

Articles of Incorporation

Pursuant to the laws of the Commonwealth of Virginia
as governed by the State Corporation Commission

Adopted in St. Louis, MO, at the National Convention, Oct. 29, 2020

Updated by the Commonwealth of Virginia on _____

Article I

Name

Section 1

This organization shall be incorporated under the laws of the Commonwealth of Virginia as a non-profit organization and shall be known as the “United Postmasters and Managers of America.” Wherever used in these documents, the acronym “UPMA” or the single word “Organization” when capitalized shall stand for the full name of the organization.

Section 2

The affiliated units of this organization shall be known as “Chapters.”

Article II

Duration

The period of duration shall be perpetual.

Article III

Purpose

The purposes for which the corporation is organized as an independent, non-partisan professional membership association shall be to: provide a vehicle through which members may assist one another in matters connected with their employment in the United States Postal Service; to foster a favorable image of public service; to assure the users of the mails the best service possible; improve the conditions under

which individual members work, having concern for salaries, hours of employment, working environment, and related issues; to cooperate with other groups and levels of postal management in the achievement of common goals.

Article IV

Members

There shall be three classes of members as follows:

- 1) An Active member shall be a Postmaster, Postmaster Relief, Manager, Supervisor or any other EAS employee employed by the Postal Service.
- 2) A UPMA Retired member shall be any person who has retired from the Postal Service and includes the following:
 - a. Employees having held the title of Postmaster at any time during their career.
 - b. Employees having held an EAS position at any time during their career.
- 3) An Associate member shall be an individual who pays dues and exercises an interest in the Organization to include the following:
 - a) U.S. Postal Service employees (not otherwise covered in this article).
 - b) Former Postal Service employees (not to include UPMA Retired EAS).
 - c) Surviving spouses.

- d) Associate members shall be considered members of the UPMA Retired Organization.
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Article V

Officers

The elected National Officers of UPMA shall be a President, Vice Presidents, and a Secretary-Treasurer who shall be active members (with the exception of Postmaster Reliefs who are not eligible to hold these positions) and members of the Executive Board, which is defined in the Bylaws of the Organization.

Article VI

Governing Documents

The governing documents of the Organization shall be the Articles of Incorporation and the Bylaws of the United Postmasters and Managers of America.

Article VII

Amendments

Section 1

The annual National Convention shall make and amend a set of governing documents, consistent with the Articles of Incorporation and the laws of the Commonwealth of Virginia, for the administration and regulation of the affairs of the United Postmasters and Managers of America.

Section 2

All proposed amendments to these Articles must be submitted in writing to the National Office by Feb. 1 of each year. The proposed amendment or amendments to the Articles shall be published prior to the first Chapter Convention at which they are to be considered.

Section 3

All proposed amendments to these Articles must be considered by a Committee on Articles and Bylaws, which shall make a recommendation to adopt or reject the proposed amendment.

Section 4

All amendments shall be read at one session of the convention and acted upon at a subsequent session. No amendment to the Articles shall be deemed to be adopted unless supported by two-thirds roll-call vote of Chapters at the annual National Convention. The casting of the Chapter's votes (in the number to which it is entitled as defined by the Bylaws) and how those votes are to be cast during the roll call at the National Convention shall have been determined by the members voting at the Chapter Convention in that year and may not be changed. All proposed amendments to the Articles of Incorporation that the Convention adopts must be submitted to the State Corporation Commission of Virginia for issuance of a certificate of amendment.

Section 5

All adopted amendments will be dated with an effective date of adoption by the members and an adoption date of the Commonwealth of Virginia for any Articles of Incorporation changes.

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Article VIII

Dissolution

The voluntary or involuntary dissolution of the corporation or its liquidation by court order shall proceed according to the provision of the Nonprofit Corporation Act of the Commonwealth of Virginia; and in such case, the distribution of assets shall be recommended by the Executive Board.

Article IX

Address

The address of the corporation is: 8 Herbert St., Alexandria, VA 22305-2600.

Article X

Authority to Indemnify

Section 1 - Indemnification of officers.

The Corporation shall indemnify an individual made a party to a proceeding because he or she is or was an officer against liability incurred in a proceeding if the officer conducted himself or herself in good faith and believed in the case of conduct in his or her official capacity with the corporation, that his or her conduct was in the best interests of the Corporation or in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation and in the case of any criminal proceeding, the officer had no reasonable cause to believe that his or her conduct was unlawful.

The termination of a proceeding by judgment, order, settlement or conviction is not of itself determinative that the officer did not meet the standard of conduct previously described. The Corporation, however, may not indemnify an officer in connection with a

proceeding by or in the right of the Corporation in which the officer was adjudged liable to the Corporation or in connection with any other proceeding charging improper personal benefit to such officer, whether or not involving action in his or her official capacity, in which such officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

Indemnification hereto permitted in connection with a proceeding by or in the right of the Corporation is limited to reasonable expenses incurred in connection with the proceeding.

Section 2 - Indemnification of officers, employees and agents.

The Corporation may indemnify and advance expenses under this section to an officer, employee, or agent of the corporation who is not an officer to the same extent as to an officer.

Article XI

Agent

The registered address of the corporation is:

**United Postmasters and
Managers of America
8 Herbert St., Alexandria, VA
22305-2600**