

BY-LAWS

OF

The World U.P. Foundation (“World U.P.”)

PURPOSE

These Bylaws contain provisions relating to the ways in which the governing and working board of The World U.P. (Understanding and Peace) Foundation (“World U.P.” or “The Organization”) conducts its affairs, including but not limited to laying out the basic, but not exhaustive, duties of its directors and the responsibilities of its officers and employees. As such, the Bylaws were established and adopted to govern a working entrepreneurial Board that is engaged, passionate, and empowered to safeguard the original intent of the founding board directors - to be social entrepreneurs that provide positive impact on the communities in which they live.

World U.P. is a Virginia Non-stock Corporation organized and operated exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. While World U.P.’s mission and vision is to impact and be a part of the global community, its primary place of operation is in the greater metropolitan area of Richmond, Virginia.

ARTICLE I

Management

1. Board Composition. World U.P. believes that the involvement of their whole community is paramount to the success and effectiveness of implementing the mission and vision. As such the Board Meetings may be open to any of the following people:
 - (a) The Board of Directors, which will manage the business and affairs of the Organization (the “Directors”), and shall exercise all powers in accordance with its Articles of Incorporation, as restated, and these By-laws;
 - (b) The World U.P. staff, paid and unpaid, who regularly manage and support day-to-day operations of the Organization (“Staff”);
 - (c) World U.P. volunteers who provide their time and insight to promote the mission and vision of the Organization (“Volunteers”);
 - (d) World U.P. consultants or contractors who are engaged to provide specialized services to promote the mission and vision of the Organization (“Consultants”);
 - (e) Community members or other organizations who engage with World U.P. through partnership to implement programming in the community (“Partners”)

Collectively, all those who fall into 2(a) – 2(e) may add to the agenda, provide updates, or contribute to the discussion. As needed, any meeting participant may sit on a Committee of the Board to provide guidance, advice, or constructive feedback.

While the Directors retain ultimate voting rights, they should consider the contributions of all meeting participants when making decisions and reaching consensus, as outlined in the Consensus Policy.

3. Transparency. Unless required to be private by special circumstance or to maintain confidential information, all Board Meetings shall be made available to the public for attendance and participation. Notice of Board meetings will be published on Social Media. Reasonable efforts shall be taken to assure that meetings will be accessible to those who wish to attend and participate in the meetings in a meaningful way. Meeting minutes shall be maintained and made available to the public upon request, with redaction of any confidential or proprietary information.

ARTICLE II

Board of Directors

1. Board of Directors. The number of Directors on the Board shall not be less than 3 nor more than 15.

2. Election of Directors. At all times, the CEO of World U.P. shall be a Director as long as such an individual holds the position. The remaining Directors shall be elected by the Board as necessary to fill any vacancy or additional need. The election of a new Director may occur at the discretion of the Board, at any time.

3. Terms of Service. Each Director, other than the CEO, shall serve a term of two years with a maximum of three consecutive terms (6 years). A Director may be permitted to return after a year off. Exceptions are allowed with unanimous consensus of the Executive Committee.

4. Meetings. The annual meeting of the Board shall be held prior to the beginning of the fiscal year on a date determined by the President or Vice President for the purpose of approving the coming year's budget, electing directors, officers and transacting such other business as may come before the meeting. In the case that no annual meeting is called, the last meeting of the fiscal year shall be deemed the annual meeting. Regular meetings of the Board shall be held at such time and place as may be determined by resolution of the Board. Board meetings shall be held at minimum on a quarterly basis. The President, the Vice President or any two Directors may call special meetings of the Board. Meetings may be held in person, via an online video conferencing system, a conference call, or email, and the Board shall be encouraged to adapt new meeting opportunities that arise from the innovative technologies in our advancing world.

5. Notice of Meetings. Notice of any meeting of the Board shall be required. Notice of each special or emergency meeting shall be provided at least 3 days before the date of the meeting; provided, however, that any meeting may be held without such notice if all Directors are present or if those not present shall have waived notice prior to such meeting. Notice may be sufficient if provided by physical mail to each Director, electronically mailed, or posted to the World U.P. website. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice or waiver of notice of the meeting. Special conflict resolution meeting notices need to include a concise summary of the issue. (See Conflict Resolution Policy).

6. Quorum. Fifty percent of Directors shall be necessary to constitute a quorum for the transaction of business, and the act of a Consensus of the Directors present at any meeting at which there is a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the Board, the Directors present may adjourn the meeting from time to time without notice until a quorum shall be present or may elect to undertake an Action without Meeting, as outlined in Article II, Section 7 below. Attendance by teleconference is permitted and obtaining consensus (See Consensus Policy) via this means is acceptable as long as the conference members can simultaneously hear each other. Voting by email is acceptable. Directors have 72 hours to respond to decision votes unless a serious issue requires resolution. Votes not cast by a Director will be considered affirmation of the motion, as long as all reasonable actions have been taken to notify the Director. The timing of the vote response is then determined by the Board.

7. Action without Meeting. With the exception of activities conducted in the Annual meeting, any action that may be taken at a meeting of the Board may be taken without a meeting if notice of the action to be taken is delivered by electronic mail to all Directors, setting forth the action to be taken. Any action taken with the meeting shall be reviewed in the next formal board meeting by all Members, where a motion will be made to approve and incorporate the details of the vote into the formal meeting minutes.

8. Decision-Making. Decisions for budgeting, programming, and other critical business, shall be brought to the Board for approval via consensus. Decisions shall be made via a consensus-based model but shall not be contrary to the Mission and Vision of the organization. (See Consensus Policy).

9. Compensation. Members of the Board of Directors shall not receive any compensation for their services as Directors.

10. Conflicts of Interest. No Board Member or any member of his/her family should accept any gift, entertainment, loan, or promise of future benefits or appear to benefit from such board or committee member's connection with World U.P. unless the facts of such benefit, gift, service, or loan are disclosed in good faith and authorized by the board. Board Members are expected to work out the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard. See Conflict of Interest Statement.

ARTICLE III

Officers

1. General. The officers of the Board shall consist of an CEO, President, Vice President, an Historian (previously "Secretary"), a Treasurer, and as deemed advisable by the Board, one or more Committee Chairs. All officers shall serve terms, except the CEO, of one year starting with the first meeting of the fiscal year following their election at the Annual Meeting; provided, however, that each officer's term shall not expire until its successor is elected. Officers shall not serve more than two consecutive terms and one year as the interim officer in the same role, without unanimous Board consensus. At each annual meeting of Directors, the Directors shall elect officers to fill any vacancies occurring at that meeting. If there is not a consensus for election, the Executive Committee will determine next steps. If a vacancy occurs, the President or Vice President may appoint an interim replacement until the next annual meeting.

2. Chief Executive Officer. The Chief Executive Officer, CEO, shall be responsible for the daily management of World U.P., which includes supervising the other officers, agents and employees of World U.P., serving as the primary representative of World U.P. to the general public, and implementing the policies and procedures established by the Board. The CEO shall have all powers required to carry out those duties and such other duties as the Board may assign from time to time.

3. President. The President presides over meetings of the Board and assures that the Board fulfills its responsibilities to the Organization. The President calls the meetings of the Board and acts as Chair of the Executive Committee. He/she works in partnership with the CEO to achieve the mission of the Organization and makes sure Board resolutions are carried out.

4. Historian. The Historian shall certify the actions of the Board when necessary, keep the minutes of the Boards' meetings, maintain the records of the World U.P., give notice of any meetings of the Board, and have such other powers and duties as may be prescribed by the Board from time to time. The Historian is also the Chair of the Communication Committee. This person is also responsible for the Record Retention policy and procedure. If the Historian is unable to attend a meeting of the Directors another officer or Director shall be designated by the Board to record the minutes of the meeting.

5. Treasurer. The Treasurer shall have custody of all operating funds of World U.P.. The Treasurer shall see that a true and accurate accounting of the financial transactions is made and that reports of such transactions are presented promptly to the Executive Committee and the Board. The Treasurer shall represent the board to the independent audit firm. The Treasurer shall be the Chair of the Finance Committee and a member of any committees that are formed to address any financial needs or concerns.

6. Vice President. The Vice President shall stand in for the President if unavailable. He/she shall have powers and duties as may be prescribed by the Board from time to time. The Vice President will understand the responsibilities of the President and be able to perform these duties in the absence of the President. In absence of a Vice President, the Executive Committee may assigned duties as needed to other Directors.

7. Directors. Directors shall support the mission of the World U.P. (the "Mission"). In part, the mission of the Board is to generate charitable support for the World U.P.; and to enhance public awareness of World U.P. Directors are expected to know and understand the Mission and the programs of World U.P. Directors shall reaffirm their commitment to the Board on a yearly basis by completing the following:

- Commitment Form
- Pledge to Donate and Fundraise
- Conflict of Interests Disclosure Form
- Any other Form deemed necessary by the Board or required by the Policies and Procedures established by World U.P.

8. Role and Responsibilities. The Roles & Responsibilities of all Directors are established as needed, and outlined in the Board Management Policy.

9. Director Renewals. Prior to the Annual Meeting of the Board, Directors of the Board have the option to notify the Board they no longer want to be a Director and desire to remain on the Board as a Member of the World U.P. community. It is requested that a 60 day notice be given.

10. Removal of Directors. Any Member may be removed from the Board with or without cause whenever the Board in its absolute discretion shall consider that their removal will serve the best interests of the Organization. Any such removal shall not be with prejudice. The Board may further recover damages for a Member's breach of the bylaws or any World U.P. Policy or Procedure.

11. Resignation of Directors. Any Member may resign prior to the end of their term with or without cause due to unforeseen circumstances. Prior to Resignation, Members are encouraged to bring concerns or issues to the Board for initial review and may be addressed through the Conflict Resolution Policy (See Conflict Resolution

Policy). If resolution cannot be obtained, the Member shall submit to the Board a written resignation letter and a completed Board Assessment Form if resignation is due to cause or conflict. (See Board Assessment Form). The letter and assessment shall be reviewed by the Board in the next meeting to assess and address any necessary feedback.

12. Authorization to sign contracts and agreements, including checks is limited to the CEO, or a specific delegate of World U.P. that has been approved by the CEO or Board of Directors in writing. See Purchasing Policies and Procedures, and Human Resource Manual.

ARTICLE IV

Committees

1. General. The Board is an entrepreneurial, working Board for which each Director is expected to serve on at least one (1) committee. All members shall aim to understand the needs of the communities served and influence change through their participation in these committees, with the intent to create a hub for Social Innovation.

2. Executive Committee. The Board may appoint an Executive Committee, consisting of the CEO, President, Vice President, Historian, Treasurer, and one or more other members of the Board, which may, to the extent consistent with law, exercise the authority of the Board between meetings of the Board. The Executive Committee may establish its own rules for holding and conducting meetings not inconsistent with law, the Articles of Incorporation, as restated, or these By-laws. Directors must serve for one year prior to nomination to this Committee. The members are elected at the annual meeting of the Board. Special circumstances for nominations can be otherwise considered by the Board.

3. Other Committees, etc. The Board may create such other committees it may deem appropriate and appoint to membership any persons, regardless of whether they be members of the Board, and may fix and prescribe their rights, duties, power, and authority. These Committees can include but are not limited to, Communication, Finance, Board Governance, Program Management, and Emeritus Committees.

4. Actions without Meeting. Any action that may be taken at a meeting of a committee may be taken without a meeting if documented appropriately, setting forth the action so to be taken, and approved before the action by all of the members of the committee.

5. Committee Management. Roles and Responsibilities of the Committees are outlined in the Board Management Policy.

6. Committee Action. All actions taken by Committees shall be done via Consensus, as outlined in the Consensus Policy.

ARTICLE V

Miscellaneous Provisions

1. Offices. The Board shall maintain a Principal Office "Office" in the Commonwealth of Virginia (the "Commonwealth"). The physical location of the Office shall be at the discretion of the Board. The Board may have any other offices in or outside the border of the Commonwealth, as may be determined necessary by the Board.

2. Books and Records. The Board shall keep correct and complete books of account and shall keep minutes of the proceedings of the Board and its committees, if any. The Books and Records shall be maintained in accordance with the Record Retention Policy.

3. Fiscal Year. The fiscal year of the Board shall begin on January 1 annually.

4. Use of Unrestricted Funds. The Board may designate certain portions of its funds that are unrestricted to a specific use or project (Unrestricted Funds) for such purposes as may suit the needs of World U.P. The Director of World U.P. shall request the use of such funds in writing to the Executive Committee setting forth the proposed amount and the purpose of the request. A recommendation shall be provided by the Executive Committee prior to a vote by the Board on the expenditure of Unrestricted Funds. The Directors shall consider such a recommendation prior to acting but may take action in opposition to the recommendation by the Executive Committee. The Executive Committee shall establish guidelines for the amounts available from the Unrestricted Funds for use by World U.P. Notwithstanding the aforesaid provisions of this Article V, Section 4, the President shall be substituted for the Executive Committee at any time an Executive Committee has not been appointed pursuant to Article IV, Section 2 of these By-Laws.

5. Whistleblower Complaints. World U.P. encourages employees, volunteers and others related to the Organization to report any violation of policy, procedure, or ethics; illegal activity; or other misconduct by anyone related to the Organization. No person who in good faith reports a violation shall suffer harassment, retaliation, or adverse employment consequences. Any employee, board member, or volunteer who retaliates against someone who has reported a violation in good faith is the subject of discipline up to and including termination of employment. (See Whistleblower Policy and Procedure).

6. Incorporation of Policies & Procedures. All World U.P. Policies and Procedures adopted by the Board are herein incorporated into the By-laws of the Board and all Members shall abide by and honor the policies. Violations of the Policies and Procedures may result in Board Review of the violation and appropriate action taken by the Board. The review of violations are at the sole discretion of the Board.

7. Amendment of By-laws. The Board may alter, amend, or repeal these By-laws by consensus as outlined in the Consensus Policy.

8. Articles of Indemnification. The Board may vote to indemnify an individual who was made a party to a proceeding because he or she was a director or officer of the World U.P. against liability incurred in the proceeding unless the liability arises from his or her gross negligence or willful misconduct. The determination whether a director or officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification or in accordance with Virginia Common Law. The Board shall not indemnify; (1) in connection with a proceeding by or in the right of the World U.P. in which the director or officer was adjudged liable to the corporation, or (2) in connection with any other proceeding charging improper personal benefits to him or her, whether or not involving action in his or her official capacity, in which he or she was adjudged liable on the basis that personal benefit was improperly received by him or her.

The Board may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a legal proceeding in advance of final disposition of the proceeding if: (1) the director or officer furnishes the Board a written statement of his or her good faith belief that he or she has met the standard of conduct described herein, (2) the director or officer furnishes the Board a written undertaking, executed personally on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct, and (3) a determination is made upon the facts then known to those making the determination that such facts would not preclude indemnification.

All terms defined in Article 9 of the Virginia Non-Stock Corporation Act, as enacted and in effect on the date of adoption of these by-laws, shall have the same meaning when used in this Section. In the event that any provision of this Section is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this provision shall apply to a person who has ceased to have the capacity referenced herein, and may insure to the benefit of the heirs, executors, and administrators of such person.

9. Electronic Signature. The Organization shall accept secure electronic signatures as an acceptable form of signature. Electronic signatures shall have the full force and legal effect of a hand-written signature.

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