the President of the Members-at-Large Council;
 - e) the Presidents of the Branches-at-Large Councils.
62. The Chairs of the National Standing Committees shall be elected by a Convention for a

term that begins upon election and ends upon the election of members of the National Board at the next Convention.

63. The National Board's powers and duties shall be to manage and control the UNWLA's affairs, funds, and business in accordance with applicable law and these Bylaws.
64. The National Executive Committee shall determine UNWLA membership dues and other UNWLA financial obligations of Branch Members, Members-at-Large, Branches, Regional Councils, Branches-at-Large Councils and the Members-at- Large Council.
65. By majority vote of the entire Board, the National Board shall elect a successor to any member of the National Board or National Executive Committee who resigns, dies or becomes permanently incapacitated, with the exception of the National President, Regional Council President, Branches-at-Large Council President or Members-at-Large Council President.
66. By majority vote of the entire Board, the National Board may delegate any of its powers or duties to the National Executive Committee, or may revoke the delegation of any such powers or duties.
67. A decision by the National Board to purchase, sell, or borrow against real property shall require a majority vote of the entire Board.
68. A Regular Meeting of the National Board shall be called at least once a year by the President by directing the National Secretary to transmit notice of the meeting. To the extent the time, date, location, or agenda of the meeting have not been specified by the National Executive Committee, the President shall specify the time, date, location, or agenda of the meeting, which must be included in the notice.
69. A National Board Meeting shall be valid provided that:
 - a) all members of the National Board were sent notice of the time, date, location, and proposed agenda of the meeting one month in advance of the meeting by the Secretary;
 - b) a quorum consisting of a majority of the members of the National Board participates in the meeting.
70. A Special Meeting of the National Board may be called:
 - a) by a written request of the majority of the entire National Executive Committee communicated to the President;
 - b) by a written request of the majority of the entire National Board communicated to the President;
 - c) by a written request of the entire National Audit Committee communicated to the President.

A written request to call a Special Meeting must specify the purpose(s) for which the Special Meeting is being called, the location of the Special Meeting, and the matter(s) to be decided at the Special Meeting. The President shall call the Special Meeting by directing the National Secretary to send out notice of the meeting, which shall include the information in the written request as well as the time and date of the meeting. A Special Meeting must be held within two months of the receipt of the written request.

71. In the event that the President fails to call a Special Meeting within three weeks of the receipt of a written request pursuant to Section 70, the Special Meeting shall be called by the chair of the National Audit Committee, who shall determine the time and date of the meeting and communicate that information to the National Secretary. The National Secretary shall send out notice of the meeting, which shall include the information in the written request as well as the time and date of the meeting.
72. The National Board may take action between meetings by unanimous written (including electronic) consent of all of its members, or as otherwise provided in the Not-for-Profit Corporation Law of New York. An action taken by unanimous consent of all members shall become effective immediately. The consents to the action shall be filed with the minutes of the subsequent Regular Meeting of the National Board.
73. Absent unanimous consent, the National Board may vote on matters between meetings, provided that:
 - a) the resolution to be voted on, the start of the voting period and the end of the voting period are simultaneously communicated to all members of the National Board before voting begins;
 - b) the voting period is at least 72 hours long, during which time a Board member may cast a vote by electronic mail, and
 - c) the resolution is confirmed at the subsequent Regular Meeting of the National Board.

No resolution adopted pursuant to this section may become effective until after the subsequent Regular Meeting of the National Board.

74. The Editor of *Our Life* may attend meetings of the National Board by invitation of the National Executive Committee.

IX. THE NATIONAL EXECUTIVE COMMITTEE

75. The National Executive Committee shall consist of National Officers of the UNWLA.
76. The National Executive Committee shall conduct and transact the affairs and business of the UNWLA according to the powers and duties of the National Board delegated to the Committee by a majority vote of the entire National Board.
77. To the extent the National Board does not delegate to the National Executive

Committee any power or duty assigned by these Bylaws to the National Executive Committee, that power or duty shall be exercised by the National Board.

78. The President shall call meetings of the National Executive Committee by directing the National Secretary to transmit notices of the meeting, which must include the time, date, and location of the meeting and which must be transmitted at least 24 hours before the commencement of the meeting.
79. A quorum for a meeting of the National Executive Committee consists of participation by a majority of its members.
80. The Editor of *Our Life* may attend meetings of the National Executive Committee by invitation.
81. The National Executive Committee may take action between meetings by unanimous written (including electronic) consent of all of its members, or as otherwise provided in the Not-for-Profit Corporation Law of New York. An action taken by unanimous consent of all members shall become effective immediately. The consents to the action shall be filed with the minutes of the subsequent meeting of the National Executive Committee.
82. The National Executive Committee may vote on matters between meetings, provided that:
 - a) the resolution to be voted on, the start of the voting period, and the end of the voting period are simultaneously communicated to all members of the National Executive Committee before voting begins;
 - b) the voting period is at least 72 hours long, during which time a Committee member may cast a vote by electronic mail, and
 - c) the resolution is confirmed at the subsequent meeting of the National Executive Committee.

No resolution adopted pursuant to this section may become effective until after the subsequent meeting of the National Executive Committee.

X. THE NATIONAL AUDIT COMMITTEE

83. The National Audit Committee shall consist of a Chair and four UNWLA members. Each member of the National Audit Committee shall be elected at a Convention for a term that begins upon election and ends upon the election of the National Audit Committee at the next Convention. No member of the National Audit Committee may simultaneously be a member of the National Board.
84. The National Audit Committee shall audit the UNWLA's books, investments, and financial records at least once a year prior to the Regular Meeting of the National Board. At least three members of the Committee must conduct the audit, and the report shall be signed by all members who participated in conducting it.

85. In connection with its duties, the National Audit Committee may interview any member of any UNWLA board, committee, or other entity, any UNWLA employee, or the UNWLA's independent accountant.
86. At each National Board Meeting, the National Audit Committee Chair must submit a written report of all audits conducted since the prior Regular Meeting. At each Regular Convention, the Chair of the National Audit Committee must submit a written report of all audits conducted since the prior Regular Convention.
87. Should any member of the National Audit Committee die, resign, or become permanently incapacitated, the National Board shall appoint a successor by a majority vote of the entire Board, who shall serve until the next Convention.
88. The chair of the National Audit Committee shall report at meetings of the National Board, but no member of the National Audit Committee may vote or otherwise participate in decisions of the National Board or National Executive Committee.
89. In addition to its annual audit, the National Audit Committee may conduct additional audits of any UNWLA expenditures, sales, investments, finances, or operations, including audits of any UNWLA Branch, Branches-at-Large Council, Regional Council, or Members-at-Large Council. The National Audit Committee shall conduct an additional audit upon the request of a majority of the entire National Board, upon the request of a majority of the entire National Executive Committee, or upon the decision of a majority of the entire National Audit Committee.

XI. THE NATIONAL NOMINATING COMMITTEE

90. The National Nominating Committee shall consist of the Regional Council Presidents, the Presidents of Branches-at-Large Councils, the President of Members-at-Large Council, and one member of the National Executive Committee designated by the National Executive Committee. The National Nominating Committee shall elect its own Chair, Vice-Chair, and Secretary from amongst its members by majority vote of the entire committee.
91. By majority vote of the entire committee, the National Nominating Committee shall propose a slate of candidates for National Officers, members of the National Board elected at a Convention, and for the National Audit Committee. The National Nominating Committee must notify the National Board and the Branch Presidents of its proposed slate at least thirty days prior to the start of a Convention at which elections will take place. The Chair of the National Nominating Committee shall present to the Convention the list of candidates, which shall be signed by a majority of the members of the Committee.
92. The National Nominating Committee shall begin its work at least one year prior to the date of the next Regular Convention.
93. Any person listed in Section 34(a)-(d) and present at a Convention may nominate from the floor a candidate or candidates different from those proposed by the National Nominating Committee, provided that:

- a) the proposed candidate is eligible for election to the position for which she is nominated; and
- b) the proposed candidate agrees to the nomination, either in writing prior to the Convention or in person at the Convention.

XII. OTHER COMMITTEES OF THE UNWLA

94. The National Standing Committees shall consist of at least the following: the National Audit Committee, the Nominating Committee, the Membership Committee, the Advocacy Committee, the Archives Committee, the Arts and Museum Committee, the Culture Committee, the Education Committee, the Finance Committee, the Public Relations Committee, the Scholarship Committee, and the Social Welfare Committee.
95. To the extent that the counterpart to any National Standing Committee exists at the Regional, Branches-at-Large or Members-at-Large Council level, the chair of that Regional, Branches-at-Large or Members-at-Large Councils committee shall be a member *ex officio* of the corresponding National Standing Committee.
96. A Convention may establish additional National Standing Committees, including determining whether the chairs of those Committees shall be members of the National Board. A Convention may dissolve any National Standing Committee created pursuant to this section by a prior Convention.
97. To the extent not specified in these Bylaws, the National Executive Committee shall determine the responsibilities of the National Standing Committees.
98. The Finance Committee shall develop the financial and investment policies of the UNWLA for approval or modification by the National Board.
99. The National Board or the National Executive Committee may create special committees of the UNWLA. In creating a special committee, the National Board or the National Executive Committee shall specify the following:
 - a) the special committee's objectives and responsibilities;
 - b) the special committee's size;
 - c) the special committee's chair; and
 - d) the duration of the special committee's existence, which may be until a particular date or until the completion of a particular task or tasks.
100. Unless otherwise specified in these Bylaws, the Chair of each committee may select members in addition to the corresponding Regional, Branches-at-Large or Members-at-Large Council Chairs. The Chair shall select additional committee members to promote and facilitate the committee's work. Should a new Chair be elected or

appointed to head a committee, she may select new members for the committee subject to the provisions of these Bylaws.

101. In creating a special committee, the National Board or the National Executive Committee may specify the members of the committee, or may delegate the selection of members to the Chair of the committee.
102. A quorum for a committee meeting is the participation of a majority of its members. A committee's decisions are made by a majority vote.
103. A committee may take action on any matter by a vote between meetings, provided that the matter to be voted on, the start of the voting period, and the end of the voting period are simultaneously communicated to all members of the committee before voting begins. At a meeting of a committee, the committee may decide on the permissible forms of casting a vote between meetings by majority vote of the entire committee.

XIII. REGIONAL, BRANCHES-AT-LARGE AND MEMBERS-AT-LARGE COUNCILS

104. A minimum of three Branches, that are in geographical proximity to each other and that do not already belong to a Regional Council, shall be necessary to establish a new Regional Council. The Branches wishing to form a new Regional Council shall inform the National Board, which shall direct them to hold an Organizational Meeting of the Regional Council. The procedures for an Organizational Meeting of a Regional Council shall be determined by a majority vote of the entire National Board.
105. Branches that are not in geographical proximity to each other are considered Branches-at-Large and are assigned to either the Branches-at-Large East Council or Branches-at-Large West Council, by the National Board and with the support and agreement of the respective Branches-at-Large Council Board.
106. The headquarters of a Regional Council shall be located within the territory of the Branches that are members of the Regional Council. The headquarters location shall be determined by a majority vote of the entire Regional Council Board and may move from place to place according to a schedule determined by the Regional Council Board. The business of a Regional, Branches-at-Large or Members-at-Large Council shall be carried out by:
 - a) Annual Meetings, General Meetings, and Special Meetings of the Regional, Branches-at-Large or Members-at-Large Councils;
 - b) the Board of Regional, Branches-at-Large or Members-at-Large Councils;
 - c) the Executive Committee of Regional, Branches-at-Large, or Members-at-Large Councils
 - d) the Audit Committee of Regional, Branches-at-Large, or Members-at-Large Councils; and

- e) other committees of the Regional, Branches-at-Large, or Members-at-Large Councils.
107. An Annual Meeting of the Regional, Branches-at-Large, or Members-at-Large Councils shall be held once a year within the territory of one of the Branches that are members of the Regional Council or via video conference of the Branches-at-Large or Members-at-Large Council. The Regional Council Board shall determine the time, date, and location of the Annual Meeting of the Regional Council and shall prepare an agenda. Branches-at-Large and Members-at-Large Councils shall determine the videoconference's time and date and prepare an agenda for the Branches-at-Large and Members-at-Large Council meeting.
108. Each Regional, Branches-at-Large, and Members-at-Large Council shall have a President. By majority vote of the entire Board, the National Board shall determine what additional officers the Regional, Branches-at-Large, and Members-at-Large Councils shall have and the respective powers and responsibilities of these officers. Subject to the term limits set forth in Section 145, Regional, Branches-at-Large and Members-at-Large Council Officers shall serve two-year terms. The National Board may alter the composition powers, or responsibilities of the Regional, Branches-at-Large and Members-at-Large Council Officers only upon the expiration of such a two-year term.
109. Unless otherwise specified in these Bylaws, by majority vote of the entire Board, the National Board may determine:
- a) the procedures for holding Annual Meetings, General Meetings and Special Meetings of Regional, Branches-at-Large and Members-at-Large Councils, Boards, Executive Committees, Audit Committees, and other committees of the Regional, Branches-at-Large and Members-at-Large Council committees;
 - b) the composition, terms, selection procedures, powers and responsibilities of the Regional, Branches-at-Large and Members-at-Large Council Boards, Executive Committees, Audit Committees, and other Regional, Branches-at-Large and Members-at-Large Council committees;
 - c) the procedures for dissolving a Regional, Branches-at-Large or Members-at-Large Council;
 - d) any other requirements, policies, or procedures concerning Regional, Branches-at-Large or Members-at-Large Councils and their operation that are not inconsistent with these Bylaws;
 - e) the dues paid by Regional, Branches-at-Large and Members-at-Large Councils.

Any alteration in the composition, terms, powers, or responsibilities of the Regional, Branches-at-Large or Members-at-Large Council Boards, Executive Committees, Audit Committees, and other Regional, Branches-at-Large or Members-at-Large Council committees shall become effective only after the expiration of the respective

terms of the current Boards or committees.

110. A Regional, Branches-at-Large or Members-at-Large Council shall not purchase real estate without the prior approval of the National Board.

XIV. THE BRANCHES

111. A minimum of ten individuals who meet the requirements of Section 9 is required to form a new Branch. The individuals wishing to form a new Branch shall send a written request signed by all such individuals to the National Executive Committee. The appropriate Regional or Branches-at-Large Council must also approve such requests. The request shall indicate the proposed territory and location of the Branch and any other information that the National Executive Committee may require. The National Executive Committee may decline the request to form a new Branch for just cause.
112. If the National Executive Committee approves the request to form a new Branch, the founding individuals of the new Branch shall hold an Organizational Meeting, which may be attended by additional individuals or UNWLA Members wishing to belong to the new Branch. The persons present at the Organizational Meeting must agree to follow these Bylaws and any other policies or procedures specified by the National Executive Committee or the National Board.
113. Following the Organizational Meeting, and upon the recommendation of the Regional or Branches-at-Large Council, the National Executive Committee shall admit the new Branch into the UNWLA, and assign it a Branch number. The new Branch may hold its first Annual Meeting after receiving its Branch number. For one year from the date that a newly established Branch receives its Branch number, the Branch must forward the annual UNWLA membership dues of its Branch members to the National Board, but shall be exempt from any other financial obligations to the National Board or to a Regional Council.
114. Each Branch shall:
 - a) conduct its activities so as to promote the objectives of the UNWLA and the development of the organization;
 - b) forward the UNWLA membership dues of its Branch Members to the National Board, and satisfy any other applicable financial obligations to the National Board or to the Regional Council;
 - c) fulfill any duties or obligations assigned to it by a Convention, the National Board, or the National Executive Committee;
 - d) cooperate with other Branches; and
 - e) fulfill any duties or obligations assigned to it by a meeting of the Regional or Branches-at-Large Council, the Regional or Branches-at-Large Council Board or the Regional or Branches-at-Large Council Executive Committee.

115. The business of the Branch shall be carried out by:
- a) the Annual Meeting and monthly meetings of the Branch;
 - b) the Branch Board;
 - c) the Branch Executive Committee;
 - d) the Branch Audit Committee; and
 - e) other committees of the Branch.
116. An Annual Meeting of the Branch shall be held once a year within the territory of the Branch. The Branch Board shall determine the time, date, and location of the Annual Meeting, and shall prepare an agenda for the meeting.
117. Each Branch shall have a President. By majority vote of the entire Board, the National Board shall determine what additional officers the Branches shall have, and the respective powers and responsibilities of these officers. Subject to the term limits set forth in Section 145, Branch Officers shall serve two-year terms that begin in odd calendar years. The National Board may alter the composition, powers, or responsibilities of the Branch Officers only upon the expiration of such a two-year term.
118. Unless otherwise specified in these Bylaws, by majority vote of the entire Board, the National Board may determine:
- a) the procedures for holding Branch Annual Meetings, Special Meetings and monthly meetings, as well as meetings of Branch Boards, Executive Committees, Audit Committees, and other Branch committees;
 - b) the composition, terms, powers, and responsibilities of Branch Boards, Executive Committees, Audit Committees, and other Branch Committees;
 - c) the procedures for dissolving a Branch, including for a Branch dissolving itself; and
 - d) any other requirements, policies, or procedures concerning Branches and their operation that are not inconsistent with these Bylaws.

Any alteration in the composition, terms, powers, or responsibilities of Branch Boards, Executive Committees, Audit Committees, and other Branch committees shall become effective only after the expiration of the respective terms of the current Boards or committees.

119. The Branch shall hold a monthly meeting of all Members of the Branch. At such a meeting the Branch Board shall report on Branch activities, present a schedule of future events and actions, and otherwise conduct the business of the Branch, including when applicable selecting Branch delegates to Conventions or other meetings.

120. Officers of the Branch; members of the Branch Board, Executive Committee, and Audit Committee; and Chairs of Branch committees shall be elected at an Annual Meeting of the Branch and shall serve for a two-year term commencing upon election and ending upon the election of a successor.
121. The Branch Board shall meet at least once a month. A Branch Board meeting may be held on the same day as a monthly meeting of the Branch.
122. A Branch shall not purchase real estate without the prior approval of the National Board.
123. Branches may be consolidated under the following circumstances:
 - a) two or more Branches that belong to the same Regional Council may be consolidated if the consolidation is approved by a majority of the members in good standing in each Branch, by a majority of the entire Regional Council Board. and by a majority of the entire National Executive Committee; or
 - b) two or more Branches-at-Large may be consolidated if the consolidation is approved by a majority of the members in good standing in each Branch, by the appropriate Branches-at-Large Council, and by a majority of the entire National Executive Committee;

Following consolidation, the National Executive Committee may assign the consolidated Branch the Branch number of one of the former Branches or may assign it a new Branch number.

124. By majority vote of the entire National Executive Committee, the Committee may hold a Branch accountable for not adhering to the following minimum Branch obligations:
 - a) if the Branch has not paid its dues for the preceding calendar year;
 - b) if the Branch has not submitted their annual financial report, and/or its annual Branch president's report;
 - c) if the Branch has not filed their IRS 990 report.

In such cases, the Branch may not send delegates to the convention until the Branch has fulfilled all past and current obligations:

- a) if the Branch has not fulfilled its obligations for the preceding calendar year, it may be suspended until the Branch has fulfilled all past and current obligations;
- b) a Branch may be suspended for failing to comply with the provisions of these Bylaws; with UNWLA Policies and Procedures; or with the decisions of the National Board or the National Executive Committee.

A Branch that has been suspended may not hold meetings of the Branch or of any

Branch committees, may not send delegates to Regional Council or Branches-at-Large Council Meetings, and may not send delegates to a Convention. Neither the Branch President nor any other officer of a Branch that has been suspended shall participate in a Regional Council or Branches-at-Large Council Board. The suspension of a Branch may be lifted by a majority vote of the entire National Executive Committee.

125. By majority vote of the entire National Board, the National Board may dissolve a Branch if:
 - a) the Branch fails to comply with the provisions of the Bylaws of the UNWLA; or
 - b) the Branch fails to fulfill its minimum obligations as described in Section 124, for more than two consecutive years.
126. By majority vote of the entire National Executive Committee, the National Executive Committee may dissolve a Branch if a majority of the entire Regional or Branches-at-Large Council Board votes to notify the National Executive Committee that the Branch has ceased to function.

XV. ASSETS OF THE UNWLA

127. The fiscal year of the UNWLA shall begin on January 1 and end on December 31 of the same calendar year.
128. Any money or property contributed or bequeathed to any subdivision of the UNWLA, including without limitation to a Regional Council or Branch, is money or property of the UNWLA.
129. Whenever any Regional Council or Branch receives a contribution or bequest of money, of any financial instrument (such as stocks or bonds), or of property (such as real estate or a vehicle) and the value of that contribution or bequest exceeds a level set by the National Executive Committee, its Treasurer (or other officer designated by the National Executive Committee) shall promptly notify the National Executive Committee of the amount of the contribution or bequest, as well as of any terms or conditions associated with the contribution or bequest, and it shall send the National Executive Committee copies of any relevant documents.
130. Whenever any Regional Council or Branch learns that it is named as a beneficiary of any will, trust or similar arrangement, its Treasurer (or other officer designated by the National Executive Committee) shall promptly notify the National Executive Committee and send copies of any relevant documents.
131. The National Executive Committee shall determine the disposition of any unrestricted contributions or bequests made to the UNWLA or to any subdivision of the UNWLA that is not a Regional Council or Branch. A Regional Council or Branch shall determine the disposition of any unrestricted contributions or bequests made to that Regional Council or Branch, subject to the approval of the National Executive Committee.

132. The National Executive Committee is solely responsible for determining whether to accept a restricted contribution or bequest, including restricted contributions or bequests to subdivisions of the UNWLA such as Regional Councils, Branches, or committees of the UNWLA.
133. The National Treasurer is responsible for ensuring compliance with any restrictions associated with a contribution or bequest. The monies or proceeds from a restricted contribution or bequest shall be held in a separate account and shall not be commingled with general funds of the UNWLA.

XVI. UNWLA HONORS AND HONORARY MEMBERSHIPS

134. UNWLA honors may be conferred as follows:
 - a) Upon the recommendation of the National Board, a Convention may confer the title of Honored Member or Honorary President on a UNWLA member who has rendered outstanding service for the strengthening and development of the organization;
 - b) Upon the recommendation of the Regional, or Branches-at-Large Council Board, an Annual Meeting of a Regional or Branches-at-Large Council may confer the title of Honored Member or Honorary President on a UNWLA member for outstanding service to the Regional or Branches-at-Large Council;
 - c) Upon the recommendation of the Branch Board, an Annual Meeting of a Branch may confer the title of Honored Member or Honorary President on a Branch member for outstanding service to the Branch.
 - d) Upon the recommendation of the Members-at-Large Board, an Annual Meeting of the Members-at-Large may confer the title of Honored Member on a Member-at-Large for outstanding service to the organization.

An Honored Member or Honorary President shall retain all the privileges and duties of a UNWLA member, unless expressly exempted from any such duties.

135. Upon the recommendation of the National Board, a Convention may confer honorary membership in the UNWLA on any woman for her support of Ukraine or Ukrainians, of the UNWLA, or of the Ukrainian women's movement. An Honorary Member shall not have the privileges or duties of a UNWLA member, but may attend Conventions. In conferring an honorary membership, a Convention may also confer the right to vote at Conventions on the Honorary Member.
136. Upon the recommendation of the National Board, a Convention may create other awards or honors for UNWLA members or non-members, including determining the criteria for such awards or honors, the selection process for such awards or honors, and the privileges or rewards associated with such awards or honors, provided that such decisions are not inconsistent with these Bylaws.

XVII. GENERAL PROVISIONS

137. The official text of all resolutions or decisions adopted by a Convention, the National Board, the National Executive Committee, the National Audit Committee, a Regional, Branches-at-Large, Members-at-Large Council or a Branch must be in English, although a Ukrainian translation may accompany this text.
138. Any meeting of any UNWLA entity referenced in these Bylaws may use any procedure that does not conflict with the provisions of these Bylaws or applicable state law. In the event of a disagreement concerning procedure, Robert's Rules of Order Newly Revised shall apply to the extent they are not in conflict with the provisions of these Bylaws or with applicable state law.
139. No part of the net earnings of the UNWLA shall inure to the benefit of, or be distributable to its members, employees, trustees, officers, or other private persons, except that the UNWLA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in Section III hereof.
140. No substantial part of the activities of the UNWLA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the UNWLA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the UNWLA shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the UNWLA.

Nothing in this paragraph shall prohibit the UNWLA from engaging in advocacy activities to the extent permitted under 501(C)(3) status.

141. Any meeting of any UNWLA Board, Committee or other UNWLA entity except a Convention may be conducted by means of a conference telephone (or similar communications equipment) and/or by electronic video screen communication, provided that:
 - a) all persons participating in the meeting can hear each other at the same time; and
 - b) each person can participate in all matters being considered by the meeting, including having the ability to propose, object to, and vote upon a specific action to be taken by the board, committee or entity.
142. Any notice referenced in these Bylaws may be sent out by either of the following means:
 - a) first class mail;
 - b) electronic mail, provided that the recipient has previously consented to receive notices by electronic mail and has provided an email address for this

purpose.

143. To the extent these Bylaws require that a particular notice or other communication be sent or received by an individual in a particular position (for example, the National Secretary) and that position is vacant, the notice or other communication may instead be sent or received by another member of the entity with which that position is associated (for example, another member of a board or executive committee).
144. In order to hold any office or position at any level within the UNWLA, an individual must be a member in good standing of the UNWLA.
145. No National Officer; member of the National Board; member of the National Audit Committee; Officer of a Regional, Branches-at-Large, Members-at-Large Council or Branch; member of a Regional, Branches-at-Large, Members-at-Large or Branch Board; Regional, Branches-at-Large, Members-at-Large or Branch Executive Committee; Regional, Branches-at-Large, Members-at-Large or Branch Audit Committee; Chair of a Regional, Branches-at-Large, Members-at-Large or Branch committee may serve in the same position for more than two consecutive terms. These term limits shall apply only to terms that commenced after the addition of these term limits to the Bylaws.
146. Notwithstanding the formal expiration of any term, any officer or member of any National, Regional, Branches-at-Large, Members-at-Large Council or Branch board or committee shall continue to fulfill her duties until her successor has been elected or appointed.
147. A Branch President, a President of a Regional Council, a President of Branches-at-Large Council, Members-at-Large President or the President of the UNWLA cannot simultaneously hold a leadership position in any other Ukrainian organization.

XVIII. AMENDMENT OF THE BYLAWS

148. At any time, the National Board or National Executive Committee may appoint a Bylaws Committee as a special committee of the UNWLA, although there may be only one Bylaws Committee in existence at any given time. The objectives and responsibilities of the Bylaws Committee shall be to review the Bylaws and, by majority vote of the entire committee, to propose amendments to the Bylaws.
149. To be considered at a Convention, any amendment proposed by the Bylaws Committee must be approved by a majority vote of the entire National Board and sent not later than two months before the start of Convention to all Branch Presidents and the President of Members-at-Large, who are then responsible for notifying the Membership of proposed amendments.
150. Any amendments to the Bylaws must be adopted by a two-thirds majority of votes cast at a Convention.

XIX. DISSOLUTION OF THE UNWLA

- 151. The UNWLA may be dissolved only following a Special Convention called for the purpose of considering dissolution of the organization. The notice of the Special Convention shall include a plan of dissolution in accordance with applicable law, and any other information required by applicable law.
- 152. Prior to the commencement of a Special Convention to consider dissolution, the National Executive Committee shall determine the maximum number of potential delegates to the Special Convention pursuant to Sections 34(a)-(b), 35 and 38 of these Bylaws, and shall inform the President of the UNWLA of that number. A quorum for a Special Convention to consider dissolution of the UNWLA is at least 51% of that number.
- 153. Approval of the dissolution of the UNWLA shall require a 3/4 majority of votes cast at the Special Convention.
- 154. The Special Convention may specify by majority vote the disposition of UNWLA assets following dissolution, provided that the disposition is in accordance with the Certificate of Incorporation, with these Bylaws and with applicable law.
- 155. Following approval of dissolution, the Special Convention shall elect by majority vote a Liquidating Committee consisting of seven members to carry out dissolution in accordance with the instructions of the Convention and with any applicable laws.
- 156. Upon the dissolution of the UNWLA, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government, or a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the UNWLA is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Revised at the XXIV Convention held on May 24-27, 1996.

Revised at the XXVII Convention held on May 27-30, 2005.

Revised at the XXIX Convention held on May 27-30, 2011.

Revised at the XXX Convention held on May 23-26, 2014.

Revised at the XXXI Convention held on May 26-29, 2017.

Revised at the XXXII Convention held on June 5, 2021.

Revised at the XXXIII convention held on September 13-15, 2024.