Bylaws (Code of Regulations)
UNITED FELLOWSHIP OF THE PEN, INC.

ARTICLE I
Name

Section 1. Name. The name of the corporation is UNITED FELLOWSHIP OF THE PEN, INC.
UNITED FELLOWSHIP OF THE PEN, INC. (the “Corporation”) is duly organized as a nonprofit, charitable organization under the laws of the State of Ohio.

Section 2. Office. The Corporation’s primary office is located at 43 East Market Street, Suite 302, Akron, Ohio 44308.

Section 3. Mailing Address. The Corporation’s mailing address is P.O. Box 13291, Akron, Ohio 44334.

ARTICLE II
Mission and Values

The Corporation will provide support to Ohio high schools, teachers, and students in order to serve as the State’s Adolescent and Young Adult Interscholastic Writing League. The Corporation will engage educators in hosting and organizing student writing tournaments, as well as involving students in pre-tournament and post-tournament curriculum activities. The Corporation will augment instruction by making available to Ohio schools programming which makes writing in grades 7 through 12 an academic sport. The Corporation will promote writing as a life and career skill. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code (as amended) and acts in furtherance of those purposes. The Corporation is not formed with the intent of profit or personal gain. The Corporation’s assets and income shall not be distributable to or benefit the Corporation’s trustees, officers, members, or other individuals. The Corporation’s assets and income shall be used in furtherance of the Corporation’s purpose of supplementing and enriching writing education and promoting community betterment through creation of better writers and communicators. Nothing contained in these bylaws shall prohibit the Corporation from reasonably compensating employees or contractors for services provided. The Corporation shall not conduct or participate in prohibited activities for exempt organizations, including endorsing, contributing to, working for, or otherwise supporting or opposing candidates for public office.

ARTICLE III
Members

Section 1. Initial and Additional Members. The members of the Corporation shall consist of fifteen to forty representatives of diverse areas of Ohio designated in accordance with this section (“Members”). The Board President and Executive Director may designate additional Members and may specify a Member’s term of service. In order to assume membership in The Corporation, a prospective Member must execute a written agreement with the Corporation.

Section 2. Annual Meeting. The Corporation shall hold an annual meeting once per calendar year. The Corporation shall conduct any necessary business and may elect Trustees at the annual meeting. The Board President shall provide the Members notice of the time and place of the annual meeting.

Section 3. Special Meetings. The Board President or a majority of the Board of Trustees may call a special Member meeting for the purpose of discussing specific issues (“Special Meeting”). The caller of a Special Meeting must provide the Members (and the Board President, if the Board President is not the caller of the Special Meeting) with notice of the specific issues warranting discussion.
Section 4. Notices. The Corporation shall provide Members written notices of each annual or special meeting. Notices will contain the date, time, place, and purposes of the meeting, along with any specific issues to be discussed. The Corporation may send notices of meetings to all Members via personal delivery, U.S. or courier mail systems, or electronic mail. The Corporation must provide Members at least five days’ notice of upcoming meetings and may provide up to thirty days’ notice. The Corporation’s notice is complete when a physical notice is deposited with the recipient, delivery company, or U.S. or courier mail system, or when an electronic notice is sent via electronic mail. A member who alleges lack of proper notice but who participates in a meeting without registering the allegation prior to the meeting’s start waives any required notice.

The Board of Trustees shall hold meetings of the Members at the principal office of the Corporation, or at another location the Board designates.

Section 5. Voting and Quorum. Each Member has one vote for all Corporation matters subject to Member input. Members may vote in proxy as long as they designate their proxies in writing. Together, a majority of the Members physically present and present by proxy constitutes a quorum.

Section 6. Action without Meeting. The Members may take any action they may take at an annual or Special Meeting without a meeting, provided the Members consent to such action in writing. The Members shall file written consents in the Corporation’s books and records.

ARTICLE IV
Authority

Section 1. Policies and Procedures. The Board of Trustees (“Board”) has general governing authority of the Corporation. The Corporation’s Executive Director and staff, as well as Board President and Corporation volunteers, are responsible for implementing the policies and procedures agreed upon by the Board.

Section 2. Right to Transact Business. The Board alone has the power to enter into contracts or conduct business on behalf of the Corporation. However, the Board may designate the Corporation’s Executive Director to act on its behalf.

ARTICLE V
Board of Trustees

Section 1. Membership. The Corporation shall form a Board of no fewer than five and no more than fifteen individuals. The Corporation shall include at least one teacher and at least one alumnus or alumna of Power of the Pen or of United Fellowship of the Pen on its Board.

Section 2. Term of Office. The Corporation shall elect trustees at its annual meeting. Each trustee shall serve for one, two-year term, or until the Corporation qualifies the trustee’s successor. Trustees may choose to serve more than one term, but may not serve more than three consecutive terms.

Section 3. Resignation or Removal. Any trustee may resign at any time by submitting his or her written resignation to the Board. The Members may vote to remove any trustee from the Board, with or without cause.

Section 4. Quorum. A quorum of the trustees is comprised by a simple majority of the trustees. The Corporation shall consider any action taken by a quorum of the trustees to be an action taken by the trustees in toto.
Section 5. Board Vacancies. Members shall conduct a vote of Board candidates to fill any Board vacancies. A trustee who is elected by the Members to fill a Board vacancy shall remain on the Board through the next election of trustees.

Section 6. Financial Duties. The Board shall approve the yearly budget and provide financial oversight.

Section 7. Annual Meeting. The Board shall hold an annual meeting closely following the Members’ annual meeting.

Section 8. Regular Meetings. The Board shall meet as soon as possible following the election of any trustees. The Board may resolve to conduct regular meetings on a quarterly or other basis. The Board member responsible for maintaining minutes and records (“Secretary”) must provide new trustees notice of any resolutions relevant to regular meetings or the current regular meeting schedule.

Section 9. Special Meetings. The President of the Board (or, if the Board designates one, the Vice President of the Board) may call special meetings of the Board. The President (or, if applicable, the Vice President) must provide Board members with at least two days’ notice of any special meetings.

Section 10. Notice. The Secretary shall provide the Board written notices of each annual or special meeting. Notices will contain the date, time, and place of the meeting. The Corporation may send notices of meetings to all trustees via personal delivery, U.S. or courier mail systems, or electronic mail. The Corporation must provide the trustees at least five days’ notice of meetings. The Corporation’s notice is complete when a physical notice is deposited with the recipient, delivery company, or U.S. or courier mail system, or when an electronic notice is sent via electronic mail.

Section 11. Action without Meeting. The Board, or a Board committee, may take any action it may take at an annual or special meeting without a meeting, provided all Board or committee members consent to such action in writing. The Board, or Board committee, shall file written consents in the Corporation’s books and records.

Section 12. Compensation. The Corporation shall not compensate trustees for their roles as trustees. The Corporation may reimburse trustees for the trustees’ actual, reasonable expenses incurred through attending Corporation meetings or conducting Corporation business. However, trustees may serve the Corporation in other capacities, for which they may be compensated.

Section 13. Unexcused Absences. The Secretary shall maintain a record of each trustee’s meeting attendance. The Members shall consider removal of any trustee who accrues three or more unexcused absences per year.

ARTICLE VI
Committees
The Board shall appoint trustees to committees as appropriate. Each committee may decide on its governing rules of procedure. Committee members may communicate with one another in person, through letter or phone call, or online, via email. A quorum of a committee is comprised by a simple majority of its committee members. The Corporation shall consider any action taken by a quorum of the committee to be an action taken by the committee itself. A committee may take any action it may take at a meeting without a meeting, provided all members of the committee unanimously consent to the action in writing. Committees shall file all written actions and consents to written actions with the Secretary.
ARTICLE VII
Officers

Section 1. Officers and Duties. The Corporation shall maintain at least the following five Board offices: President, Vice President, Secretary, Treasurer, and one At-Large officer. The duties of the five offices are as follows:

A. President. The President shall preside at meetings of the Board; shall convene regularly scheduled Board meetings and Executive Committee meetings; and shall preside—or shall arrange for other members of the Executive Committee to preside—at each meeting. The President shall execute all authorized deeds, mortgages, contracts, and other documents in the name of the Corporation; shall supervise the work of the Corporation through the Executive Director (if an Executive Director is appointed); and shall assume any other duties determined by the Board. The President shall be a member of the Executive Committee.

B. Vice President. The Vice President shall be authorized to execute all responsibilities when the President is unable, unwilling, or otherwise incapable of carrying out the duties of President. The Vice President shall assume any and all duties determined by the Board. The Vice President shall be a member of the Executive Committee.

C. Secretary. The Secretary shall keep records of Board minutes and actions; shall provide meeting notices, agendas, and minutes; shall ensure corporate records are maintained; and shall assume any other duties determined by the Board. The Secretary shall maintain all records and documents in the Corporation’s primary office or at another appropriate place designated by the Board. The Secretary shall be a member of the Executive Committee.

D. Treasurer. The Treasurer shall manage Corporation finances and shall oversee financial records available for inspection by the trustees. The Treasurer shall also maintain all of the Corporation’s necessary bank documents or implements, as well as all financial records, in the Corporation’s primary office or at another appropriate place designated by the Board. The Treasurer shall report on the Corporation’s finances at each meeting of the trustees, and shall prepare or oversee preparation of an annual financial review for presentation to the trustees. Additionally, the Treasurer shall assist in building the Corporation’s budget and in publishing the Corporation’s budget or financial records to the public as necessary. Every five years of the Corporation’s existence, the Treasurer shall prepare or oversee preparation of an audit of the Corporation’s finances. The Treasurer shall be a member of the Executive Committee.

E. At-Large. The At-Large Representative shall represent the Members in all matters coming before the Executive Committee. The At Large representative shall assume any and all duties assigned by the Board. The At Large representative shall be a member of the Executive Committee.

Section 2. Executive Committee. Together, the President, Vice President, Secretary, Treasurer and At-Large Representative comprise the “Executive Committee.” The Executive Committee shall have the powers of the Board, except that the Executive Committee shall not have the power to fill Board vacancies. The Board may review, alter, or revoke decisions of the Executive Committee at any Board meeting. The Executive Committee shall engage a certified public accountant or other appropriate person
or service to prepare the five-year audit of the Corporation's books and records and manage the Corporation finances as necessary.

Section 3. Election and Nomination. At the last meeting of the calendar year, the Board shall vote on officers from the presented slate of candidates.

ARTICLE VIII
Agents, Representatives, and Employees
Section 1. Appointment. The Board of Directors may appoint agents, representatives, and employees of the Corporation with powers to act on behalf of the Corporation consistent with Ohio statutes, Code of Regulations, and any Corporation policies adopted by the Board. All agents, representatives, and employees shall serve at the discretion of the Board. The Board shall review all agents, representatives, and employees in accordance with applicable Ohio rules or the personnel policy the Board adopts.

Section 2. Executive Director. The Board of Directors shall appoint an Executive Director of the Corporation ("Executive Director") if needed. If appointed, the Executive Director shall operate the programs and activities of the Corporation subject to Board policies. The Executive Director shall be the authorized representative of the Board in all activities, except those for which the Board has appointed a different authorized representative. The Executive Committee shall supervise the Executive Director and evaluate him or her on an annual basis.

Section 3. Other Staff. The Executive Director shall have primary responsibility for supervision, disciplinary action, hiring, and dismissal of all other staff. The Executive Director shall administer the Corporation's personnel policies as directed by the Board. Unless and until the Board appoints an Executive Director, the Board shall have primary responsibility for supervision, disciplinary action, hiring, and dismissal of all staff.

Section 4. Personnel Policy. The Board shall develop and enact personnel policies to guide the Corporation staff.

Section 5. Grievances. President of the Board shall appoint three trustees to serve as a Grievance Committee ("Grievance Committee"). The Grievance Committee shall hear complaints and resolve any conflicts that may arise among the staff.

ARTICLE IX
Conflict of Interest Policy
Section 1. Purpose. The Corporation has adopted a conflict of interest policy to protect its interests and exempt purpose in cases of business dealings or transactions that might directly or indirectly benefit the private interest of a trustee or officer of the Corporation, or constitute an excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Corporation intends for this policy to supplement but not replace any applicable federal or state laws governing conflicts of interest for nonprofit and charitable corporations.

Section 2. Definitions.

Interested Person. Any trustee, officer, or member of a committee who has Board-delegated powers and who has a direct or indirect Financial Interest, as defined below, is an "Interested Person."

Financial Interest. If a person has, directly or indirectly, through business, investment or family:
an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement, or

a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

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,

then he or she has a “Financial Interest.”

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature. A Financial Interest is not necessarily a conflict of interest. Under section 4 below, a person who has a Financial Interest only has a conflict of interest if the Board or appropriate committee decides that a conflict of interest exists.

Section 3. Duty to Disclose. An Interested Person must disclose any actual or possible conflicts of interest and all material facts to the Board or to the committee reviewing the proposed transaction, arrangement, or relationship at issue.

Section 4. Determining Whether a Conflict of Interest Exists. After disclosing any Financial Interest and all material facts to the Board, the Interested Person shall leave the Board or committee to decide (absent the Interested Person) whether a conflict of interest exists.

Section 5. Procedures for Addressing Conflicts of Interest. An Interested Person shall not be present for or vote on the proposed transaction, agreement, or relationship with which the Interested Person has a conflict of interest. If appropriate, the President of the Board or committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or committee shall determine whether the Corporation could reasonably obtain a more advantageous transaction or arrangement from an entity with which there is not a conflict of interest. If the Corporation could not reasonably obtain a more advantageous transaction or arrangement without a conflict of interest, the disinterested trustees or committee shall take a majority vote on whether the original proposed transaction or arrangement is reasonably justified by the material facts. The disinterested trustees or committee shall decide in good faith whether or not to enter into a transaction or arrangement pursuant to Ohio Revised Code 1702.301.

Section 6. Violations of the Conflicts of Interest Policy. If the Board or committee has reasonable cause to believe that an Interested Person failed to disclose actual or potential conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the response of the Interested Person and making any further investigation warranted, the Board or committee determines that the Interested Person failed to disclose an actual or possible conflict of interest, the Board or committee shall take appropriate disciplinary and corrective action.

Section 7. Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall list:

the name of any Interested Person who disclosed or otherwise was found to have a Financial Interest and actual or possible conflict of interest;
the nature of each Interested Person’s Financial Interest;

any and all actions taken to determine the existence of a conflict of interest;

the Board's or committee's determination whether a conflict of interest existed;

the names of those present for discussions and votes on proposed transactions or arrangements found to have a conflict of interest; and

the content of any discussions on transactions or arrangements with possible conflicts of interest (including any alternatives to the proposed transactions and arrangements and a record of any related votes.)

Section 8. Annual Statements. On an annual basis, each trustee, officer, or committee member with Board-delegated powers shall sign a statement affirming that he or she has received a copy of the conflicts of interest policy; has read and understands the policy; has agreed to comply with the policy; and understands that the Corporation is a charitable organization that must engage primarily in activities that accomplish one or more of its tax-exempt purposes in order to achieve or maintain federal tax exemption.

Section 9. Periodic Reviews. The Board shall ensure the Corporation operates consistent with its charitable purposes and does not act in ways that would endanger its federal tax exemption by conducting periodic reviews. The Corporation may, but is not required to, use outside advisors to conduct periodic reviews. Even if the Corporation uses outside advisors, the Board remains responsible for the completion of periodic reviews. At minimum, all periodic reviews will examine whether the Corporation’s compensation arrangements and benefits are reasonable and are the result of arm’s-length bargaining; and whether partnerships, joint ventures, and arrangements with management service organizations conform to written policies, are properly recorded, reflect reasonable payments for goods and services, further the Corporation’s charitable purposes, and do not result in private inurement, impermissible private benefit, or an excess benefit transaction.

ARTICLE X
Amendments

Section 1. Adoption. The Board may adopt policies necessary for the Corporation to function, including Bylaws or a Code of Regulation, by a simple majority vote of the trustees present at a meeting covering foundational policies.

Section 2. Amendments. During the first year of the Corporation’s existence, the Board may adopt an amendment through a simple majority vote by the quorum of trustees present at the meeting. After the first year of the Corporation’s existence, the Board must read and discuss any proposed amendments to the Bylaws or Code of Regulations at a meeting prior to the vote upon those proposed amendments. After the first year of the Corporation’s existence, the Board must adopt an amendment through an affirmative vote of 2/3 of the quorum of trustees present at the meeting.

Section 3. Effective Date. Governing documents and their amendments are effective immediately and supersede all of the Corporation’s previous governing documents or agreements.

ARTICLE XI
Miscellaneous
Section 1. Fiscal Year. The Corporation shall use the calendar year as its fiscal year. The Corporation’s fiscal year will run from January 1 through December 31.

Section 2. Representation of the Corporation in Written Instruments. Only those individuals explicitly authorized by the Board to represent the Corporation shall enter into contracts or sign documents on behalf of the Corporation.

Section 3. Indemnification. To the fullest extent permitted under Federal and Ohio law, the Corporation shall indemnify any person who was or is a trustee, officer, employee, agent, or staff member of the Corporation and who is party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding on the basis of their involvement in or with the Corporation. However, the Corporation shall not indemnify any trustee, officer, employee, agent, or staff member of the Corporation in connection with an action taken by or in the name of the Corporation. At the discretion of the Board, the Corporation may purchase and maintain insurance on behalf of or for any of its trustees, officers, employees, agents, or staff members.

ARTICLE XII
Dissolution
The trustees may dissolve the Corporation at a special meeting called for such purpose. For dissolution of the Corporation to take effect, at least 2/3 of all trustees eligible to vote must vote to approve dissolution. Upon dissolution of the Corporation, the Board shall satisfy or make provision for satisfaction of all Corporation liabilities. The Board shall distribute, transfer, or convey any assets that do not require return, transfer, or conveyance to a different individual or organization, to an exempt organization operated exclusively for charitable, educational, or scientific purposes as qualified under section 501(c)(3) of the Internal Revenue Code or analogous statute. The Board shall determine the recipient exempt organization. Any remaining assets not so disposed shall be disposed as appropriate by a court of competent jurisdiction.

ARTICLE XIII
Use of Communications Equipment
The Corporation and those affiliated with it may use communications equipment such as telephones, computers, scanners, copiers, fax machines, and digital meeting platforms for the following purposes: providing notice of meetings or any other notices required under Chapter 1702 of the Ohio Revised Code; attending and participating in meetings; sending document copies or transmitting written materials as outlined in Chapter 1702 of the Ohio Revised Code; or voting. The Corporation must be able to determine that any and all of the purposes carried out on the communications equipment listed above represents the authorized will and intention of the trustee, officer, or member using that communications equipment.

ARTICLE XIV
Non-Discrimination
This Corporation is dedicated to public charity and shall carry out its purposes in a manner that conforms to applicable law related to nondiscrimination on the basis of race, creed, color, national origin, sex, age or handicap.
CERTIFICATION

These Bylaws were approved by unanimous vote at a meeting of the Board on February 24, 2017. The Executive Committee recommended amendments to the Bylaws on December 14, 2017, which were subsequently approved by a majority vote of the Board on December 17, 2017.

[Signature]
Secretary

Date

12-17-17