
BYLAWS



USPAK FOUNDATION

REVISION	DATE	COMMENTS
A	Feb 9 th 2010	Initial release
B	Feb 2012	Name chg USPAK
C	May 2012	BOD & CM req changes
D	Sep 2012	Add Chapter and Membership categories

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ARTICLE 1 NAME AND DEFINITION

SECTION 1.1 NAME

The name of this organization is USPAK -Foundation, hereinafter referred to as the Foundation or USPAK Foundation.

SECTION 1.2 DEFINITION

It is a voluntary, non-profit, independent, incorporated corporation of individuals who are Americans of Pakistani origin. It is not affiliated with or connected to any political party, religious organization or corporation in the United States or abroad.

ARTICLE 2 NONPROFIT PURPOSES

SECTION 2.1 IRC SECTION 501(C)(3) PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

SECTION 2.2 SPECIFIC OBJECTIVES AND PURPOSES

The specific objectives and purposes of this corporation are as follows: It is an organization established to maintain and further the understanding and advancement of the issues of interest to Pakistani Americans through information and education provided to public and private parties interested in such issues. Educational programs include: policy conferences, internships, newsletters and other materials.

Advocate for social justice, civic participation, education, equal opportunity and fair treatment. Foster civic education of Pakistani American community to become strong and visible participants in America's civic and political life

To encourage Pakistani Americans to voice their opinion about US, State, and Local Government policies. To educate them about the US Public policy development and encourage their participation in policy development.

To empower and assist its members in organizing themselves for effective and coordinated performance of their civic responsibilities. Bring issues affecting Pakistani Americans into national, state, and local dialogues

To encourage the Pakistani American youth to work in federal, state, or local Governments. Groom future leaders in the areas of Public and Private sectors, intergroup and interethnic relations, and public relations.

Increase American public understanding of the depth and scope of Pakistani American contribution to American society. Cultivate cultural heritage.

ARTICLE 3 MEMBERSHIP

SECTION 3.1 MEMBERSHIP

Membership is open to US or Pakistani Citizens of at least 18 years of age. Members shall observe both the letter and spirit of laws of the United States. Board of Directors may impose a one time or recurring mandatory Membership fee.

Membership of all members will be subject to approval of the Board of Directors and after full payment of the mandatory dues.

SECTION 3.2 REVOKING OF MEMBERSHIP

The Board of Directors, by a simple majority, have the discretion of denying or revoking membership of a regular and/or charter member of an individual on the basis of nonpayment of dues, conduct, or non subscription to USPAK Foundation by-laws, mission and vision.

SECTION 3.3 CODE OF ETHICS

All members of the organization in general, but elected individuals and the officers in particular:

- Shall act at all times with honesty, integrity, responsibility and in spirit of good faith and fair dealing.
- Shall not engage in unfair, harsh or unconscionable conduct including, but not limited to, financial, intellectual, or moral dishonesty such as providing dishonest information in order to mislead for personal gain or otherwise.
- Shall not conduct their activities on behalf of USPAK Foundation in a manner involving dishonesty, fraud, deceit, misrepresentation or bias.
- Shall observe both the letter and spirit of laws of the United States
- The officers will not exploit their position for any personal gain.

SECTION 3.4 CATEGORIES OF MEMBERSHIP

The Board of Directors, by simple majority vote, is authorized to establish additional categories of membership besides those listed in this section.

SECTION 3.4.1 REGULAR MEMBER:

A Regular member is any qualified individual who has completed and filed an application with the secretary, along with payment of any required dues, and the Board of Directors has voted by simple majority to accept applicant for regular membership status. There is no term limit for regular membership. Regular members in good standing are entitled to receive emails, newsletters, community action or alerts, USPAK Foundation events, and participate in USPAK surveys. There is no limit on the number of members. Regular Members may volunteer time or resources for USPAK Foundation activities.

BOD may impose a mandatory Annual Membership fee for regular member.

SECTION 3.4.2 CHARTER MEMBER:

A Charter member (CM) is any qualified individual who has completed and filed an application with the secretary along with payment of any required dues, and the Board of Directors, by simple majority, has voted to accept the applicant for Charter member status. In addition to the benefits of a Regular member, a CM in good standing gets free admission to all USPAK Foundation events. CM's also may be invited to "special invitation only" USPAK Foundation events. CM's will be invited to vote and participate in elections for the Board of Directors.

Charter Membership is for a term of one calendar year and can be renewed thereafter without any limit. There is no limit on the number of Charter members. New CM must go through a defined induction and approval cycle to become CM.

Charter Members are the main stakeholders of USPAK Foundation, their role and responsibility is similar to shareholders in a corporation, without any equity provisions.

A minimum of one CM meeting will take place in a calendar year; this could be physical meeting, conference call, electronic communication or proxy vote. BOD may call special CM meetings on as needed basis.

SECTION 3.4.2.1 CHARTER MEMBER REQUIREMENTS & RESPONSIBILITIES

CM requirements and Responsibilities are as follows.

Requirements:	Responsibilities
<ol style="list-style-type: none"> 1. Must be 18 years of age or older. 2. US Citizen or legal resident (preferably of Pakistani origin) 3. Subscribe to the mission and vision of USPAK FOUNDATION 4. Be a resource for USPAK Foundation 	<ol style="list-style-type: none"> 1. Attend CM meetings 2. Approve USPAK FOUNDATION activities, governance issues, and BOD decisions 3. Run, nominate and elect BOD. 4. Entitled to join and lead various USPAK FOUNDATION committees 5. Volunteer time and resources for USPAK FOUNDATION 6. Pay CM calendar year dues by due date

SECTION 3.4.3 RISING LEADER MEMBER

A Rising Leader is any qualified individual who has shown interest in joining the organization, and meets the requirements set-in by USPAK. Rising Leader Membership is for a term of one calendar year and can be renewed thereafter without any limit. There is no limit on the number of Rising Leader members. BOD will set on an annual basis dues for Rising Leader Members.

Rising Leader Members are the future leaders of USPAK Foundation; they are groomed to become future Charter Members or Executive Council member.

A minimum of one Rising Leader meeting will take place in a calendar year; this could be physical meeting, conference call, electronic communication or proxy vote. BOD may call special Rising Leader meetings on as needed basis.

They can get elected or nominated to various positions within USPAK organization except a Board

Section 3.4.3.1 Rising Leader Member Requirements & Responsibilities

Requirements:	Responsibilities
<ol style="list-style-type: none"> 1. Must be 18 years of age or older. 2. US Citizen or legal resident (preferably of Pakistani origin) 3. Enrolled as a student in a college or have graduated from a college within the past five 	<ol style="list-style-type: none"> 1. Active involvement In USPAK activities, help Executive Council work. 2. Responsible of various USPAK projects. 3. Entitled to join various USPAK Foundation committees.

<p>years.</p> <ol style="list-style-type: none"> 4. Demonstrate leadership and ownership of community projects. 5. Subscribe to the mission and vision of USPAK Foundation. 6. Be a resource for USPAK Foundation. 7. Commit to pay annual dues. 	<ol style="list-style-type: none"> 4. Volunteer time and resources for USPAK Foundation. 5. Pay Rising Leader calendar year dues by due date. 6. Elected representative (Executive Leader) of Rising Leaders will be invited to Charter Member and BOD meetings.
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SECTION 3.5 BOARD OF DIRECTORS

There shall be a Board of Directors, which shall have general supervision and control over the affairs and funds of the activities of the Foundation. Members of the Board of Directors shall serve without compensation. All actions of BOD must be ratified by CM on an annual basis.

USPAK FOUNDATION BOD conducts its business through physical meeting, conference call, electronic communication or proxy vote on as need basis. As a minimum BOD must meet on a quarterly basis. USPAK FOUNDATION BOD forms various working committees from time to time to perform various activities.

Charter Members in good standing can be elected for the position of the Board of Directors. A candidate for the Board of Directors must have been a Charter Member for at least one year prior to being elected as a Board of Directors member. There shall be a minimum of six Board of Directors members being elected on an even staggered term. Board of Directors may impose a mandatory annual membership fee or other fees for its members.

Election of the Board of Directors will coincide with USPAK Foundation calendar. The elected individual director would be elected by current CM's with a majority vote to the office for a term of two years, unless sooner displaced, until the next election of the Board of Directors, and thereafter until their successors shall be qualified in their stead, or until their resignation or removal.

BOD by a three fourth majority has the discretion to change the number of BOD, their requirements and responsibilities.

BOD Chairperson:

BOD with simple majority will nominate and elect a current BOD in good standing Chairperson of the Board for a term of two years.

Responsibilities of the Chairperson include but not limited to: presiding and managing the Board of directors, conduct board meetings enhancing the role of BOD, and make strategic alliances with other organizations. Direct and assist the activities of Executive Council.

BOD by simple majority may revoke the Chairperson on the basis of conduct, or non subscription to USPAK FOUNDATION mission and vision.

SECTION 3.5.1 RESPONSIBILITIES & REQUIREMENTS FOR BOARD OF DIRECTOR

In addition to the requirements and responsibilities for CM, BOD must meet the following requirements and responsibilities:

Requirements:	Responsibilities
<ol style="list-style-type: none"> 1. CM in good standing for at least preceding calendar year 2. Track record of volunteer activities; academic skills; community service; etc 3. Able to spend time and resources on USPAK activities 	<ol style="list-style-type: none"> 1. Responsible to CM for the actions of the Board 2. Provide governance for Executive Council. 3. Raise funds for USPAK FOUNDATION activities and events 4. Provide access to US administration, think tanks, Corporate America, etc 5. Provide Organization and other skills needed by USPAK FOUNDATION 6. Lead various USPAK FOUNDATION committees and/or chapters 7. Attend at least 66% BOD meetings. Active participant in USPAK FOUNDATION activities and spend as a minimum 40 hours per calendar year

SECTION 3.5.2 VOTING RIGHTS

Only elected members of the Board in good standing have voting rights at Board Meetings or other Board activities.

SECTION 3.5.3 REMOVAL OF DIRECTORS

Any elected director may be removed from office with reasonable cause at any time. The Board, by a (3/4th) vote, at any regular meeting or a special meeting called for the purpose of considering removal action, may recommend to the Charter members that one or more Directors be removed. Removal of a director will require a simple majority vote by Charter Members.

SECTION 3.5.4 VACANCIES

Any director may resign as a director at any time by written notice to the Secretary. Whenever any vacancy in the Board of Directors shall occur because of death, resignation, removal, or otherwise, such vacancies shall be filled by a Charter Member of good standing through a majority vote of the remaining Board of Directors. Any such Board of Directors shall serve until the next election of the Board of Directors.

SECTION 3.5.5 NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 3.5.6 INDEMNIFICATION BY CORPORATION OF DIRECTORS AND EXECUTIVE OFFICERS

The Directors and Executive Officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of the state.

SECTION 3.6 ADVISORY COUNCIL MEMBER

A person of national recognition with extraordinary qualification and experience in Administration, Public Office, Corporate, and Academic can be invited by the Board of Directors to become an Advisory Council Member. Their role is to provide guidance to the Board of Directors about the vision and future of USPAK Foundation. The term of an Advisory Council Member is two years, and can be renewed or revoked by the Board of Directors.

SECTION 3.6.1 RESPONSIBILITIES & REQUIREMENTS OF ADVISORY COUNCIL MEMBER

Requirements:	Responsibilities
<ol style="list-style-type: none"> 1. Person of national and international recognition. Track record of political activities; academic skills; community service; etc 2. No representation or involvement in operations of USPAK FOUNDATION. 	<ol style="list-style-type: none"> 1. Provide guidance for USPAK FOUNDATION BOD in areas of strategic planning; establishing goals, and objectives. 2. Be a resource for USPAK FOUNDATION activities, improve its image, and reach. 3. Help in USPAK growth.

ARTICLE 4 ORGANIZATIONAL STRUCTURE

SECTION 4.1 EXECUTIVE COUNCIL OFFICERS

USPAK Foundation will have operational and administrative officers entrusted to carry the operations of the Foundation. These officers, referred as Executive Council or Executive Council Officers may be elected or nominated, and approved by the Board of Directors. They must be members of the Foundation.

SECTION 4.1.2 REQUIREMENTS FOR OFFICERS

Before submitting their names for nomination as officers of the organization, the individual members must acknowledge these facts:

1. These positions, unless otherwise stated, are voluntary, honorary and require organizational and communication skills.
2. These positions may require the use of personal time and financial expense out of the individual’s day to day business and activities. This is if the individual can afford to give such time and expense.
3. During his/her tenure of office, if an officer feels or finds out that it is not possible for him/her to give such quality prioritized time, the individual will resign from the position.

SECTION 4.2 NATIONAL ORGANIZATION

USPAK Foundation will have a set of officers who will work at the national level for the operations of the organization.

SECTION 4.2.1 EXECUTIVE COUNCIL

The Administrative and Operational officers of USPAK Foundation shall be the: President, President Elect, Immediate Past President, Executive Director, Secretary, Legal Officer, and a Treasurer. The President may delete or add other officers for specific roles by prior approval of the Board of Directors.

President may nominate or hire members of Executive Council, or if required by simple majority elections within CM. Any change in the officers of Executive Council must be approved by BOD.

Section 4.2.1.1 Vacancy

If an officer shall resign, die while in office, or be removed, the Board of Directors shall, at its next meeting, hold appropriate elections or nominations to fill the vacancy.

President will have the authority to fire un-elected officers of the Executive Council on the basis of conduct, work ethics, or non subscription to USPAK FOUNDATION mission and vision. Such a removal of an Executive Council Officer must be ratified by BOD.

SECTION 4.2.2.PRESIDENT & PRESIDENT ELECT

President elect will be elected by a simple majority vote of CM every two years. The President elect will serve a term of two years before assuming the role of President for another term of two years.

Section 4.2.2.1 Requirements for the Office of the President Elect

1. The individual must have been a Charter member in good standing for at least one preceding year. He/she must have demonstrated his/her commitment by attending at least 75% of the meetings of the board and both of the annual functions of any committee during the past two years.
2. If the member has held a prior office of USPAK Foundation, he/she MUST have demonstrated his/her involvement by attending all the meetings of the board and the both annual meetings of the committee during their tenure of that office.
3. Must have demonstrated his/her integrity and loyalty to USPAK Foundation through his/her prior conduct.
4. Must meet the requirements for BOD.

Section 4.2.2.2 Duties of President

The President is the Chief Operational Officer of USPAK Foundation and shall preside at all meetings of the Executive Council. The President shall be a voting member of the BOD.

The President will be responsible for grooming the President elect to assume the office of President at completion of President elect term.

The President shall be an ex officio member of all committees, shall present an annual report to the Board of Directors and Charter Members, shall appoint the members of all committees as prescribed for in these bylaws, and perform such other duties to assure proper functioning of the Committee.

The President shall be responsible for arranging all the events of the committee directly or through his/her appointed organizers in accordance with rules and time frames laid out in these bylaws.

The President will be responsible for attending all events that he/she is invited to or to arrange for a qualified member to represent USPAK Foundation on his/her behalf.

The president will be responsible for developing and preparing an agenda for the board meeting, Charter Member, or general body meeting with assistance from the secretary and will communicate it to the secretary in time (at least two weeks prior to a scheduled meeting).

Section 4.2.2.3 Duties of President Elect:

The President elect would function in the capacity of the President, in the absence or unavailability of the President (due to any cause). The President elect would also make

him/herself acquainted with the systems and responsibilities of the post. The President elect would also work as a liaison and be available to help out with any of the responsibilities of the President, Secretary or Treasurer. President elect will take on special projects or lead various Committees as required.

Section 4.2.2.4 Duties of Immediate Past President

The Immediate Past President would remain engaged in the operations of the USPAK Foundation. He/she will ensure a smooth transition to the incoming President and will supplement and support the efforts of the President.

SECTION 4.2.3 OTHER EXECUTIVE COUNCIL OFFICERS

All other executive operational officers are nominated by President and approved by the Board of Directors for a term of two years. All Executive Council Officers report to the President.

Section 4.2.3.1 Requirements for All Other Offices

1. The individual, preferably a Charter Member, but as a minimum, must be a Regular Member in good standing.
2. Must have demonstrated his/her commitment by attending at least 75% of the meetings.
3. If the member has held a prior office of USPAK Foundation, he/she MUST have demonstrated his/her involvement by attending all the meetings and both of the annual meetings of the committee during his/her tenure of that office.
4. Must have demonstrated his/her integrity and loyalty to USPAK Foundation through his/her prior conduct.

Section 4.2.3.2 Duties of Executive Director

To perform the operational activities of USPAK Foundation. The Executive Director (ED) provides direction and leadership toward the achievement of the USPAK Foundation vision, strategy, and long-range goals and objectives. The ED is responsible for the day-to-day operation of the organization, establishes operating procedures (in compliance with local, state, and federal laws, and policies set by the board), supervises the hiring and evaluation of all staff, and develops and manages the organization's finances, besides other assigned tasks. The ED shall be responsible for maintaining the records of the organization. The ED may delegate any duties, powers and authorities to others unless such delegation is disapproved by the Board of Directors.

Section 4.2.3.3 Duties of Secretary

The secretary shall maintain accurate and complete records of the activities of USPAK Foundation, which shall include: membership records, election results, and minutes of meetings, including Board of Directors, Charter members, and General body meetings. The Secretary will be the custodian of the Foundation's permanent records. The Secretary shall, after each meeting, send the attendance sheet and the minutes within 10 days of the meeting to the attendees and/or invitees. The Secretary shall have such other duties and responsibilities as may be directed by the President from time to time. The secretary may delegate any duties, powers and authorities to one or more assistant secretaries, unless such delegation is disapproved by the Board of Directors. The Secretary shall have the authority to send dues notices, ballots, and receive membership applications.

Section 4.2.3.4 Duties of Treasurer

The treasurer shall be the custodian of the funds of USPAK Foundation and shall be responsible for keeping full and accurate accounts of all finances of USPAK Foundation. He/she will also be responsible for preparing all necessary reports required by law. The Treasurer shall receive or

make payments on behalf of the Foundation. The treasurer shall provide an annual report to the Board of Directors and shall perform such functions as may be directed by the Board of Directors. The treasurer shall keep full and accurate accounts, present financial statements, and shall prepare, sign, and file all reports to governmental authorities required by law or directed to be filed by the Board of Directors. An outside auditor/accountant may be named with the approval of the Board of Directors. The treasurer may delegate any duties, powers or authorities to one or more assistant treasurers, unless such designation is disapproved by the Board of Directors.

Section 4.2.3.5 Duties of Legal Officer

To perform legal and compliance activities of USPAK Foundation to government agencies, besides other assigned tasks. He/she is responsible for keeping By-laws, Incorporation, and other legal documents up to date and current. The Legal Officer may delegate any duties, powers or authorities to one or more individuals, unless such designation is disapproved by the Board of Directors.

SECTION 4.3 STATE OR CHAPTER ORGANIZATION

Charter Members in any town, city, county, state or region in the USA that has five or more Charter members may form a chapter. They can elect a Vice President from Charter Members residing in that state or region to carry out all required functions at the local level. The intent of forming a Chapter is to increase organization grassroots reach, conduct local events, address issues that are of local nature, and encourage membership at local level.

The chapter will be responsible to carry out the aims, objectives and civic responsibilities of USPAK Foundation. The chapter must abide by the Bylaws and processes of USPAK Foundation and ensure that there is no conflict in objectives. Unless otherwise specified all rules and regulations of USPAK foundation would apply to Chapter. USPAK Executive Council will determine the hierarchy of Chapters located within a region, state, county, etc.

BOD will determine the allocation of funds to Chapter on annual basis.

USPAK Foundation election rules will apply to Chapter. Chapter Officers will be elected only by the Charter Members belonging to that Chapter.

BOD by a 2/3rd majority vote can dissolve a state or local Chapter.

SECTION 4.4 COMMITTEES

To perform various functions USPAK will form Committees. There will be two types of committees, Action Committee and Governance Committee; they will perform specific tasks, projects, objectives etc. These committees may be permanent or fixed term. The Board of Directors would have control of the work of the committees.

Other Committees may be formed by approval of the Board of Directors either at the national or Chapter level as needed.

SECTION 4.4.1 GOVERNANCE COMMITTEES

Governance Committees will be formed on the direction of Executive Council or BOD to meet various fiduciary responsibilities. A minimum of the following Committees must be formed.

Section 4.4.1.2 Election Committee

The Board of Directors of USPAK Foundation shall form an Election committee at least two months prior to the USPAK elections. The committee will ask for nominations for the office of

President Elect, Board of Directors, and any other positions open for elections from among the CM's.

Section 4.4.1.3 Grievance and Due process Committee

The Board of Directors of USPAK Foundation will create and appoint a standing committee called the Grievance Committee. This committee will have a chairman and two members.

If there is a complaint against a member or officer, it will be referred to the committee. The committee will investigate the charges and give recommendations within 30 days of such referral. These recommendations may result in clearing the member of the charges or may result in fixing a penalty that may vary from a reprimand to maximum penalty of removal from the office and/or membership of USPAK Foundation.

Section 4.4.2 Action Committees

Charter Members may request Executive Council to form a USPAK Action Committee. Purpose of forming an Action Committee will be to pursue in a concentrated manner a particular interest, issue, or program. Five or more Charter members may request to form a Committee. They can elect a Committee Chair from Charter Members belonging to that Committee to carry out all required functions at the local level.

The Committee will be responsible to carry out the aims, objectives and civic responsibilities of the Foundation. The Committee must abide by the Constitution and Bylaws of USPAK Foundation and ensure that there is no conflict in objectives. Unless otherwise specified all rules and regulations of USPAK foundation would apply to Committee.

Committee will submit and seek approval of an annual operating plan to the USPAK BOD. Committee can embark on major tasks only with prior approval from the Board of Directors. The Committees are required to submit quarterly reports and stay in close communication with the Executive Officers of USPAK Foundation.

USPAK Foundation will provide administrative, accounting, legal, compliance, virtual office, and best practices support to Committee, including Committee website content, accounts receivable and payable, any compliance filing, telephone support, marketing, growth, and event planning.

Naming of the Committee will be done on a consistent basis like, USPAK Membership Committee.

Charter members can join an existing committee by requesting a Committee Chair for membership. Charter members will belong to a Committee on an annual term with automatic extension.

BOD by a 2/3rd majority vote can dissolve a state or local Committee

BOD will determine the allocation of funds to Committee on annual basis

USPAK Foundation election rules will apply to Committee. Committee Officers will be elected only by the Charter Members belonging to that Committee.

ARTICLE 5 MEETINGS

USPAK operations and strategic decisions will be made at meetings for: Regular Members, Charter Members, Board of Directors, and State Chapter Organizations. For voting at these meetings, electronic, absent or proxy voting methods may be employed.

USPAK will hold the following meetings:

SECTION 5.1 CHARTER MEMBER MEETING

Charter Members will meet to conduct the business of Charter Members on an as-needed basis. Such business may be electing officers, ratifying actions of the Board of Directors, or any other specific purposes that the President or Board of Directors may deem necessary. These meetings could include all charter members, or could only include state or chapter specific charter members. These meetings may take place at a location, conference call, or other electronic meeting techniques. The President directly or through the secretary shall give a 14(fourteen) day notice of any regular meeting.

Rising Leader Meeting

SECTION 5.2 BOARD OF DIRECTOR MEETING

USPAK Foundation's Board of Directors conducts its business through meetings that may take place at a physical location, through a conference call, or other meeting techniques. There shall be at least two face to face meetings of the Board of Directors during each calendar year. The President, directly or through the Secretary, shall give a 7(seven) day notice of any regular meeting of the Board of Directors. Emergency Conference calls can be set up at short notices including notices of less than 24 hours.

SECTION 5.2.1 BOARD SPECIAL MEETINGS:

Special meetings of the Board of Directors may be held whenever called by one or more of the directors by a request to the Secretary, at such time and place as may be specified in the notices of waivers or notice of such meetings. Notices of special meetings may be given orally, by phone, fax, e-mail, or shall be delivered to each director personally or mailed directly to him or her, at his or her residence or usual place of business, at least less than 24 hours on which the meeting is to be held. No notice of adjourned meetings needs to be given.

SECTION 5.3 CHAPTER MEETING

Meeting and other rules of USPAK Foundation will apply to Chapter organizations. Chapter will meet to conduct the business of organization on as needed basis. Such business may be electing officers, event planning, or any other specific purposes that the President or Board of Directors may deem necessary. These meetings may take place at a physical location, through a conference call, or other meeting techniques. Chapter Vice President, directly or through the Secretary, shall give a 7(seven) day notice of any regular meeting.

SECTION 5.4 COMMITTEE MEETING

Meeting and other rules of USPAK Foundation will apply to Committee. Committee will meet to conduct the business of organization on as needed basis. Such business may be electing officers, event planning, or any other specific purposes that the President or Board of Directors may deem necessary. These meetings may take place at a physical location, through a conference call, or other meeting techniques. Committee Chair, directly or through the Secretary, shall give a 7(seven) day notice of any regular meeting.

SECTION 5.5 WAIVER OF NOTICE

Notice of any meeting may be waived by any person in writing, whether before or after the meeting. Attendance at a meeting constitutes a waiver of notice of the meeting, except where a member or director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction or any business because the meeting is not lawfully called or convened.

SECTION 5.6 QUORUM

If half or more members or directors are present in a meeting, then it constitutes a quorum for the transaction of business, and the vote of a majority of the members or directors present at a meeting, at which a quorum is present constitutes the action of the Foundation. Participation in a meeting can take place by means of telephone conference or other acceptable communication techniques.

SECTION 5.7 ACTION OF UNANIMOUS WRITTEN CONSENT

Action by the members and/or Board of Directors may be taken without a meeting if, before or after the action, majority members consent thereto in writing. Such action shall be a valid corporate action if it has been authorized at a meeting, and the written consent shall be filed with the minutes of the meeting.

ARTICLE 6 EXECUTION OF INSTRUMENTS

SECTION 6.1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may, by resolution, authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. When the execution of any instrument has been authorized without specification of the executing officer or agents, the President or Secretary may execute the same in the name and on behalf of the corporation.

SECTION 6.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation must be approved by the President, Secretary or Treasurer.

SECTION 6.3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 6.4. GIFTS

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7 FISCAL YEAR

SECTION 7.1 FISCAL YEAR.

The annual and fiscal year of USPAK shall be January 1 to December 31.

ARTICLE 8 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 8.1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 8.2. PROHIBITION AGAINST PRIVATE INSTRUMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 8.3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE 9 CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 9.1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement, but not replace, any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 9.2. DEFINITIONS

- a. **Interested Person.** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. **Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - 1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
 - 2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 - 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

SECTION 9.3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

- a. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine, by a majority vote of the disinterested directors, whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- d. Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION 9.4. ANNUAL STATEMENTS

BOD Chairperson, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understood the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE 10 AMENDMENT OF BYLAWS

The Bylaws may be altered, amended or repealed by two-thirds (2/3) of the Charter Members, ratified by majority of the Board of Directors of the organization, provided at least 4 weeks written notice has been given.