CONSTITUTION & BYLAWS OF THE
UPSHAWS OF ALABAMA FAMILY
REUNION ORGANIZATION
A non-profit Organization
*501(c)7 status pending

08/12/2012
Submitted by:
The ByLaws Revision Group- Pro Tem
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ARTICLE I – NAME

The Name of this Organization shall be The Upshaws of Alabama (UOA) Family Reunion.

ARTICLE II – OBJECTIVES

The objectives of this organization are to strengthen the ties of fellowship and kinship by reuniting family members to preserve and promote the heritage of the descendants of Rachel & William Thomas Upshaw. This Organization will function to Unify, Organize and Strategize to the betterment of the Upshaw Family and Community economically and financially. It will also serve as a forum to educate present and future generations on the history and accomplishments of the ancestors and their descendants.

ARTICLE III – MEMBERSHIP

All lineal descendants of Sucky/Rachel & Dr. William Thomas Upshaw are eligible for membership. Lineal descendant is defined as natural birthright, marriage or adoption. Dues are not required to sustain membership in this organization.

ARTICLE IV - MEETINGS

The meetings/reunions of this organization shall consist of bi-ennial meetings/reunions. The bi-annual meetings/reunions shall be held at a place determined by the vote of a majority of the members present at the preceding biennial meeting/reunion. The latest revised edition of Robert’s Rules of Order shall govern this Organization to all applicable cases and remain consistent with these by-laws.

ARTICLE V – LOCATION

The principal office of this organization shall be in Alabama.

ARTICLE VI – OFFICERS

Section 1: The governing body of this Organization shall be known as the National Executive Committee (NEC).

Section 2: The officers of this NEC shall include a minimum of the following elected positions:

1. President
2. Vice President
3. Secretary  
4. Treasurer  
5. Membership Chairperson

**Section 3:** The election of officers shall be held in connection with every second biennial family reunion. Vote will be by secret ballot. The term of office shall cover a period of four years. All officers shall be eligible for re-election. No Member shall hold more than one elected office at a time and no member shall serve more than two consecutive terms in the same office. Officers will not receive income nor have any fees waived for service to the Organization. Any Member in good standing is eligible for office.

**ARTICLE VII – DUTIES OF OFFICERS**

**ELECTED OFFICERS:**

**Section 1:** *National Executive Committee (NEC)* – It shall be the duty of the NEC to represent the family organization during the interval between biennial reunions/meeting, to determine the order of business and review for compliance the program for the biennial reunion/meeting submitted by the State Reunion Committees (SRC), to fill official vacancies until the next biennial reunion/meeting, appoint Standing and Ad Hoc Committees as needed and to perform such other work as may be delegated to the committee by the Organization. These officers shall perform the duties prescribed by these by-laws.

**Section 2:** *President* - It shall be the duty of the President to preside at all meetings of the Organization, to preside at all meetings of the NEC, and to exercise general supervision over the Organization. It shall be the duty of the President to call special meetings of the NEC as necessary for the purpose of carrying on the work of the Organization during the period between biannual meetings. The President of the NEC with the SRC shall conduct a business meeting at an appropriate time during the biennial meetings/reunions. The President shall submit to the Organization at the biennial meetings a report of all official acts of the NEC, together with any other information and recommendations deemed important.

**Section 3:** *Vice President* - It shall be the duty of the Vice President to carry out the policies of the Organization by developing and administering specific programs, subject to the approval of the NEC. It shall be the duty of the Vice President to assist and counsel the President on all matters pertaining to the activities of the Organization. It shall be the duty of the Vice President to act on behalf of the President in his/her absence.

**Section 4:** *Secretary* - It shall be the duty of the Secretary to maintain all correspondence of the Organization, keep current membership records as provided by the Membership Chairperson, record and keep accurate minutes of all meetings of the NEC typed and sent to all NEC members.
no later than two weeks after a meeting, custodian of all of the Organization’s records and
documents- except financial, custodian of the By-Laws of the Organization and to act as the
initial point of contact for queries to the Organization. The Secretary will ensure that letters are
promptly forwarded to the appropriate members of the NEC for action. The Secretary must have
available at all meetings current Bylaws and accurate minutes of all meetings. The Secretary will
also perform such other secretarial duties as directed by the President or NEC.

Section 5:  **Membership Chairperson** - It shall be the duty of the Membership Chairperson to
maintain an up-to-date membership list of the Organization, which should include a current
mailing address, email addresses and phone numbers. The Membership Chairperson shall ensure
that a current membership list is provided to the Secretary on a regular basis. The Membership
Chair is also responsible for recruiting new members to the Organization. Assistants may be
selected as necessary, subject to the approval of the National Executive Committee, and will be
organized as a permanent Membership Committee within the Organization.

Section 6:  **Treasurer** - It shall be the duty of the Treasurer to maintain the financial accounts
of the Organization and to maintain an accounting of all disbursements made by, or in the name
of the Organization. The Treasurer shall make payments for all purchases and services rendered
as authorized by the NEC. All checks of $100.00 or more must be co-signed by the President.
Recurring payments shall be authorized as standing orders which shall be in writing and signed
by the President and one other officer of the NEC. The Treasurer will present a financial report
during the business session of each biennial meeting and will provide interim reports to the NEC
every 6 months or as requested. The Treasurer shall be the custodian of all funds and shall
deposit all monies/checks within one week of receipt and shall retain copies of all deposit slips.
All deposits and payments shall be recorded using bankbook or computer programs, such as
Quicken, Microsoft Money or any other such industry standard. The Treasurer must ensure that
all reimbursement requests by members are accompanied by a valid receipt of the expenditure.
The NEC may request annual or semi annual audits of the Organization’s financial records at
anytime.

Section 7:  **State Reunion Chairperson** - It shall be the duty of the State Reunion Chairperson
to coordinate the State Reunion Committee (SRC) and activities surrounding the biennial
meetings/reunions that may be organized on a local, state or regional basis. The State Reunion
Chairperson shall have presiding authority over the SRC officers of the hosting state. The SRC
shall submit a reconciliation of all accounts within 30 days of the meeting/reunion to the NEC.
The committee will minimally consist of Chair-person, Co-Chair-person, Secretary and
Treasurer. Other Ad Hoc committees will be formed as needed by the SRC Officers, i.e. Co-
Merchandise Coordinator, Food Prep & Storage, Program Coordinator, Hospitality Committee,
Facility Prep (setup & cleanup), Variety Show Committee, Church Program Committee etc.
APPOINTED OFFICERS:

Section 8: Scholarship Chairperson – The Scholarship Chair shall coordinate any activities and maintain any records relative to the funding of the scholarship program. All funds raised in the name of the Upshaw Family Scholarship Fund shall be submitted to the Treasurer within 10 days of receipt, to be deposited into an account that bears the name of the Upshaw Family Scholarship Fund. The Scholarship Chair shall appoint members as necessary, subject to the approval of the NEC. The deadline for graduates to apply is July 24th of each calendar year. The Chairperson shall submit a request to the Treasurer on or before July 31st of each calendar year, to award qualified graduates if funds are available. The request shall include instructions on where (secondary school) to send funds for each qualified graduate. The Scholarship Chairperson shall submit a report to the NEC before the end of the fiscal year (see Article XI) and also present a report at the biennial meetings/reunions of the Organization.

Section 9: Family Historian - It shall be the duty of the Family Historian to maintain a master file of all records of the Organization, including Family Group Sheets, various reports of all UOA descendants and their spouses, biographies, photographs, and reference material. It shall be the duty of the Family Historian to supervise and direct the compilation and writing of biographical records, family histories, and personal histories of Upshaw progenitors and descendants, and to serve as Senior Editor of any and all genealogical and historical books published by the Organization. Assistants may be selected as necessary, subject to the approval of the NEC, and will be organized as a permanent History Committee within the family organization. Any expenses incurred to research, obtain and distribute relative family history information shall be approved and funded by the Organization.

Section 10: Webmaster - It shall be the duty of the Webmaster to maintain the UOA Family Organization Website. The webmaster shall be responsible for; selecting, organizing and editing all material to be posted on the website; receiving and replying to all email sent through the website and to maintain and keep current updates on family related events and activities. Assistants may be selected as necessary, subject to the approval of the NEC, and will be organized as a permanent Website Committee within the Organization. The Organization will cover the expense of keeping the website up and running.

Section 11: Newsletter Editor - It shall be the duty of the Newsletter Editor to publish a Newsletter of the Organization at regular intervals as determined and approved by the NEC’s President. The Editor will collect news, articles and announcements for the Newsletter. The Newsletter Editor may select assistants, subject to the approval of the NEC, to form a permanent Newsletter Committee. The Newsletter Editor will submit to the Webmaster a finished copy of the UOA’s Newsletter for publication on the website. The organization shall off-set any expenses incurred for printing and snail-mail distribution if necessary with prior approval.
Section 12: Merchandise Coordinator - It shall be the Merchandise Coordinator’s job to order all items that have been approved for sale by the NEC and SRC Chairperson; to set-up a web store, in the name of UOA’s Storefront; Check for orders on the webstore and shall mail out all orders within 14-days of the date the order was placed; maintain inventory and keep record of items sold/purchased; the Merchandise Coordinator will work with the Co-Merchandise Coordinator as appointed by the SRC Chairperson, to distribute/sell the UOA’s paraphanalia at the reunions; and to submit monies collected to the treasurer and to set-up a paypal account for online purchases.

Section 13: Social Networking Administrator (SNA) – The SNA shall monitor and post relevant UOA’s information on social networking websites, such as Facebook, Twitter, Linkedin and etc. The administrator will promote the name of the Upshaws of Alabama in good taste and will closely monitor adverse info posted on the status.

Section 14: Chaplain – The Chaplin shall give brief words of inspiration/prayer before regular meetings and minister to the needs of the membership as needed.

ARTICLE VIII – QUORUMS

1. General Membership. A quorum of general membership shall consist of a minimum of 50 members.
3. State Reunion Committee. A quorum of the SRC shall consist of five committee members, at least two of which must be officers.

ARTICLE IX – RESIGNATIONS & VACANCIES

Section 1: Resignations-

a. Should a member of the Committee (NEC) no longer be able to fulfill their obligations to the Committee, they shall submit a letter of resignation to the President.

b. The President shall then forward his or her acceptance of the resignation, along with a copy of the original letter to the Committee.

c. If the resigning Committee member held the office of Treasurer, acceptance of his or her resignation will be contingent upon a successful audit of the Organization’s finances.
d. The resigning Committee member shall turn over all records and documents for which they were responsible to the President within two weeks of acceptance of their resignation.

Section 2: Vacancies-

a. Should a vacancy occur on the Committee in the middle of a term, the President shall have the right to fill that vacancy by appointment. If an officer held a vacant seat, the Committee shall vote on the replacement at the next Committee meeting or via phone conference, whichever is more prudent.

b. A vacancy in the office of President shall be filled by the Vice President for the remainder of the term.

ARTICLE X – FINANCES

Section 1: All SRCs shall provide a written comprehensive detailed report of all financial activities and forwarded to the NEC no later than 30 days after the reunion.

Section 2: All reunion fees will be determined by the SRC. Fees will be based on total estimated expenses divided by estimated attendance. A conservative effort should be made to keep fees at a minimum. Payment of fees will be accepted in the form of money orders, cashier’s checks or personal checks. The SRC’s shall have the authority to determine policies regarding payment deadlines, late payments, acceptance of personal checks and refunds to membership unable to attend the Reunion. Person responsible for insufficient funds will incur all related bank charges.

Section 3: Cancellation of a family reunion must be by majority vote of the SRC. Fees shall be refunded to family members less any non-refundable deposits within 30 days after cancellation. A family reunion may be cancelled due to the lack of financial support. An explanation for cancellation and a financial activity report shall be forwarded to the NEC within 45 days of cancellation.

Section 4: A scheduled deadline for payment of all fees will be determined by the SRC in the host state. However, the time frame must be no later than 60 days of the reunion date. It is at the discretion of the reunion officers of the host state to return/accept late reunion fees.

Section 5: The Upshaws of Alabama Family Reunion is a non-profit Organization. Therefore, it is exempt and all donations to the Organization are exempt from all state and federal taxes.
Section 6a:
1. All funds raised or collected in the name of the Organization, Upshaws of Alabama Family Organization belongs to The Upshaws of Alabama Family Organization.
2. All funds are to be held in a central account in the Principal State. The central account shall be funded by fundraisers, the UOA web-based storefront, donations and residual funds transferred by the SRCs.
3. The signature card shall consist of two signatures, the President and the Treasurer. Both signatures are required on all checks in the amount of $100.00 or more.

6b. All excess reunion funds collected from the reunion registration/activities shall be sent to the NEC Treasurer to be deposited in the central UOA Organization account not later than ninety days after the conclusion of the reunion.

6c. Advance support funds, upon request will be transferred from the central account to the next SRC up to 12 months prior to the next reunion start date. Advance support funds received from the central account shall be used as start-up capital to prevent out-of-pocket expenses for the host state and shall be reimbursed to the central account before the start of the reunion.

6d. The advance support funds will require approval by the NEC. Funds will be granted pending a letter of request stating the need for such funds and how the funds will be reimbursed into the central account.

Section 7: All family members (including officers) must pay said reunion fees in order to attend the Upshaws of Alabama Family Reunion: unless otherwise directed by the SRC and documented in the meeting notes.

ARTICLE XI – FISCAL POLICIES

The fiscal year of this Organization shall be October 1st through September 30th of each year.

ARTICLE XII – AMENDMENTS & ADOPTION OF BY-LAWS

Section 1: Amendments-

a. These bylaws may be amended by a two-third majority vote of the governing board, NEC [See article IV, section 1&2] present at the meeting.

b. The proposed amendment changes must be submitted in writing to the NEC’s President at least 30 days prior to the voting process.

c. Any member in good standing of the Organization may submit a proposed amendment to the Bylaws.
Section 2: *Adoption-

a. The proposed amendment(s) shall be reviewed and receive a quorum vote by the NEC. If approved, the NEC will present the adopted amendment(s) at the business meeting of the next reunion to the General Membership for Ratification. A two-thirds majority vote of the members present is required for ratification.

b. Upon Ratification, the amendments will become effective immediately.
In Witness thereof, the National Executive Committee have set their hands, the year, and the date below:

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<th>NEC member (Printed Name)</th>
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Respectfully submitted by the:  Bylaws Revision Group – Pro Tem

Members:
1. Barbara Upshaw-Nail – Administrator
2. Mattie Upshaw-Welch
3. Phyllis Upshaw-Johnson
4. Ernestine Grant-Hyche
5. Bernard Mathews

Methodology

A ByLaws Revision Group (BRG), Pro Tem was created to revise the existing bylaws dated August 6, 2005 (see exhibit A). A major factor in the selection of BRG members was their proximity to the Atlanta area and to be readily available to convene if necessary. According to records, the 2005 amended bylaws were neither adopted nor ratified. These ByLaws served as the basis for re-structuring the existing bylaws to accommodate the growth of the UOA Organization and to include resources to keep the family linked. The process was completed as follows:

a. The Group’s Administrator obtained fundamental information from the 2005 copy of bylaws and generated a revised draft.
b. The revised draft was emailed to the BRG Members for review and to offer suggestions and ideas beneficial to the Organization.
c. Each member responded within a timely fashion offering add-ons and suggestions.
d. Suggestions were incorporated into the revised draft- then re-sent to the BRG Members for approval.
e. The final 2011 draft was sent to the ByLaws Adoption Committee Members (BAC), Pro Tem for review. The BAC Members consisted of past Upshaw Family Reunion Chairpersons chosen to execute the task of adopting the bylaws that will lead to ratification by the Organization. The bylaws draft and a coverletter, dated September 8, 2011 was snailmailed and emailed to 11 past Chairs. As a result, based on the response, the ByLaws Adoption Committee Members are as follows:
   1) Annie Miles
   2) Felecia Ivey-Sprinkles
   3) Arthur Upshaw
   4) Tami Dolman-Williams
   5) Herman Upshaw
   6) Cynthia Peterson-Willis
   7) Jimmie Rogers
   8) Anthony Upshaw
f. The BAC members responded with suggestions, ideas, revisions and questions. The Administrator responded to each BAC Member- answering questions and clarifying information and details derived from the drafted bylaws.
g. Some of the information gathered was considered and incorporated into the amended draft. The amended draft was re-sent to the BAC members for approval.
h. The final draft was sent to the BRG for a final review on November 27, 2011.
i. The final draft was sent to the BAC Members on December 1, 2011 for final approval and adoption. The ByLaws were approved and adopted by the BAC as of December 31, 2011.
j. Ratification of the amended UOA Family Reunion Organization bylaws will be motioned to be ratified at the next meeting following the adoption of the bylaws by the BAC Members.