

# **Bylaws for the UPAPA CHAPTER OF THE USABILITY PROFESSIONALS' ASSOCIATION**

## ***Article 1. Definition and Purpose***

This Chapter is composed of a group of UPA members who live or work in the Philadelphia metropolitan area, the Lehigh Valley, and surrounding states, including New Jersey, Delaware, and Maryland. As a matter of geographic convenience, we hereby organize ourselves to promote the goals of UPA ("the Association") cooperatively. This Chapter shall engage only in activities that conform to the Association's goals and policies.

## ***Article 2. Operational Relationships with the Association***

### **2.1 Membership.**

Only UPA Association members in good standing may be Chapter members. All UPA members residing or working within the boundaries of the Chapter may voluntarily assign themselves to this Chapter. A UPA member may be associated with only one Chapter at a time.

The Chapter shall verify during the application process that the potential Chapter member is a current UPA member before granting Chapter membership. If the potential Chapter member is not a UPA member, the Chapter will provide the Chapter applicant a UPA membership application, and Chapter membership shall be granted after the applicant has been approved for UPA membership, and paid UPA and Chapter dues.

### **2.2 Association contact.**

This Chapter shall

- a. advise the UPA Chapter Committee and the Chapter Sponsor promptly of the names of its newly elected officers
- b. furnish progress information on a quarterly basis and an annual activities report to the Chapter Committee
- c. verify Association membership status of potential Chapter members
- d. notify the Association office of new Chapter members so that the Association database can reflect Chapter affiliation
- e. submit an annual financial report to the Chapter Committee and UPA treasurer

### **2.3 Constraints.**

This Chapter will:

- a. operate under local rules and procedures that are consistent with the governing bylaws, and operational policies and procedures of the UPA and the Chapter. Any variations from the governing documents shall be approved through the Association's Chapter Committee and Board of Directors prior to becoming effective.
- b. take responsibility for ensuring Chapter members are first UPA members
- c. not own real estate, obligate the UPA to any financial or other commitment, nor use the UPA name without the Chapter designation and only within the guidelines outlining use of the Association name and logo.

## **2.4 Dissolution**

The UPA Board may by a two-thirds vote dissolve this Chapter when it is satisfied that the Chapter is inactive (i.e., no meetings have occurred for the span of one year, and none are planned) and that there is no reasonable hope of its immediate revival, or when it is satisfied that such action is in the best interests of the Association. Chapter dissolution shall not affect Association membership status of the members assigned to this Chapter. Members of this Chapter, if dissolved, shall be assigned unaffiliated status or reassigned to another Chapter if such exists in this general region and if they so choose. Upon dissolution, all Chapter funds shall revert to the Association treasury, and use of the UPA name as a Chapter shall cease.

## **Article 3. Operations**

### **3.1 Name.**

The Chapter name is selected by the original organizers but may be changed by a two-thirds vote at a business meeting of the Chapter, a quorum being present. Written notification of the motion to change the name must be given to all Chapter members at least two weeks before the vote. The Chapter name shall be submitted to the UPA Board of Directors for approval, as shall any proposed name change.

### **3.2 Boundaries.**

The Chapter boundaries are proposed by the original organizers and approved by the Chapter Committee. Any change to the boundaries shall be submitted to UPA for approval. The Chapter Committee, with the agreement of UPA's Board of Directors, may change a Chapter's boundaries if deemed in the best interest of the Association.

### **3.3 Chapter Council.**

The Chapter membership is represented by an elected Chapter Council with powers to take whatever legal and proper actions are necessary for the fulfillment of the Association's purposes.

A Chapter Council is composed of the President, the Vice President, the Treasurer, the Secretary, and the most recent past President. The Chapter Council shall meet at the request of the President or at the request of two of its members. A majority of the Chapter Council constitutes a quorum. If the Chapter Council decides by majority vote that more than five officers are required to operate efficiently, it shall propose to the Chapter membership to increase the number of elected officers, specifying the titles and duties of such officers. If the proposal is accepted by two-thirds vote of those present (all members having been notified at least two weeks prior to the vote), it shall become effective. Conversely, the membership of this Chapter may agree by a two-thirds vote to have the offices of secretary and treasurer filled by the same individual. Vacancies in the Chapter Council are filled by majority vote of the remaining council members.

### **3.4 Responsibilities.**

The Chapter President, as head of the Chapter Council, is responsible for all operations. The Chapter President delegates duties to the other officers. The following responsibilities must be discharged:

- a. regularly scheduled program meetings for the membership (at least five per year)
- b. recruitment of new members and membership processing
- c. regular meetings of the Chapter Council to handle the Chapter's business
- d. fiscal controls by means of approved budgets and expenditures, and fiscal operations in accordance with Subsection 3.7 below
- e. quarterly activity reports to the Chapter committee
- f. annual activities reports to the Chapter committee and annual fiscal reports to the Association treasurer. Within 90 days of the end of the fiscal year, the Chapter shall prepare and provide to the Board of Directors of UPA a current financial statement for the fiscal year just ended.
- g. compliance with U.S. IRS requirements regarding annual information returns. Compliance with local regulations regarding non-profit organization.
- h. annual elections conducted by the Chapter nominating committee in accordance with Subsection 3.5 below

### **3.5 Chapter elections.**

It is the President's duty to insure that procedures for Chapter elections are carried out properly. The results of the election shall be reported to UPA and the Chapter Sponsor as early as possible so the new President and other Chapter officers can be invited to attend the annual Chapters workshop, held in conjunction with the annual Association conference. The Chapter nominating committee handles the elections. The nominating committee manager, who is a member of the Chapter, is appointed by the Chapter President.

### **3.6 Chapter business meeting.**

There shall be an annual Chapter business meeting at which the Chapter Council report to the membership and the results of the annual election are announced, in addition to any other Chapter business. A quorum for transacting business is 25 percent of the voting members, or fifteen voting members, whichever is fewer.

### **3.7 Finances.**

Chapter funds shall be deposited in any banking institution that is a member of the Federal Deposit Insurance Corporation (FDIC), or is protected by the Canadian Deposit Insurance Act, or credit unions that are members of the National Credit Union Share Insurance Fund (NCUSIF), as shall be determined by the Chapter Council. The Chapter shall operate under a financial budget approved by its Chapter Council. The treasurer is responsible for all disbursements; disbursements must be authorized in writing and checks signed by the treasurer and either the President or the Vice President.

### **3.8 Chapter Member Dues**

The Chapter shall charge dues which are dedicated to Chapter operations, in an amount determined by the Chapter Council. Dues shall be assessed annually, due on January 1 of each year. On renewals, there shall be a two-month grace period; if Chapter dues as assessed are not paid by March 1, the member's Chapter dues shall be considered to be in arrears, and the member shall be ineligible to serve as a Chapter officer, or to vote on Chapter matters, or to participate in Chapter activities, until the Chapter dues in arrears are paid in full.

Dues of members who join Chapters during any year shall be prorated through December 31.

### **3.9 Services to Non Members**

This Chapter may charge additional fees to Non-members for Chapter events, which fees may be more than those charged to members. However, the amount charged must be reasonable in relation to the benefit derived.