

# Bylaws, Adopted 10-23-2007

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CONCERNED UNITED BIRTHPARENTS, INC. NATIONAL BYLAWS

Approved by the Board of Directors by special email vote 10-23-2007.

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## **ARTICLE I. Agreement of Association**

### **Section 1. Name.**

The name of the Corporation shall be Concerned United Birthparents, Inc.

### **Section 2. Purpose.**

The purpose of the Corporation is to establish a network of persons interested in issues concerning birthparenthood and adoption and who will use charitable and educational means to address the issues. The Corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended.

## **ARTICLE II. Members**

### **Section 1 Classes.**

There shall be one class of members of the Corporation. Each member shall be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Organization, or the Bylaws of the Corporation.

### **Section 2. Qualifications.**

A person shall become a member of the Corporation by paying dues.

### **Section 3. Termination of Membership.**

The Board of Directors or its designee shall terminate the membership of any member who fails to pay her/his dues.

## **ARTICLE III. Office**

### **Section 1. Office.**

The Board of Directors is hereby granted full power and authority to establish and change the principal office for the transaction of the business of the Corporation from one location to another, either within or without the Commonwealth of Massachusetts.

### **Section 2. Regions.**

Regional governships subordinate to the organization shall be established by the Board of Directors.

### **Section 3. Branches.**

- (a) Branches may at any time be established by the President, upon the recommendation of the Regional Director, subject to the approval of the Board.
- (b) Branches shall not incorporate as separate entities, for they are units administratively subordinate to the Corporation.
- (c) Branches are fiscally autonomous and are responsible for timely and appropriate reporting to state and federal government agencies for the funds they raise and expend.

### **Section 4. Subsidiary Groups.**

- (a) A Subsidiary Group which is not fiscally autonomous may be established by vote of the board of directors.
- (b) Subsidiary Groups are entities encompassed by the Corporation. They shall not incorporate as separate entities. They shall be governed by policies enacted by the board of directors.
- (c) A branch may convert to a subsidiary group by a majority vote of its members, subject to approval by the board of directors.
- (d) A subsidiary group may convert to a branch by a vote of the board of directors.

### **Section 5. Representatives.**

Representatives may, upon recommendation of the Regional Directors, be appointed by the President, subject to the approval of the Board.

## **ARTICLE IV. Fiscal Matters**

### **Section 1. Fiscal Year.**

Except as otherwise provided by the Board of Directors, the fiscal year of the Corporation shall be the calendar year.

### **Section 2. Dissolution.**

Upon dissolution of the Corporation all assets of the Corporation shall be disposed of as set forth in the Articles of Organization: Upon liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision therefore, all of the assets of the corporation shall be disposed of to one or more organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE V. Board of Directors**

### **Section 1. Composition.**

The Board of Directors shall consist of the Officers, Regional Directors and other Directors specified in Article VI.

### **Section 2. Powers and Responsibilities.**

All corporate powers shall be exercised by or under the authority of the Directors and the business and administrative affairs of the Corporation shall be controlled and designated in whatever manner deemed best, by the Directors.

### **Section 3 Compensation of Directors.**

(a) Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending directors meetings and reimbursed for expenses incurred in performance of their duties.

(b) Directors may be allowed reasonable compensation for extraordinary services as defined by the Board performed in furtherance of the primary purposes and powers of this Corporation.

### **Section 4. Eligibility.**

Any birthparent who has been a member for six months is eligible to serve on the Board. A birthparent is a person whose parental rights to a child have been terminated voluntarily or involuntarily.

### **Section 5. Terms of office.**

Each member of the Board of Directors shall serve a two year term of office, except in the case of removal, resignation, death, or disqualification.

## **Section 6. Vacancies.**

(a) A vacancy other than in the office of President may be filled by appointment of the President, subject to the approval of the Board, for the unexpired portion of the term.

(b) A vacancy in the office of the President shall be filled by the Secretary temporarily and she/he shall, within ten (10) days of the date of the vacancy, call a meeting of the Board of Directors, who will appoint a successor for the unexpired term of office. Any subsequent vacancy on the Board may be filled by the Board at the same meeting.

## **Section 7. Removal of Officers, Regional Directors and Other Directors.**

(a) Any officer, director or regional director may be removed by a two-thirds vote of the Board for malfeasance or maladministration of his/her office or for violation of any of the provisions of these Bylaws.

(b) Such vote may be taken only after filing written charges with the accused and granting adequate hearing before the Board of Directors after due and proper notice.

## **Section 8. Meetings.**

An Annual Meeting of the Board of Directors shall be held at a time and place which has been designated by the President, subject to the approval of the Board of Directors.

## **Section 9 Notice.**

(a) Notice of the Annual Meeting shall be given as far in advance as circumstances reasonably allow and in all events at least 21 days prior to the meeting.

(b) The Notice shall include the minutes from the previous Annual Meeting and any special meetings and a Treasurer's Report which includes a copy of the most current bank statements and a report showing account balances, income, and expenses for the previous fiscal year, estimated balances and income and expenses for the current year, and a proposed budget.

## **Section 10 Quorum.**

(a) A quorum shall consist of one half of the Board of Directors.

(b) No business shall be considered by the Board at any meeting at which a quorum is not present and the only motion the Chair shall entertain at such meeting is a motion to adjourn.

(c) The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting.

## **Section 11. Votes.**

Each Director shall have one vote and shall exercise that vote in person, by email, electronically, in open conference, or by absentee ballot as provided for in these Bylaws, but no proxy voting shall be permitted.

## **Section 12. Majority vote.**

A majority of those Directors voting by any means permitted by Section 11 of this Article shall be necessary to pass any matter brought up before such meeting.

## **Section 13. Absentee Ballot.**

Absentee ballots must be signed by the Directors and forwarded to the President at least seven days prior to the scheduled Annual Meeting of the Board of Directors, or by date indicated on the ballot.

## **Section 14. Special Meetings.**

Special meetings may be held at the request of the President or at the request of one-third of the Directors.

## **Section 15 Conduct of Special Meetings.**

Special meetings may be conducted in person, by mail, email, or electronically. The board of directors shall enact procedures which specify how the requirements for notice, quorum, and voting are met for meetings held electronically or by email.

## **Section 16. Notice.**

Notice of any special meeting shall be given as far in advance as circumstances reasonably allow and in all events at least seven days prior to the meeting.

## **Section 17 Validity of Action.**

(a) Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action.

(b) Communication by e-mail shall be considered to be communication in writing.

(c) Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

## **Section 18. Parliamentary Authority.**

Robert's Rules of Order, Revised, shall govern the conduct of business in all cases in which they are applicable and not in conflict with these Bylaws.

# **ARTICLE VI. Officers, Regional Directors and Other Directors**

## **Section 1. Officers.**

(a) The officers of the Corporation shall be President, Immediate Past President, two Vice Presidents, Secretary, and Treasurer.

(b) One person may not hold more than one office, nor may any person serve in more than one capacity as a

Regional Director, Director or an Officer, nor may any Officer or Regional Director also occupy a staff position.

## **Section 2. President.**

- (a) As appropriate to fulfill the goals of the Corporation, the President shall provide direction to Regional Directors, Directors and officers.
- (b) Consistent with an annual budget and subsequent amendments thereto which have been approved by the Board of Directors or a committee appointed for this purpose, the President shall authorize the payment of debts generated by the Corporation and together with the Treasurer may sign checks in payment thereof.
- (c) The President shall appoint all committees, subject to the approval of the Board of Directors and be an ex-officio member of all committees.
- (d) The President shall preside at all meetings of the Board of Directors or appoint an officer or other director to preside in his/her stead.
- (e) The President shall interpret the Bylaws.
- (f) The President shall direct and exercise general supervision of the work of the Corporation, subject to the approval of the Board of Directors.
- (g) The President may with the approval of the Board of Directors employ staff necessary to carry out the work of the Corporation under the direction of the President.

## **Section 3. Immediate Past President.**

The immediate past president shall serve as a director by virtue of her office.

## **Section 4. Vice Presidents.**

The Vice Presidents shall be responsible for whatever duties are deemed helpful by the Board of Directors.

## **Section 5. Secretary.**

- (a) The Secretary shall act, subject to the direction of the President and the approval of the Board of Directors, as the clerk of the Corporation.
- (b) The Secretary shall be responsible for taking the minutes of the Board of Directors meetings.
- (c) The Secretary is also responsible for whatever other duties are deemed helpful by the Board of Directors.

## **Section 6. Treasurer.**

- (a) The Treasurer shall, subject to the direction of the President and to such regulation as the Board of Directors may over see the receipt and deposit of revenues of the Corporation in such banks as designated

by the Board of Directors.

(b) The Treasurer shall pay the debts of the Corporation as designated in the Corporation's budget which has been approved by the Board and subsequent amendments thereto.

(c) The Treasurer shall pay travel or other expenses of officers, directors, or employees upon presentation of properly executed vouchers and approved by the President or his/her designee;

(d) The Treasurer shall gather statistics and financial data from affiliated Branches and Representatives as may be required by the Board of Directors.

(e) The Treasurer shall give to the President and Secretary in time to be included with the Notice of Annual Meeting a Treasurer's Report which includes a copy of the most recent bank statements, and a report showing account balances, income, and expenses for the previous fiscal year, estimated account balances and income and expenses for the current year, an inventory of all furniture, fixtures, equipment, and capital assets, and a proposed budget.

(f) The Treasurer shall give Board Members quarterly a copy of the previous quarters bank statements, a balance sheet, an income statement, and a written comparison of actual income and expenditures to budgeted income and expenditures.

(g) The Treasurer shall be responsible for filing all financial forms and reports required by any governmental unit or agency.

(h) The Treasurer shall cause the books of the Corporation to be audited and open the Corporation's books for inspection by auditors at the request of the Board of Directors

## **Section 6 Regional Directors.**

(a) There shall be six Regional Directors one from each of the six geographical regions designated by the Board of Directors.

(b) Regional Directors serve as advisors to the CUB Branches and non-affiliated members in their regions and as liaisons with the Cub Board for these branches and individuals.

## **Section 7. Other Directors**

a) Other positions that provide significant support services to the organization, may be appointed by the President, with Board approval, to serve in a non-official capacity with full voting privileges.

(b) The Communicator Editor shall be designated as an "Other Director".

# **ARTICLE VII. Elections**

## **Section 1 Eligibility.**

Any birthparent member of the Corporation shall be eligible to run for any office or for Regional Director of the Region in which she/he resides.



## **Section 2. Election Committee.**

(a) An Election Committee shall be appointed by the President, subject to the approval of the Board of Directors, by March 1 of each even-numbered year, for that year's election.

## **Section 3. Notice.**

By May 1 the Election Committee shall give notice to members through a Corporate publication of the deadline for filing for office and the date of the election.

## **Section 4. Filing for Election.**

By June 1 persons wishing to run for office shall notify the Election Committee and shall submit a short statement of their interest and qualifications for inclusion in the Corporate publication.

## **Section 5. Ballot.**

By June 15 the Election Committee shall determine whether those filing for office have been paid up members for six months and are birthparents and shall place the names of those meeting these requirements on the ballot.

## **Section 6. Publication of the Ballot.**

(a) The ballot, the statements submitted by the candidates, and a notice of the deadline for returning ballots shall be distributed to members by July 1.

(b) Each member shall have one vote for each officer and one vote for Regional Director in the Region in which the member resides.

(c) The ballot shall include a space to which the member voting must affix his/her mailing label or complete the information contained on the mailing label.

(d) The ballot shall state that ballots must be received by August 1 in order for the votes to be counted.

## **Section 7. Counting the Ballots.**

By August 15 the Election Committee shall tally the total eligible votes cast for each position.

## **Section 8. Reporting the Results.**

The Election Committee shall report the results of the election to all candidates and to the Board of Directors and to members through a Corporate publication.

## **Section 9. Tie Vote.**

In the event votes are tied, the Election Committee shall administer a run off election as quickly as possible as directed by the Board.

## **Section 10. Succession to the Board.**

Officers and directors shall take office September 1 of the following year.

# **ARTICLE VIII Amendments to the Bylaws**

## **Section 1. Changes.**

(a) The Board of Directors may amend or repeal these Bylaws and adopt new Bylaws by a two-thirds vote of the Board.

(b) Prior to the adoption of the amendment, each Director shall be given at least 21 days' notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

## **Section 2. Publication.**

In the event that any Bylaw is amended or repealed, the Board of Directors shall notify members in the next issue of the Corporation's publication that a By-Law has been changed and shall inform members of the substance of the change and that the Bylaws as amended are on the website.

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