

Bylaws

United Postmasters and Managers of America (UPMA)

Article I

Dues

Section 1

Members may, by execution of the proper form, authorize the United States Postal Service to withhold dues from their salary for membership in the Organization.

Section 2

The annual membership dues for this Organization shall be determined:

- a) By multiplying the salary for the midpoint for each EAS level in the current pay schedule by .5 of 1 percent rounded to the next higher whole dollar.
- b) The dues for Postal Career Executive Service (PCES) employees shall be the same as the EAS level 26 as outlined in section a) above.

Section 3

The annual membership dues for UPMA Retired, Postmaster Relief and Associate Members shall be sixty dollars (\$60). These dues will increase by the same percentage as the cost-of-living allowance (COLA) increases equal to the amount of annuity adjustments as issued by OPM. The UPMA Retired and Associate members are eligible to vote on changes to this section.

Section 4

All membership dues paid by active members shall be divided between the Organization and the Chapter with 52 percent being retained by the National Office and 48 percent being remitted to the Chapter.

Section 5

The dues for UPMA Retired and Associate members shall be divided with 50 percent going to the National Office, 25 percent to the UPMA Retired organization and 25 percent to the Chapters. The UPMA Retired and Associate members are eligible to vote on changes to this section.

Section 6

National special assessments may be proposed by the National Executive Board as needed with ratification by the National Convention.

Section 7

Chapters may make special assessments as allowed by their Chapter bylaws. Requests for special assessments must be approved by a vote of the Chapter at the Chapter convention and submitted to the National Executive Board for approval. Such requests must include the reason for the special assessment and the duration of the assessment.

Article II

Organization

Section 1

The Organization may establish a Chapter in a state, commonwealth, territory, possession or grouping thereof after receiving a petition for a charter on forms approved by the National Secretary-Treasurer. The petition must carry the signatures of at least ten (10) eligible members of the petitioning group.

Section 2

The National Secretary-Treasurer shall submit the petition to the National Executive Board for approval and the issuance of a charter.

Section 3

All Chapters must maintain a ten (10) percent minimum representation of the Postmasters within the state, commonwealth, territory, possession or grouping thereof so chartered. A new Chapter shall be allowed one year to reach this minimum. Any Chapter failing to maintain this minimum may, at the discretion of the National Executive Board, be liable to forfeit its charter.

Section 4

Each Chapter chartered in accordance with and under the provisions of these Bylaws will be subject to the provisions of the governing documents, rules and policies of this Organization, and shall:

- a) adopt a set of bylaws, which must not conflict with the Articles of Incorporation, or Bylaws of the National Organization (Any amendments to the Bylaws of the National Organization, which pertain to Chapters, shall automatically become a part of the Bylaws of each Chapter);
- b) hold an annual Chapter convention;
- c) elect a president, one or more vice presidents, a secretary-treasurer and such other officers as provided by the Chapter bylaws (*With the exception of President or Executive Vice*

President, any Chapter office may be filled with a member in good standing of retired Postmasters, retired EAS or a Postmaster Relief provided no other active EAS member seeks the office);

- d) provide sufficient bonding to cover indemnity of Chapter members authorized to receive and disburse funds;
- e) be free to conduct its own affairs and generally perform the acts of an independent organization so long as such conduct and performance are not in conflict or inconsistent with this organization's governing documents,
- f) may edit and issue its own Chapter publication and/or website.

Article III **Executive Board**

Section 1

The National Executive Board of this Organization shall be composed of:

- a) National President;
- b) National Vice Presidents (one of whom shall be Executive Vice President); (*See Article XI, Section 1, Paragraph 11*);
- c) National Secretary-Treasurer;
- d) National President of UPMA Retired;
- e) Immediate Past President, who will serve for a period of one year. (*See Article XI, Section 1, Paragraph 12.*)
- f) Parliamentarian.
- g) (a) through (d) of this section shall be voting members of the Executive Board, (e) and (f) of this section shall be non-voting members.

Section 2

The National President shall be elected by a majority roll call vote of the Chapters of this Organization at a National Convention.

Section 3

The term of office for the National President shall be three (3) years. An incumbent National President may not seek re-election to a consecutive term.

Section 4

The President shall be responsible for the efficient management of the Organization. The President shall generally preside at all annual National Conventions and in all plenary sessions whenever a vote is taken. The President shall be chairman and shall execute the will of the majority of the National Executive Board. The President shall appoint the members of standing and special committees. The President shall be an ex-officio member of all committees. The President shall appoint a member of the National Executive Board to serve as advisor to each standing committee as well as each Postal Area. The President shall see that the National Office is staffed with competent personnel for efficient and economical operation. The President shall approve all contracts, according to the provisions of these bylaws, deemed necessary for the daily operation of this Organization. No contract involving payment, or penalties, in excess of \$50,000 shall be entered into, or dissolved, without approval by a majority vote of the National Executive Board. The President shall report monthly to the National Officers, setting forth the general financial condition of the Organization and communicate items of advisement for information.

Section 5

There shall be six (6) National Vice Presidents from each of the two national vice presidential areas, two (2) National Vice Presidents shall be elected annually from each area for a term of three (3) years and may not seek re-election to a consecutive term.

- (a) National areas are specified as:

- (1) East = AL, CT, DE, FL, GA, IN, KY, MA, MD/DC, ME, MI, MS, NC, NH, NJ, NY, OH, PA, PR/VI, RI, SC, TN, VA, VT, WV
- (2) West = AK, AR, AZ, CA, CO, HI/PI, IA, ID, IL, KS, LA, MN, MO, MT, ND, NE, NM, NV, OK, OR, SD, TX, UT, WA, WI, WY

Section 6

No member shall be elected or appointed to the office of National Vice President unless the member's Chapter is located within the same national vice presidential area that he or she is elected or appointed to represent. No Chapter shall have more than one National Vice President serving on the National Executive Board at any one time.

Section 7

Voting for the office of National Vice President shall be restricted to those Chapters whose post offices are located within the same vice presidential area. National Vice Presidents shall be elected at the annual National Convention by majority roll call vote of the Chapters of the vice presidential area to be represented.

Section 8

An Executive Vice President shall be chosen by majority of the National Executive Board at a meeting immediately following the convention. Voting is limited to the current National Executive Board and all newly elected officers. Those eligible for the position shall be the incumbent vice presidents whose term does not expire on Oct. 31 of the current year, and newly elected vice presidents. The Executive Vice President shall assume the duties on Nov. 1, for a one-year period. (*See Article XI, Section 1, Paragraph 11.*)

Section 9

The Executive Vice President shall work closely with the President and

shall be considered such President's Executive Assistant. The Executive Vice President shall preside at all meetings in the absence of the President. Transactions of the National Executive Board shall be valid in their entirety when the Executive Vice President is acting in the duly constituted position of President pro tem.

Section 10

The National Secretary-Treasurer shall be elected by a majority roll call vote of this Organization cast by Chapters at an annual National Convention. The term of office for the National Secretary-Treasurer shall be three (3) years. An incumbent National Secretary-Treasurer may not seek re-election to a consecutive term.

Section 11

The National Secretary-Treasurer shall be responsible for all records of the Organization and shall maintain permanent records of all meetings. The National Secretary-Treasurer shall oversee all financial reporting. Such officer shall review the receipt, deposit and disbursement of such funds within budgeted authorization or pursuant to action by the annual National Convention or the National Executive Board. The National Secretary-Treasurer shall make recommendations to the National Executive Board and the National Executive Board shall establish procedures for the deposit and disbursement of funds by personnel in the National Office.

Section 12

The National Vice Presidents, the UPMA Retired President, the Immediate Past President and the Parliamentarian shall perform such other duties as assigned by the President.

Article IV **Order of Succession** **National Executive Board**

Section 1

In case of a vacancy in the office of President, the Executive Vice President shall succeed to the position until the next annual National Convention, at which time an election shall be held to fill the unexpired term.

Section 2

In case of a vacancy in the office of the Executive Vice President, the remaining Vice Presidents shall caucus to select by ballot, one of them to succeed to the unexpired term. In the event of a tie, the President shall cast the deciding vote.

Section 3

In case of a vacancy in the office of National Vice President, the President, with the approval of the National Executive Board, shall name an active member from the appropriate vice presidential area, to fill the position until the next annual National Convention at which time an election shall be held to fill the unexpired term.

Section 4

In case of vacancy in the office of National Secretary-Treasurer, the President, with the approval of the National Executive Board, shall name an active member to fill the position until the next annual National Convention at which time an election shall be held to fill the unexpired term.

Section 5

In case of vacancy in the office of Immediate Past President, the office shall remain unfilled until the next Past President is available.

Section 6

In the case of a vacancy in the UPMA Retired President, the UPMA Retired

Executive Board, shall appoint one of its members to fill the unexpired term.

Section 7

Vacancies on the National Executive Board shall be filled within ninety (90) days from the effective date of vacancy.

Article V **Duties of the National** **Executive Board**

Section 1

The National Executive Board shall have full power and authority over the affairs of the Organization within policies established by the annual National Convention and when the convention is not in session.

Section 2

A quorum of the National Executive Board shall be a majority of the voting positions held.

Section 3

The National Executive Board shall convene in the convention city immediately before and upon adjournment of the convention and at least twice thereafter upon the call of the National President. These additional meetings may be conducted in person or electronically. The National President may call a special meeting of the National Executive Board and shall call a special meeting upon the written request of a majority of voting members of the National Executive Board.

Section 4

The National Executive Board shall adopt an annual budget. It shall arrange for and pay premium on bonds sufficient to cover indemnity of National Officers and employees authorized to receive and disburse funds. It shall provide for internal control and audit. It shall further provide for an annual audit of all financial records by a Certified Public Ac-

countant. The full report shall be provided to Organization members upon request. The summary financial report of such audit shall be published in an official publication of the Organization.

Section 5

The National Executive Board shall direct the National President to have published an official magazine of the Organization, as a magazine of record, and take whatever action is necessary to publish said magazine. The editorial policy shall be formulated and controlled by the National Executive Board. Annual financial and other reports shall be included in its pages.

Section 6

The National Executive Board shall have the power to remove any of its members for good and sufficient reason by two-thirds vote of the National Executive Board when in session.

Section 7

The National Executive Board shall authorize the establishment of a National UPMA Retired Organization. This organization shall exist under its own Charter and Bylaws to further the purposes of the parent Organization. The National and Chapter Retiree Organizations shall file a set of governing documents and amendments thereto with the National Office for review, approval and record.

Section 8

The National Executive Board may authorize the establishment of an Auxiliary to the Organization. This Auxiliary shall exist under its own Charter and Bylaws to further the purposes of the Organization. The National and Chapter Auxiliaries shall file a set of governing documents and amendments thereto with the National Office for review, approval and record.

Section 9

The National Executive Board may direct the President to submit recommendations for the position of Executive Director. The National Executive Board may then appoint an Executive Director and define the duties of the position. The Executive Director shall serve at the pleasure of the National Executive Board and under terms and conditions established by it.

Section 10

The National Executive Board shall provide a program to assist members in the protection of their rights of employment and tenure.

Section 11

This Organization has established a reserve fund;

- a) The National Executive Board shall have the responsibility, duty and authority to determine how the monies in this fund shall be invested so as to yield the greatest return at the least possible risk. All income derived from the investment of this fund shall be paid into the treasury of and shall be available for use to defray the annual cost of conducting the affairs and business of this Organization.
- b) None of the monies placed in this fund may be withdrawn or expended for any reason without the consent and approval of two-thirds of the members of the National Executive Board.
- c) The National Executive Board, at its discretion, shall determine the size of the fund.

Article VI **Conventions**

Section 1

The governing body of the Organization shall be its annual National Convention. This National Convention

shall be for the purpose of establishing organizational policy, for receiving and reviewing reports, for electing officers and for the consideration of other business.

Section 2

The time and place of the annual National Convention shall be determined by a roll call vote, as defined in Section 5 and 6 of this article, at a National Convention not less than one (1) convention year nor more than two (2) convention years prior to the date of the future convention. Site selection shall be based on an East/West division of the country. The West area shall be eligible to bid for the 2018 convention, after which bidding eligibility shall rotate between the areas on an annual basis. Chapters, or groups of Chapters, from within the area wishing to host the convention shall recommend sites to the National President by March 1 prior to the National Convention at which the vote on that site will be held. If no recommendations are received by March 1, then bidding shall be open to all Chapters or groups of Chapters throughout the country. The National President and/or his or her designee shall research these sites, as well as other available sites, and present to the National Executive Board one or more sites to be voted on. All proposals submitted to the National Executive Board for consideration must be with the approval of the Chapters, or group of Chapters, that would be needed to host the National Convention. The National Convention shall not coincide with the National Rural Mail Count. (*See Article XI, Section 1, paragraph 13.*)

Section 3

Management of the annual National Convention, including the convention budget, shall be under the direction of the National President and/or their representative.

Section 4

National Convention registration fees charged UPMA Retired members and one (1) guest (provided the guest is not an active member) shall be 25 percent less than such fees charged for active members and guests, and shall include all functions included for active members.

Section 5

UPMA Retired and Associate members shall be entitled to vote on floor votes for time and place selection of future National Conventions. They shall be entitled to one vote for each member registered and in attendance at the National Convention.

Section 6

Each Chapter shall be entitled in a National Convention assembled to one (1) vote for each ten (10) active members, or major fraction thereof. Five (5) active members shall constitute a major fraction.

- a) On any voice vote, each active member registered and reported in good standing by the respective Chapters shall be entitled to vote.
- b) On any roll call vote, the vote shall be cast in accordance with each Chapter's own decision as to method.
- c) A candidate running unopposed may be elected to national office by acclamation.

Section 7

At any National Convention or other meeting of this Organization, a quorum shall be deemed to be present if a simple majority (51 percent) of Chapters is duly represented.

Article VII

Postal Area Coordinators

Section 1

The National Executive Board shall establish Postal Area Coordinators who must be active members. These

Coordinators, along with their Executive Board Advisor, shall provide channels of communication between the Organization and the U.S. Postal Service Areas to protect the interest and welfare of Postmasters.

Section 2

The members of each Area shall meet at the Annual National Convention for the purpose of electing Postal Area Coordinators and conducting other business. Postal Areas may join together to conduct this meeting. However, they shall conduct separate elections for each respective Area Coordinator. Such elections shall be conducted by voice vote. Postal Area Coordinators shall be elected for a three-year term. There shall be no term limits. The areas shall be determined by the National Executive Board. Postal Area Coordinators will assume their duties on November 1st of the year in which they are elected. (*See Article XI, Section 1, Paragraph 15.*)

Section 3

In case of vacancy for the position of Postal Area Coordinator, the Chapter Presidents, in the Area where the vacancy occurs, shall name an active member to fill that position until the next annual National Convention, at which time a special election shall be held to fill the unexpired term.

Section 4

Postal Area Coordinators shall meet at the annual National Convention with the new National Executive Board for the purpose of receiving instructions on their specific duties and Board obligations.

Section 5

The National Executive Board shall determine the financial assistance to the Postal Area Coordinators.

Article VIII

Committees

Section 1

There shall be five standing committees, which may be composed of Active and UPMA Retired members. The standing committees shall be Adverse Action Member Representation, Articles and Bylaws, Education, Legislative, Membership. The President shall appoint the members of each committee. Annually, the President shall appoint one member of each committee as Chair.

Section 2

There shall be a committee on Adverse Action Member Representation. This committee shall provide representation for members of the Organization for the protection of their rights of employment and tenure. No Adverse Action Member Representative may be removed from the committee without a 2/3 vote of the National Executive Board.

Section 3

There shall be a committee on Articles and Bylaws. This committee shall continuously review the governing documents and recommend proposed changes, which shall be placed on the agenda of the National Convention for consideration.

Section 4

There shall be a committee on Education. This committee shall continuously endeavor to develop tools, seminars and materials to meet the demonstrated educational needs of the Organization. The committee shall be responsible for communicating educational resources to the members via all available methods.

Section 5

There shall be a committee on Legislation. This committee shall continuously monitor Legislative issues and activity. It shall work with the Congress, administrative agencies and

government corporations to enhance the overall working conditions and retirement benefits of all members. The committee shall be responsible for communicating Legislative information to the members via all available methods.

Section 6

There shall be a committee on Membership. This committee shall act continuously to bring into the Organization eligible persons as members.

Section 7

All committees shall report to the National Executive Board on a regular basis.

Article IX **Parliamentary Authority**

“Robert’s Rules of Order, newly revised,” shall govern the deliberations of the proceedings at any session of a National Convention or other meeting of this Organization, except that where any provisions of these Bylaws are inconsistent or in conflict with “Robert’s Rules of Order,” then these Bylaws shall prevail.

Article X **Amendments**

Section 1

All proposed amendments to these Bylaws must be submitted in writing to the National Office at least sixty (60) days prior to the opening of the annual National Convention of the Organization. The proposed amendment or amendments to the Bylaws shall be published prior to the National Convention at which they are to be considered.

Section 2

All proposed amendments to these Bylaws must be considered by a Committee on Articles and Bylaws, which shall make a recommendation

to adopt or reject the proposed amendment.

Section 3

All amendments shall be read at one session of the convention and acted upon at a subsequent session. No amendment to the Bylaws shall be deemed to be adopted unless supported by two-thirds vote of those having voting privileges.

Section 4

Unless otherwise specified, the effective date of an amendment so adopted shall be immediately upon the adjournment of the convention.

Section 5

The provisions of this article do not apply to Articles VII and VIII of these Bylaws. These two mentioned articles may be amended by a two-thirds vote of the National Executive Board. Any amendments to article VII and VIII must be provided, in writing, to the National Executive Board thirty (30) days prior to the meeting at which they are to be considered.

Article XI **Transitional Document**

Section 1 - During the transitional period (unless otherwise specified, November 1, 2016, through October 31, 2018):

1. There shall be a period of National Co-Presidency (first election to occur in 2018) (extend Anthony Leonardi and G. Sean Acord until October 31, 2018). The Co-Presidents of both the League and NAPUS are not eligible to seek the office of National President until the elections of 2021.
2. There shall be National Co-Secretary-Treasurers until October 31, 2017. (First election to occur in 2017.) NO salary would be given to these individuals after the consolidation

of 2016.

3. There shall be one (1) year of Co-Retiree Presidents (2016-2017). The retiree organization shall designate the term of office for the Retired Postmasters President, who shall take office Nov 1, 2017. Election to occur at National Convention in 2017.
4. Each organization will elect six (6) National Vice Presidents in 2016 with only one (1) Vice President elected from any one Chapter per organization.
5. Each organization (League and NAPUS) will elect three (3) Vice Presidents from the East and three (3) Vice Presidents from the West. The division of areas shall be as follows:
 - a) East = AL, CT, DE, FL, GA, IN, KY, MA, MD/DC, ME, MI, MS, NC, NH, NJ, NY, OH, PA, PR/VI, RI, SC, TN, VA, VT, WV
 - b) West = AK, AR, AZ, CA, CO, HI/PI, IA, ID, IL, KS, LA, MN, MO, MT, ND, NE, NM, NV, OK, OR, SD, TX, UT, WA, WI, WY
6. The vice presidential candidates from each organization receiving the most votes in each area will be elected to a 3-year term; the vice presidential candidates from each organization with the next highest vote total in each area shall be elected to a 2-year term; the vice presidential candidates from each organization receiving the next highest number of votes in each area shall be elected to a 1-year term. In the event of a tie vote, a lottery will determine the length of term.
7. In 2017 and beyond, no newly elected National Vice President shall come from a chapter

that is currently represented on the board by a National Vice President.

8. After the 2016 National Convention, the new Executive Board will take effect Nov. 1st, 2016.
9. Knowing that the first year's Board would consist of an even number of members, a majority vote will decide all decisions. In the event of a tie the issue is defeated.
10. The Co-Presidents will agree to appoint a Parliamentarian in November of 2016.
11. Selection of an Executive Vice President will take place following the vice presidential elections of 2018.
12. The Immediate Past President will be considered for Executive Board membership following the Elections of 2021.
13. Because of the time constraints involved with a consolidation and the necessity of finding and securing a site for a National Convention two (2) years in advance, the National Executive Boards of both organizations (League and NAPUS) will mutually agree on the site for the 2017 National Convention. Members of each organization wishing to submit a bid for the 2017 convention must make that submission, to their respective National Executive Boards by October 1, 2015. Since both organizations must agree on a site, the final selection of the site for the 2017 National Convention will be made at the discretion of the Executive Boards.
14. During the transitional period, roll call votes cast by each chapter, at the National Convention will be based on the vote percentage cast at the Chapter convention.
15. Prior to November 1st, 2016,

the League will elect four (4) Postal Area Coordinators and NAPUS will elect four (4) Postal Area Coordinators. These Coordinators will assume the duties on November 1st, 2016, and will serve until October 31, 2017. Elections will be held during the 2017 National Convention to elect a new slate of Postal Area Coordinators. Those elected in 2016 shall be eligible to seek reelection in 2017. The two (2) Organization Presidents will decide which four (4) Postal Areas each group will be holding elections for in 2016.

16. Prior to November 1st, 2016, the League president will select six (6) Adverse Action Member Representatives and the NAPUS president will select six (6) Adverse Action Member Representatives. These Representatives will assume their duties on November 1st, 2016. These Representatives will be appointed yearly by the presidents and require a 2/3 vote of the National Executive Board to remove any Representative.

Section 2 – Chapter Boards

1. Each Chapter will have Co-Presidents until the 2017 Chapter convention at which time an entire Chapter Board will be elected. This will give each Chapter time to formulate new bylaws and to determine how many board members are needed, whether or not there will be term limits and what the length of term shall be (i.e. convention to convention, November 1st – October 31st, etc.).
2. Beginning November 1st 2016, the philosophy of Co-Presidents, Co-Secretary-Treasurers and Co-Retiree Presidents will take effect. Prior to

November 1st, 2016, the League and NAPUS will caucus separately to elect two (2) Vice Presidents to be members of the new Board. This will bring the total number of Vice Presidents to four (4) on November 1st of 2016, when the new board will take effect. This 2016-2017 interim board will be responsible for developing Chapter bylaws to be adopted at the 2017 Chapter Convention of the new Organization. Following adoption of the bylaws, elections will be held for all offices. There will be no salary paid to any individual from November 1, 2016 – October 31, 2017.

3. The Chapter Executive Board shall consist of a President, an Executive Vice President, one or more Vice Presidents, a Secretary-Treasurer and the UPMA Retired President. The Chapter Executive Board will decide whether or not to include the Immediate Past President as a non-voting board member.

Section 3

Upon the approval of the consolidation of the two organizations (League and NAPUS), it is understood that all current members of both organizations will automatically become members of the new Organization.

Section 4

No amendments or changes to the Articles or the Bylaws will be allowed during the Transitional period (2016 through 2018). Amendments to the Articles and Bylaws will be allowed following the National Convention of 2018. At that time, this Article XI and any references to Article XI in the Bylaws will be automatically deleted. Where there is a conflict, the provisions of Article XI will take precedence.