

Variety Tents
of the US

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St Louis, MO

Detroit, MI

Buffalo, NY

Kansas City, KS

Indianapolis, IN

Philadelphia, PA

Des Moines, IA

Dallas, TX

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Atlanta, GA

New England

Southern California

Chicago, IL

Grand Rapids, MI

Northern California

Houston, TX

New York, NY

Colorado

Las Vegas, NV

Hawaii

Salt Lake City, UT

Palm Beach, FL

Palm Springs, CA

Orlando, FL

Knoxville, TN

International

USV

CONSTITUTION
& BYLAWS

*Variety - The Children's Charity
of the United States*

Fifth Edition ~ August, '06

An
Affiliate of



variety
the children's charity

U.S. Variety Bylaws

*Variety – The Children’s Charity
of the United States*



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Sixth Edition
Submitted and approved by Variety International and
voted upon and approved by U.S. Tents on _____

*Variety—The Children’s Charity
of the United States*



**CONSTITUTION
& BYLAWS**

By Edward F. Jablonski
Policies & Procedures Committee Chair



Fifth Edition
*Amendments presented at the USV Annual
National Leadership Conference, September 2005
Submitted and approved by Variety International
And voted upon and approved by US Tents August, 2006.*





~~One hundred years from now...~~

~~...it will not matter
what your bank account was,
the sort of house you lived in,
or the kind of car you drove
...but the world may be different
because you were important
in the life of a child.~~



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of the United States~~

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DEFINED TERMS

Terms used but not otherwise defined herein shall have the meaning set forth below:

“Annual Meeting” shall mean the Annual National Leadership Conference of U.S. Variety convened for the purpose of holding elections, considering resolutions and transacting such other business as may properly come before delegates representing the Association.

“Association” shall mean Variety – The Children’s Charity of the United States or U.S. Variety.

“Board of Directors,” or "Board" shall mean the governing body of the U.S. Variety appointed and elected as prescribed by the Bylaws.

“Board of Directors Policy Manual” shall mean the entire contents of the Board of Directors Policy Manual, adopted by the Board of Directors pursuant to the Bylaws.

“Bylaws” shall mean the corporate Bylaws of the Association.

“Tent Executive Director” shall mean the designated executive at a Tent.

“Charter” as applied to a Tent of the Association, shall mean the certificate of recognition issued by the Board of Directors that authorizes the Tent to conduct operations as a Chartered Tent of the Association and states the purposes of such Chartered Tent.

“Charter Action” shall mean the authority of the Board of Directors to charter, recharter, decharter or change the territorial jurisdiction of any Chartered Tent.

“Corporate Regulations” shall mean the Bylaws, the Board of Directors Policy Manual, all resolutions of the Board of Directors, all Chairman’s Directives, and all other regulations, directives, rules, and policies of the President and CEO. Each such source of corporate authority occupies the order of precedence in which it appears in the preceding sentence. Each prevails over inconsistent provisions of subordinate sources.

“Dissolution” shall mean the closing of a Chartered Tent (a) voluntarily after written notice to, and approval by, the Association with the vote of the Tent’s membership at a meeting called expressly for such purpose; or (b) involuntarily upon revocation of a Tent’s Charter in accordance with procedures specified in Corporate Regulations.

“National Convention” shall refer to the annual conference of Association, including the Chartered Tents of the Association as provided the Bylaws.

“Non-Chartered Tent” shall mean any Tent not chartered by the Board of Directors, established and managed by the President and CEO, or his or her designee, consistent with Board of Directors policies and resolutions, to deliver, support, or manage Tent Activities and Services. Also referred to as “satellite office.”

“Officers” shall mean the people with day-to-day responsibility for running the Association, such as the chief executive, and are appointed by the Board of Directors.

“President/Chief Executive Officer” shall mean the senior corporate administrative officer of the Association with direct accountability to the Chairman of the Board of Directors and with direct responsibility for the management of the Association in accordance with Corporate Regulations.

“Region” shall mean the geographical area in which Tents and Non-Chartered Tents are located.

DEFINED TERMS, cont.

“Regional Tent Representatives” shall refer to a Chief Barker, elected by Chief Barkers of a Region to represent the Region for a period of one year in accordance to section x,x of the Polices Manual.

“Special Meetings” of the Board shall be held at such times and at such places whenever called by the Board, by the President, or by the Chairman upon the written direction of any three Board Members. Reasonable notice thereof shall be given by the person or persons calling the meeting.

“Tent” shall mean the Chartered Unit of the Association authorized to provide Services to the public in the territorial jurisdiction defined in such Tent's Charter.

“U.S. Variety,” shall mean the Association.

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USV CONSTITUTION & BYLAWS

NAME

~~The name of this Corporation shall be Variety—The Children’s Charity of the United States, Inc., herein referred to as the USV, Variety or the Association.~~

PURPOSE

~~The purpose of the Variety—the Children’s Charity of the United States is to be the national cooperative for all Variety Tents in the United States, through a regional network of Tents and representatives. The USV shall establish standards of Association, of Administration, of Communication, and Operation. It shall help coordinate resources, develop programs and cooperative fund-raising strategies, set communication standards, in the interest of helping Tents establish effective business operations, fund-raising opportunities, and community relations.~~

~~To elect Officers to administer the USV and its national programs; to supervise and direct the U.S. Tents as herein set forth in these Bylaws.~~

MISSION

~~To support and encourage U.S. Tents to provide funding and services for programs that strive to improve the quality of life for underprivileged, physical and mentally challenged, ill, abused, neglected and abandoned children. This mission shall be accomplished by working within the Constitution and Bylaws of Variety International and in cooperation with Variety throughout the world.~~

VISION

~~To assist Variety in the formation of new Tents in the major cities or areas through the United States and its possessions; to develop national programs for the benefit of U.S. Tents; to assist Tents in need of guidance in financial and administrative matters and in directing cooperative national projects; to work within the Constitution and Bylaws of Variety International and in cooperation with the Variety throughout the world.~~

USV
CONSTITUTION & BYLAWS

SECTION I GENERAL

A. Name

The name of the Corporation shall be the VARIETY THE CHILDREN'S CHARITY OF THE UNITED STATES, also referred to herein as USV.

B. Applicability

These Bylaws provide for the governance of ~~the corporation~~USV pursuant to the requirements of the Pennsylvania Non-Profit Corporation Law (the "Act"). Capitalized terms used herein without definition shall have the meanings specified or used for such terms in the Act.

C. Offices

- ~~1.~~ The principal office of USV shall be located in Los Angeles County, California. USV may have
~~such other offices, either within or without California or Pennsylvania~~ as the Board of Directors may determine or as the affairs of USV may require
~~from time to time.~~
- ~~2.~~ ~~USV shall have and continuously maintain in Pennsylvania a registered office and a registered agent whose office is identical with the registered office. The registered agent and the registered office may be changed from time to time by the Board of Directors.~~

D. Seal

The Corporation shall have a common seal as prescribed by the Board of Directors which shall contain the corporate name in a circle within which the word "Corporate Seal," the year of incorporation and the name of the state of incorporation shall be contained.

E. Rules of Order

All meetings of ~~directors~~the BOD shall be governed pursuant to these Bylaws. If these Bylaws (or regulations adopted by the Board of Directors for Directors' meetings) are silent as to rules of order and procedure, ~~the Pennsylvania Non-Profit Corporation Law, as then amended shall govern and if said Law be silent,~~ then Robert's Rules of Order shall govern.

~~**F. Logo**~~

~~USV and all US Tents shall use the official Variety Logo which was approved in 2005.~~

F. Compliance with Variety International (VI) Bylaws

USV shall operate in compliance with the Constitution and Bylaws of Variety International.

G. Policies & Procedures Manual

A USV Policy & Procedures Manual shall direct the specific policies and procedures to be observed by staff, officers, committee members and volunteers.

H. Interpretation

Words in this document shall include the plural and vice versa, and words which suggest the masculine, shall include the feminine. The language intent is to minimize verbiage without offense to anyone.

SECTION II STRUCTURE OF THE USV

A. Organizational Structure

1. ~~SEPARATION FROM VI~~—The USV shall be structured as a separate entity from Variety International (VI); however, it shall operate within the Constitution and Bylaws of Variety International. The VI Board shall have final approval on any new Tent recommendation and/or action.
2. ~~NON PROFIT STATUS~~—The USV shall secure and operate under its own Federal Tax Identification Number (EIN) and Nonprofit 501(c)(3) status. USV shall maintain adherence to state and federal laws governing not for profit organizations and shall adhere to the requirements Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended.
3. ~~The FISCAL YEAR runs from October 1st through September 30th.~~

AB. Operational Organizational Structure

1. BOARD OF DIRECTORS (BOD)
 - a. **Number** – The Board of Directors ~~may~~ shall include from twelve (12) to thirty- six (36) members as follows: all members of the National Executive Committee; all Standing Committee Chairs; Program Committee Chairs; non-voting members including Regional Chief Barker Representatives, Regional Executive Director Representatives, and all Executive Vice Presidents ~~eight (8) members of the National Executive Committee; all Standing Committee Chairs and Program Committee Chairs; plus Ex-Officio (non-voting) members including Executive Vice Presidents; one (1) Chief Barker Liaison; and two (2) Executive Director Liaisons.~~
 - b. **Mandatory Committee Chair Service** – Each voting member of the Board of Directors shall serve on a minimum of one Committee, the President is a member of all committees. ~~Each member of the Board of Directors shall serve on a minimum of one Committee, except the President who is ex-officio on all committees.~~
 - c. **Executive Vice-President Appointments** - The ~~president, with the approval of the~~ Executive Committee, may appoint a (non-member) ~~qualified business leader~~ as an Executive Vice-President, ~~and (would serve on non-voting member of the Board of Directors who consults in advisory capacity).~~ ~~Ex-Officio in such capacity as may be directed.~~
 - d. The Board of Directors shall govern the USV through the Executive Committee in the interim period between Board Meetings.
2. ~~NATIONAL EXECUTIVE COMMITTEE (EC)~~ – ~~There shall be an~~ Executive Committee ~~and it~~ shall be presided over by the President. The members ~~of the committee shall~~ shall include the Chairman of the Board, ~~the nationally elected officers including the~~ President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Treasurer, ~~and~~ Secretary,; and the USV ~~Executive Director~~ Chief Executive Officer (~~Ex-officio~~ Non-voting).
 - a. **General Oversight** – The Executive Committee shall be responsible for the oversight of the ~~executive staff~~, planning, development and operation of the USV within the guidelines of the Policies & Procedures Manual. ~~approved by the Board of Directors.~~
 - b. ~~The Board of Directors shall govern the USV through the Executive Committee in the interim period between Board Meetings.~~
 - c. ~~Oversight: National Executive Director~~ shall be responsible for the oversight of operation and accountability of the USV national office including:
 - (i) ~~Supervision of staff and administration;~~
 - (ii) ~~Supervision of financial functions including accounting, budgeting, financial planning and independent annual audits.~~
 - bd. **Reporting** – The Executive Committee shall report to the Board of Directors ~~bi-annually. (at the Annual National Leadership Conference and the Convention).~~

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3. COMMITTEES – Standing committees include, but are not limited to, ~~the~~ Finance, Fundraising, Policies and Procedures, ~~and~~ Audit and Ethics, Membership, Communications and Annual National Leadership Conference Committees. Program ~~Committees also include but are not limited to those listed.~~ Committee Chairs ~~(except those designated Ex Officio), are~~ -voting members of the Board of Directors and ~~report to and coordinate with the Executive Committee and report to the Board of Directors~~ Executive Committee.

SECTION II STRUCTURE OF THE USV (cont.)

Standing Committees

- a. **Finance Committee** shall ~~control, manage, invest in and dispose of~~ USV property. ~~and all such activity by the Finance Committee must be authorized by the Executive Committee and Board of Directors.~~ The members ~~of the Finance Committee~~ shall consist of the Treasurer as Chairman and two or more Directors, who shall be appointed by the President.
- b. **Fundraising Committee** shall ~~include all Program Chairs and shall develop USV and present national~~ fundraising programs and sponsorships, including, but not limited to, Gold Hearts. ~~for the benefit of all US Tents.~~
 - (i) ~~Gold Heart Program Committee~~ shall develop and execute a plan for the next year's Gold Heart Drive; developing sponsorship, theater involvement; ordering, distribution and coordination with motion picture studio representatives.
 - (ii) ~~Paper Heart Program Committee~~ shall develop and maintain standards and practices; and expand distribution of the Paper Heart Program through local and national outlets.
 - (iii) ~~Radiothon Committee~~ shall develop and maintain a program to help US Tents plan, organize, arrange, implement and manage a Radiothon.
 - (iv) ~~Golf Committee~~ shall work with national sponsors and also assist US Tents in scheduling and increasing their local fundraising through golf outings.
- c. **Policies and Procedures Policies and Procedures Committee** shall maintain the ~~status of the~~ Bylaws and Policies and Procedures Manual, and; propose changes as necessary for the Board of Directors' consideration.
~~; and standardize policies and procedures within the Bylaws, to guide the Board of Directors, its Committees and USV National office.~~
- d. **Audit and Ethics Committee** shall ~~be made up of USV Board Members one of whom is appointed chairman and the Committee~~ be responsible for ~~making certain that USV receives Annual Financial Reports~~ from all Tents, communicating with probationary Tents, and communicating with VI regarding the revocation of charters. ~~and that financial standards are met; determine if any administrative and/or financial problems exist within a Tent that need to be addressed; if problems exists, the chairman shall collect any such information and file a report with the USV Executive Committee for review.~~
- e. **Tent Development Committee** shall develop new Variety Tents ~~and will help develop ways to revitalize existing Tents and make them more successful and self-sufficient entities.~~
- f. **Membership Committee** shall develop ~~successful~~ membership programs ~~with a goal of substantially for implementation by US Tents.~~ ~~expanding membership throughout the U.S.~~
- g. **Communications and Marketing Committee** shall consult on communication and marketing efforts as needed and coordinate all branding efforts with USV office for new programs.
- h. **The Annual National Leadership Conference (ANLC) Committee** shall:
 - (i) Be chaired by the ~~National Executive Director~~ ~~CB~~ of hosting Tent each year;;
 - (ii) Plan and develop ~~next year's~~ Annual National Leadership Conference ~~in accordance with previous recommendations and current directives;~~

SECTION II STRUCTURE OF THE USV (cont.)

- (iii) — Follow the ANLC format requirements working with the site committee;
- (iv) Report progress regularly to the National Executive Director and the National Executive Committee for review, suggestions and required approval.

Program Committees

- ai. **Sunshine Coach Program Committee** shall ~~monitor program and manufacturer participation~~ develop and maintain sponsor relationship, and communicate the program timetable and requirements to Tents; and ~~VI develop funding options with a goal of improving and expanding this program.~~
- bj. **Variety At Work Program Committee** shall organize “hands on” activities ~~–and develop existing and new ideas to be shared among U.S. Tents~~ execute programs nationally.
- ck. **Mobility Program Committee** shall ~~expand~~ develop and execute the program ~~both~~ nationally ~~and regionally to by~~ establishing grants; ~~seek and;~~ acquireing sponsorship; develop~~ing~~ relationships with appropriate hospitals to help ~~Tents~~ administer the program in areas in which funds were raised. ~~but no Tent exists.~~

~~SECTION II STRUCTURE OF THE USV (cont.)~~

~~4. COMMITTEE AUTHORITY & RESPONSIBILITY~~

4. COMMITTEE AUTHORITY AND RESPONSIBILITY

- a. **Establishing Additional Committees** – By majority vote, the Board of Directors may, ~~by resolution duly adopted,~~ establish ~~one or more new~~ committees, ~~each of~~ which shall consist of at least two ~~or more~~ members, ~~which committees, to the extent provided by such resolution, shall have and exercise the authority of the Board of Directors in the management of the USV; however, the designation of and delegation authority to such committees shall not relieve the Board of Directors or any individual Director by these Bylaws, or bylaw.~~
 - b. ~~**Establishing Committees and Making Appointments** – Other committees not having and exercising the managerial authority of the Board of Directors, may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may be provided by resolution, members of exercising the managerial authority of the Board of Directors, may be established by resolution duly adopted by majority vote of the Board of Directors. Except as may be provided by resolution, members of committees shall be members of a Tent within USV, and shall be appointed by the Board of Directors, whenever in the judgment of the Board, the interests of USV would be best served.~~
 - be. **Term of Service** – Each member of a committee shall continue as such until the ~~next Annual National Leadership Conference of the USV and terms of officers expires.~~ ~~until a successor is appointed, unless such committee shall be sooner abolished, or unless such member be removed or cease to qualify as a member of the committee.~~
 - cd. **Chairperson Appointment** – One member of each committee shall be appointed chairperson by ~~recommendation of the President.~~ ~~or the Board of Directors.~~
 - de. **Committee Vacancies** – Vacancies ~~in the membership of any committee s~~ hall be filled by appointments ~~made in the same manner as provided in the case of original appointments, and any member so elected for a predecessor’s unexpired term by the president.~~
 - ef. **Quorum** – ~~Unless otherwise provided in a committee’s establishing a resolution, a~~ majority of the whole committee shall constitute a quorum. ~~, and the act of a majority of members present at a meeting at which a quorum is present shall be an act of the committee.~~
 - fg. **Rules and Regulations** – Each committee may adopt such rules and regulation for its meeting and the conduct of its activities as it may deem appropriate; provided, however that such rules and regulations ~~shall be~~ are consistent with these Bylaws, and provided further that regular minutes of all proceedings ~~shall be kept. Voting on all Committee matters shall be by those present in person, by proxy (where permitted), by telephone conference, Internet, e-mail or by facsimile communication.~~
5. ENTERTAINMENT ADVISORY COUNCIL - The Council includes members of the Entertainment Industry and serves USV in an advisory capacity to further the goals of USV ~~and especially with the Gold Heart Drive.~~ Members are appointed by the President. -They are not members of the Board of Directors.

BC. Office Staff

~~1. ADMINISTRATIVE STAFF~~—As may be required, ~~an administrative staff~~The Chief Executive Officer (CEO) is responsible for managing the administrative staff, and shall report directly to the President. The CEO shall manage the day to day operation of the national office;

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~~including but not limited to:~~

- ~~a.— Developing and maintaining effective communications;~~
- ~~b.— Disseminating information to U.S. Tents, the Executive Committee and the Board of Directors.~~

~~2.— NATIONAL EXECUTIVE DIRECTOR is a USV employee managing the administrative staff, and shall report directly to the President and ultimately to the Executive Committee. Responsibilities include, but are not limited to:~~

- ~~a.— Developing and implementing national fund raising campaigns and activities;~~
- ~~b.— National Office Administration, ANLC and development of national programs;~~
- ~~c.— Help to develop and manage budget and financial functions;~~
- ~~d.— Generate regular financial reports to U.S. Executive Committee. [Also see Sec. III.C.6.e]~~

~~3.— ADMINISTRATION MANUAL—A USV Policy & Procedures Manual shall be written and maintained in compliance with the USV and VI Bylaws. It shall direct the specific current Policies and Procedures to be observed by staff, officers, committee members and volunteers.~~

SECTION II STRUCTURE OF THE USV (cont.)

D. Fund Raising & Partnering

~~NON-PROFIT STATUS—IRS regulations require total compliance of established and approved Non-Profit Organization fund raising policies both on a national and local level. All Tents must abide by following the basic rules in fund raising and distribution of funds because Variety will be held accountable.~~

~~1.— AUTHORITY AND RULES FOR DEFINING JURISDICTIONAL TERRITORIES~~

- ~~a.— **A single Tent within a state**—The franchise territory of a single Tent within a state shall include the entire state except as other wise specified herein.~~
- ~~b.— **More than one Tent in a state**—Where more than one Tent exists in a state, with VI authorization and working with the USV, the Tents affected may divide and identify their counties within the state in an equitable manner, but with final VI approval.~~
- ~~c.— **A Tent adjacent to a Metropolitan Area in a neighboring state**—A Tent, which is adjacent to a metropolitan area in a neighboring state, with the intent to include such area in its franchised territory, may do so providing: it does not infringe on another Tent's franchised territory; the arrangement was made in agreement with the other Tent; and was carried out with prior USV notification and express permission from VI and that the funds raised in that area are spent in that area.~~
- ~~d.— **A Tent covering more than one state**—Where a tent is covering more than one state, it should define its territory with the USV and where possible establish satellites to help administer the area for which it is responsible.~~
- ~~e.— **A state with no Tents**—Where no Tents exist in a state, the US Variety Board, in cooperation and approval of VI, may try to establish a new Tent and/or decide and direct or enlist whatever available means to assist children within those states implementing various other Variety Programs.~~

SECTION II STRUCTURE OF THE USV (cont.)

D. Fund Raising & Partnering

2. NATIONAL AND LOCAL FUNDRAISING POLICY STANDARDS

- a. ~~**USV AUTHORIZATION**—Any arrangement or agreement with a national corporation or a chapter of a national non-profit organization shall be done with the full knowledge, direction and authorization of US Variety.~~
- b. ~~**Prior Agreement**—When working with national charities or corporations, a clear understanding of the arrangements and expectations of and between both parties should be specified in a written and signed agreement, and to avoid any later conflict of interests.~~
- e. ~~**Ultimate use of Funds**—Funds raised within or outside of a franchised jurisdiction shall be used within the area where the funds were raised.~~
- d. ~~**Distribution Authority**~~
 - (i) ~~Under no circumstances can funds raised in a National Gold Heart Drive or other National, Regional or Local Fund Drive in cooperation with a retail, exhibitor, or commercial organization, and/or in partnership with another charitable organization with Chapters nationwide, be distributed by anyone other than Variety.~~
 - (ii) ~~Funds raised in an agreed-upon partnership will be directed to USV with an account statement identifying source, amount, and location where the funds were raised, except that if part of the Agreement specified a preference by the partner within Variety’s mission, then USV will redistribute the funds in both names however prearranged. If funds were raised where no tent exists, then USV will distribute the funds within its own discretion.~~
 - (iii) ~~All funds raised through a national program or in conjunction with a national partnership should first be submitted to the USV prior to being returned to the Tent or submitted to a designated charity.~~
- e. ~~**Telethons and Radiothons**~~
 - (i) ~~The event may unintentionally violate territorial jurisdiction, however the program advertising and commentary should clearly state where the funds are going and indicate how the funds may be used.~~
 - (ii) ~~If the preceding conditions are not complied with, it is then essential that procedures be implemented to track the origin of donations so that there is separate accountability for proper re-distribution of funds; *except that,*~~
 - (iii) ~~If it is verified that a donation made from outside of the a Tent’s jurisdiction, that such donation was a specifically intended contribution in response to the program and its sponsor, then such contribution can be retained by the Tent~~
- f. ~~**Retention of Funds Outside of Variety**—There will be no retention of funds by any retail, exhibitor, commercial or charitable organization as required by IRS 501(c)(3) Regulations.~~

SECTION III BOARD OF DIRECTOR'S RESPONSIBILITIES & CONDUCT

A. Authority

1. ~~The business and charitable programs of the USV will be managed under the direction of the BOD. Board of Directors by the authority vested in this organization as empowered by the VI and approved by member U.S. Variety Tents.~~
2. The BOD will meet at least twice a year; at the ANLC and at the VI Convention. As necessary, the President with the approval of the Executive Committee may call additional Board Meetings.
3. EC meetings are called by the President or at the request of two Officers on the EC. EC meetings may be held in person, by conference call or by a combination of both.
4. Special meetings of the Board of Directors may be called upon by the President or any two directors provided that such request specify the urgency and purpose of the meeting.
5. Notices of regular and special meetings shall be given in writing not less than 15 days prior except that the ANLC and Election notices shall be at least 30 days prior.

B. Members of the Board of Directors

1. QUALIFICATIONS – ~~Candidates for Members of the Board of Directors should be persons of good moral character who have served preferably in an elected position in one of the U.S. Tents or who have served on the Board of VI and who have demonstrated their ability and their concern for the mission of Variety as stated in the Policies and Procedures Manual. to help children.~~
2. APPOINTMENTS AND REPLACEMENTS – Should a director die, resign or be removed as outlined in the Policies and Procedures manual, the ~~President may appoint a Director with the approval of the Board of Directors~~ President will appoint a replacement to serve for the duration of the unexpired term.
3. CONDUCT
 - a. **Remuneration** – No compensation shall be paid to any member of the ~~Board of Directors BOD for services as a member of the Board of Directors, except that by resolution of the Board of Directors.~~ Directors-Members of the BOD may be reimbursed for expenses incurred on behalf of USV subject to prior written approval of the EC.
 - b. **Removal**
 - (i) ~~An appointed Director-Committee Chair may be removed from office, with or without cause, by an affirmative vote of a majority of the Board of Directors present at a duly called meeting, provided that not less than seven days and not more than thirty day's notice of such meeting shall be given to each Director BOD. stating that removal of such Director is on the agenda.~~
 - (ii) ~~An elected Officer- may be removed from office by a majority of the Board of Directors. proposing such removal to be affected by a majority vote of US Tents, except in the event of a conflict of interest or other circumstance on which the Board of Directors has made a specific finding that the failure to remove such director immediately will bring discredit on USV, and thereafter the removal must be specifically ratified by majority of Tents, or the officer will be reinstated.~~

C. ~~Board of Director's Member Officers' Responsibilities~~

1. PRESIDENT SHALL:
 - a. Preside at all meetings of the ~~Executive Committee EC, and Board of Directors BOD,~~ of the membership and oversee USV long-term goals and strategies; serve as liaison between the Board and the National Executive Director and shall perform such other duties as may be determined by the ~~Board of Directors BOD~~;
 - b. ~~Sign all written-Execute~~ contracts and obligations of USV. ~~which have been approved by the Board of Directors. -In matters of urgency, w~~When the President is unavailable,

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- contracts may be ~~signed-executed~~ by two (2) members of the Executive Committee [~~Also see SEC. VII.E.2 and Sec. VII.J.~~].;
- ~~e. Shall appoint standing and such committees as may be needed, and shall be the ex-officio member of all committees.~~
2. CHAIRMAN OF THE BOARD – The immediate past President shall be the Chairman of the Board who shall act as advisor to the President and shall:
- a. Chair the ~~Board of Directors, Executive Committee~~BOD, EC, Nominating or Special Meetings- in the absence of the President or Vice President.;
 - ~~b. Chair the Nominating Committee;~~
 - ~~c. Act as Parliamentarian at the ANLC determining quorum, counting and verifying votes and should be acquainted with the revised Roberts Rules of Order;~~
 - ~~d. In the event that the 1st Vice President cannot fill the vacancy of the President, the Chairman of the Board may assume the presidency approved by majority vote of the Board of Directors, and be vested with all powers of the office for the balance of the term. [Also see Sec. VI.F]~~
3. 1st VICE-PRESIDENT shall:
- a. ~~Be vested with~~ Assume all powers of and perform all duties of the President in the President’s absence or inability to act, ~~only; as long as such absence or inability continues;~~
 - b. Perform such duties as President may request. ~~-or may be determined by the Board of Directors.~~

SECTION III BOARD OF DIRECTOR'S RESPONSIBILITIES & CONDUCT (cont.)

4. 2nd VICE-PRESIDENT (*Fundraising Chair*) shall ~~shall assume chair~~ the Fund Raising Committee leadership and its responsibilities as described herein in addition to any further direction of the Board of Directors. The progress and regional experience shall be reported at Executive Committee and Board Meetings.
5. 3rd VICE-PRESIDENT (*VI Liaison*) shall represent be responsible for the interest of USV in reporting to VI in compliance with VI Bylaws, taking care that USV is always in compliance with International Bylaws and mandates; that such changes which may be considered by the VI are communicated in a timely manner to the President and the Executive Committee.
6. TREASURER
 - a. **Finance Committee** – The Treasurer shall chair the Finance Committee.

SECTION III BOARD OF DIRECTOR'S RESPONSIBILITIES & CONDUCT (cont.)

- b. **Finances** – the Finance Committee shall oversee the:
 - ~~(i) Have charge of the USV finances, receive, and disburse funds as authorized;~~
 - ~~(ii) Delegate related duties to staff;~~
 - ~~(iii) Perform other such duties as may be determined by the Board of Directors.~~
 - e. ~~Signatories~~ **Signatories** – All disbursements shall be made by check. Checks of \$300 or less can be signed by the ~~National Executive Director~~CEO. Checks over \$300 must be signed either by either:
 - A. any two members of the Executive Committee, or
 - B. the ~~National Executive Director~~CEO plus one member of the Executive Committee.
 - C. Non-budgeted expenditures over \$300 must be approved by ~~the President and the Executive~~ Committee.
 - ~~(ii) – Financial Report~~ – A preliminary Financial Report, ~~including an income and expense statement,~~ detailing the following shall be prepared and presented at the ANLCC:
 - A. Cash receipts and disbursements
 - B. Balance sheet ~~and made part of the minutes of the meeting.~~
 - C. Income statement
 - D. Budget variance report with explanations regarding variances)
 - E. Investment report (non-operating funds)
 - ~~e. (iii) – Annual Budget~~ – The Treasurer and ~~National Executive Director~~CEO shall develop an Annual Budget to be ~~presented to and~~ approved by the USV President and Executive Committee no later than 30 days prior to the new fiscal year and the ANLC.
7. SECRETARY shall:
 - a. ~~Attend all meetings of the Executive Committee, the Board and any committees as may be directed;~~
 - ab. ~~Keep or arrange for~~Issue timely notices ~~minutes of such meetings~~
 - b. Perform other such duties as directed by the President. In the Secretary's absence or inability to act, USV staff shall assume the Secretary's responsibilities.
 - ~~(USV should receive minutes within 30 days of meetings); c~~

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- . Written Minutes of all meetings of the BOD and ANLC shall be prepared and maintained by the USV at the ANLC. Minutes of the ANLC shall be distributed to the Board of Directors, to those members and delegates in attendance and to all Tents within 3 weeks after the meeting.
- ~~e. Prepare necessary certified copies for USV;~~
- ~~d. Other such duties as directed by the Board.~~
- 8. PROGRAM CHAIRS ~~and committee will carry out the mission of the Program shall:~~
 - a. ~~Programs will be~~ chaired by members of the Board of Directors at large; however, program chairs who are not members of the Board of Directors may be assigned to the Board of Directors (~~ex officio~~non-voting), by the President with the Board of Directors approval.
 - b. All Committee Program Chairs must submit to the National Fundraising Chair an annual budget for programs requiring national funding and/or disbursements for the following fiscal year ~~by September 30th~~ by July 30th, one month before the budget due date of August 30.
- 9. —REGIONAL TENT REPRESENTATIVES
 - a. Regions will be determined by the Board of Directors, and delineated in the USV Policies and Procedures Manual. ~~CHIEF BARKER LIAISON will be a recent or current Chief Barker (within the last two years) appointed by the USV President and National Executive Committee at least 30 days prior to the ANLC to serve for one year and reappointed annually. The Chief Barker Liaison will represent Chief Barkers of all U.S. Tents and will preside at a special meeting during the ANLC wherein a consensus of interests and ideas on behalf of Chief Barkers may be pursued. In the interim period the Liaison shall be available for consultation.~~
- 10. ~~EXECUTIVE DIRECTOR LIAISONS (1 East & 1 West) will be appointed by the president and National Executive Committee at least 30 days prior to the ANLC to serve for one year and reappointed annually. The Executive Director Liaisons will represent Executive Directors of all U.S. Tents, and will preside at a special meeting during the ANLC wherein a consensus of interests and ideas on behalf of Executive Directors may be pursued. In the interim period the Liaisons shall be available for consultation.~~
 - b. All Regional Representatives will be appointed by the Executive Committee at the ANLC for a two year term to coincide with the board term.
 - c. All Regional Representatives must represent a Tent in good standing; if the Tent is no longer in good standing, its Regional Representative is automatically removed from service in that capacity and replaced by Regional Representatives from a Tent from that Region which is in good standing.
 - d. The Regional Representatives must be appointed from different Tents within their respective Region.
 - e. Duties for Regional Representatives are as set forth in the Policies & Procedures manual and as adopted by the BOD and changed from time to time.

D. Quorum

At any meeting of the Board of Directors, a majority of the BOD constitute a quorum for the transaction of business.

SECTION III BOARD OF DIRECTOR'S RESPONSIBILITIES & CONDUCT (cont.)

E. Polling & Proxies

Proxy votes are not permitted. In the event that a quorum is not present, with the approval of those present, a vote of absent members may be taken by phone, fax, e-mail or mail, for it to carry. The vote must be taken of all Board members and the Board of Directors notified of the

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results within 10 days of the meeting.

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SECTION III BOARD OF DIRECTOR'S RESPONSIBILITIES & CONDUCT (cont.)

~~D. Board of Directors, Executive Committee & Special Meetings~~

- ~~1. The BOARD OF DIRECTORS will meet at least twice a year; at the ANLC and at the VI Convention. As necessary, the President with the approval of the Executive Committee may call additional Board Meetings.~~
- ~~2. EXECUTIVE COMMITTEE MEETINGS are called by the President or at the request of two Officers on the Executive Committee. Executive Committee Meetings may be held in person, by conference call or by a combination of both.~~
- ~~3. SPECIAL MEETINGS of the Board of Directors may be called upon by the President, National Fundraising Director or any two directors provided that any such request shall specify the urgency and purpose of the meeting.~~
- ~~4. NOTICES of regular and special meetings shall be given in writing not less than 15 days prior except that the ANLC and Election notices shall be at least 30 days prior in compliance with the requirements of these meetings.~~

~~E. Quorum~~

~~At any meeting of the Board of Directors, a majority of the voting directors in office shall constitute a quorum for the transaction of business. Matters requiring decisions or approval at any meeting of the Board of Directors shall be decided by a simple majority of votes of Directors in attendance at such meeting.~~

~~F. Polling & Proxies~~

~~Proxy votes are not permitted on any issue in the conduct of business. In the event that a quorum is not present, with the approval of those present, a poll of absent members may be taken by phone, fax, e-mail or mail, for it to carry. The poll must be taken and the Board of Directors notified of the results within 10 days of the meeting.~~

SECTION IV TENTS OF THE ASSOCIATION

A. Membership in the USV

~~1. RECOGNITION AND SUPPORT~~

- ~~a. All U.S. Tents, including Satellites, are members of and subject to USV authority, and shall be referred to as member Tents. A Tent cannot refuse membership whether or not participating in national USV programs.~~
- ~~b. The business affairs of each Tent shall continue to be managed by their Officers and Board. All US Tents are subject to USV AND VI Bylaws. All US Tents must abide by and their By Laws comply with, the USV and VI Constitution and Bylaws as well as all applicable Federal and State Laws and Regulations.~~

~~2. TENT QUALIFICATIONS—All U.S. Tents are required to remain in good standing status and full compliance with VI and the International Constitution and Bylaws to remain a member of the USV in good standing.~~

~~3. REINSTATEMENT—A Tent may request reinstatement from the USV upon correcting and complying with any VI violation or reprimand.~~

~~4. NEW TENTS—Any new U.S. Tent, which has complied with VI requirements, will apply to USV by working with the USV National Executive Committee and Tent Development Committee before consideration by VI.~~

~~5. FINANCIAL AND LEGAL RESPONSIBILITY—As stated in the VI Bylaws, no Tent shall have the authority to obligate the VI, USV or any other Tent financially. Each Tent is solely responsible for its own debts and actions. The Charter of each Tent shall be a license to use the name *Variety—The Children’s Charity*, subject to the provisions of these Bylaws.~~

~~6. REPORTING REQUIREMENTS—From time to time, the USV makes recommendations on reporting requirements which may include new financial forms and guidelines for US Tents which have been approved by VI. Uniform standards of Record keeping require that the current Reporting Forms and Guidelines are utilized and observed.~~

~~7. FISCAL YEAR—The fiscal year of the USV and all US Tents begins October 1st until September 30th. The Association and its members will standardize their fiscal year accordingly.~~

A. NON-PROFIT STATUS

1. DEFINING JURISDICTIONAL TERRITORIES

- a. A single Tent within a state** - The territory of a single Tent within a state shall include the entire state except as otherwise specified herein.
- b. More than one Tent in a state** - Where more than one Tent exists in a state, the Tents may divide and identify the counties within the state in an equitable manner, but with final USV approval.
- c. A Tent adjacent to a Metropolitan Area in a neighboring state** – A Tent, which is adjacent to a metropolitan area in a neighboring state, with the intent to include such area in its franchised territory, may do so providing: it does not infringe on another Tent’s franchised territory; the arrangement was made in agreement with the other Tent; and was carried out with prior USV express permission and that the funds raised in that area are spent in that area.
- d. A Tent covering more than one state** – Where a Tent is covering more than one state, it should define its territory with USV and where possible establish satellite offices to support the area for which it covers.

~~SECTION V ANNUAL NATIONAL LEADERSHIP CONFERENCE~~

~~A. Meeting Agenda~~

~~The agenda for the ANLC shall include the Election of Officers, current business sessions, committee reports, and business scheduled by the National Executive Committee and the Board of Directors. Requests to be included on the agenda should be submitted to the President not less than 45 days prior to the meeting.~~

~~B. Quorum~~

~~A majority of the voting delegates present at the ANLC shall constitute a quorum for the transaction of business. All matters requiring a decision or approval shall be decided by a simple majority of delegate votes, except that any changes in Bylaws must be approved first by USV and then ratified by a three-quarters majority of U.S. Tents and submitted to the VI. [Also see Sec. VII.G]~~

~~C. Meeting Dates~~

~~The ANLC will be scheduled between September and early November. This general meeting will be scheduled after the VI Convention dates have been set and a workable agenda is available.~~

~~D. Voting Delegates~~

~~All US Tents shall appoint a delegate to the Annual National Leadership Conference and submit their names in advance.~~

~~E. Non-Delegates~~

~~The ANLC is open to Variety Officers and Members of all U.S. Tents, however only the designated delegate will vote.~~

~~F. Rules of the Meeting~~

~~During the general business session Robert's Rules of Order will govern motions, voting and other conduct of the meeting.~~

SECTION VI NOMINATIONS & ELECTIONS

A. Qualifications for Office

Each ~~National~~ Officer must be a Variety member in good standing (currently paid up member of a US Tent). In addition, ~~officers must have demonstrated their ability and their concern for the mission of Variety. the candidate preferably should have held office in one of the US Tents, or have first served as an elected International Officer for at least one Year. No candidate shall be nominated for an office without giving their verbal or written prior consent to the nomination.~~

B. Election Meeting

Every other year, the ~~National~~ Officers shall be elected at the ANLC ~~of Variety – The Children’s Charity of the United States by a majority of the Delegates attending the Conference.~~

1. ~~THE ELECTION shall be held at the last business session of the ANLC.~~ Each Tent shall have one vote. Delegates will cast their one vote for each of the offices, or for the entire slate if there are no challenges, by mail.
2. ~~THE TERM OF OFFICE~~ he term of office is two~~2~~ years. ~~The officers will be elected every even year beginning in 1998.~~
3. ~~ASSUMPTION OF OFFICE~~—~~s~~sumption of Office - The newly elected Officers and Directors of the Board ~~shall be sworn on the day of the ANLC and~~ assume office as of October 1st.

C. Nominating Committee

The Nominating Committee ~~shall be made up~~consists of the Past President as chairman ~~and the BOD, and the current members of the Board of Directors (excluding current officers).~~

D. Preparing the Slate of Officers

1. ~~NATIONAL OFFICERS~~Officers – Each election year, at least 60 days before the ~~USV ANL~~election, the Nominating Committee, ~~in consultation with Chief Barkers and National Officers,~~ shall prepare the slate of ~~O~~officers to be nominated.
2. ~~NOTICE TO ALL CHIEF BARKERS~~—Thirty ~~(30)~~30 days prior to the ~~ANL~~election, the Nominating Committee Slate shall be mailed to all Chief Barkers for approval. ~~The slate will include candidates and the respective offices to which they have been nominated~~vote.

E. Additional Candidates

~~Additional nominations or Request for Candidacy may be made by qualified current or former Variety Officers or Members in good standing in writing to the Nominating Committee Chairperson. Receipt of such requests must be received at least 15 days prior to the ANLC.~~

EF. Vacancy, President

If the office of the President becomes vacant, ~~or in the event there is an incapability to complete the term of office,~~ then the 1st Vice President shall assume such duties, or if unable to, then the Chairman of the Board ~~or shall be~~ successor for the ~~unexpired term shall be selected from the National Officers by majority vote of the members of the Board of Directors. The vote may be carried out by mail vote, telephone conference, facsimile telecommunication or e-mail.~~

FG. Vacancies in Other Offices

If an officer vacancy occurs the unexpired term shall be filled ~~at the discretion of~~by appointment by the President ~~confirmed by the Executive Committee.~~

GH. Term & Service Limits

1. ~~The term of office is (2) two years.~~ ~~USV~~ Officers, Chair Persons, ~~or and~~ Committee Members may serve continuously in any combination of elected or appointed positions up to eight ~~(8)~~ (8) years; at that time they must resign for at least a one (1) year or longer period before being re-elected or appointed ~~again~~.

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- ~~2. Except that those with eight (8) years of service by 2006, may choose to serve one (1) additional two (2) year term before taking their one year break in service.~~
- ~~3. If a term limit is reached by two or more members of the Executive Committee, the President may extend the schedule of service up to a 2 year term for the benefit of the Committee and with Executive Committee authorization.~~

SECTION VI GOVERNANCE

A. Authority of the Association

The USV is recognized, sanctioned and given authority by VI, as the national cooperative association, operating within the directives of the International Constitution and Bylaws ~~and in solidarity with all US Tents.~~

- ~~1. ESTABLISHMENT—The USV was established by Variety Clubs International by a unanimous vote at a Board meeting held in May, 1996.~~
- ~~2. U.S. RATIFICATION—The structure and authority of the USV was proposed and unanimously ratified at the U.S. Annual General Meeting held on September 21, 1996.~~
- ~~3. LICENSE—VI has granted License to USV to use the name “Variety” and other marks used or registered by VI.~~
 1. NON-PROFIT STATUS – The USV shall secure and operate under its own Federal Tax Identification Number (EIN) and Nonprofit 501(c)(3) status. USV shall maintain adherence to state and federal laws governing not-for-profit organizations and shall adhere to the requirements Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended.

2. The FISCAL YEAR runs from October 1st through September 30th.

B. Adverse Matters

~~If any matter occurs adversely affecting a Variety Tent, or a National Fund Raising Program by a Tent, the USV or VI, its image or that of any of its Tents or Region, which is not specifically provided for in this Constitution and Bylaws or that of the International, the USV Board of Directors working in concert with the International and the affected parties shall deal with the problem to its just resolve. A hearing may be conducted in accordance with the principles set out in Article VIII of the International Constitution.~~

C. Financial Obligations

~~Financial matters of USV shall be managed so as not to obligate USV to financial commitments beyond its capabilities and without obligating USV beyond what the current administration’s cash flow will allow.~~

D. Meeting Minutes & Reports

~~Written Minutes of all meetings of the President and Board of Directors, as well as all General Meetings shall be prepared and maintained. Minutes of the ANLC shall be distributed to the Board of Directors, to those members and delegates in attendance and to all Tents within 3 weeks after the meeting. Tent Reports shall reflect a summary of minutes in Reports submitted to USV. This is especially critical with Tents having difficulties.~~

E. Financial & Business Records B.

USV shall prepare and maintain correct and complete books and records of accounts ~~and shall also keep minutes of the meetings of its members, Board of Directors, and committees,~~ and shall keep a membership list of US Tents ~~entitled to vote.~~ All books and records of USV may be inspected by any Director, or

~~Member, or the agent or attorney of either, or any proper person,~~ at any reasonable time.

1. Within ~~(90)~~ days of USV’s Fiscal year end, ~~an~~audited ~~annual~~ financial statements (“audit”) shall be prepared by a Certified Public Account approved by the Board of Directors. This ~~financial statement~~audit shall be submitted, along with USV ~~current~~ annual budget to VI, and shall be made available to ~~upon~~ any Tent ~~upon s~~request.
- ~~2. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of USV shall be signed by such officer or officers, agent or agents of USV and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or assistant treasurer and countersigned by the president or a vice president of USV.~~

SECTION VII GOVERNANCE (cont.)

E. Financial & Business Records (cont.)

3. The Board of Directors or the Executive Committee may:
 - a. Accept on behalf of USV any contribution, gift bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of USV, on such terms as the Board of Directors or committee shall approve;
 - b. Hold such funds or property in the name of USV or of such nominee or nominees as the Board of Directors or committee may appoint;
 - c. Collect and receive the income from such funds or property;
 - d. Devote the principal or income from such donations to such benevolent and charitable purposes as the Board of Directors or committee may determine;
 - e. Enter into an agreement with any donor to continue to devote the principal or income from the donation to such particular purpose as the donor may designate and, after approval of such agreement by the Board of Directors or committee, devote the principal or income from that donation according to the agreement.

F. Official Identification

The official Corporate Identification mark, the logo of USV shall be determined by the Board of Directors of USV, it shall be as determined by VI as approved by all Tents internationally, and shall be reproduced and displayed by the USV and US Tents on all stationery and promotional materials.

CG. Amendments

1. Subject to the limitations of the Articles of Incorporation, these Bylaws, and laws of the Commonwealth of Pennsylvania concerning corporate action that must be authorized or approved by the members of USV, the Bylaws of this Corporation may be amended, repealed, or added to, or new Bylaws may be adopted, by a resolution of the Board of Directors.
2. The Bylaws of this Corporation may be amended repealed, or added to, or new Bylaws may be adopted or ratified by a three fourths vote of delegates at the ANLC or 51% of a quorum at a meeting duly called for the purpose according to the certificate of incorporation or Bylaws.

H. Interpretation

Words in this Constitution and Bylaws shall include the plural and vice versa, and words which suggest the masculine, shall include the feminine. The language intent is to minimize verbiage without offense to anyone.

I. Legislation

Notwithstanding any other provision of these Articles, USV shall not carry on any other activities not permitted to be carried on:

1. By a corporation exempt from the federal Income tax under the Internal Revenue Code of the United States (or the corresponding provision of any future U. S. Internal Revenue Law) or;
2. By a corporation, contributions to which are deductible by the Internal Revenue Code of the United States of America (or the corresponding provision of any future United States Internal Revenue Law).

J. Contracts

The Board of Directors may, by resolution duly adopted, authorize any officer or officers, agent or agents of USV, in addition to the officers so authorized by these Bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of USV. Such authority may be general, or confined to specific instances.

DK. Waiver of Notice

Whenever any notice is required to be given under the laws of the Commonwealth of Pennsylvania or under the provisions of the certificate of incorporation or the Bylaws or this Corporation, a waiver of such notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated, shall be deemed equivalent to the giving of such notice.

L. Seal

The Board of Directors shall provide a suitable seal for USV. [Also see Sec. I.D]

SECTION VII GOVERNANCE (cont.)

EM. Indemnification

1. The Corporation known as USV shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.
2. The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of the action if he or she acted in good faith and in a manner he or she reasonably believed in, or not opposed to, the best interest of the Corporation. Indemnification shall not be made under this Section in respect of

SECTION VI GOVERNANCE (cont)

any claim, issue or matter as to which the person has be adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

3. To the extent that a representative of the Corporation has been successful on the merits or otherwise in defense of any action or proceeding referred to in Sec. VII.M.1 (relating to third-party actions) or Sec. VII.M.2 (relating to derivative and corporate actions) or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.
4. Unless ordered by a court, any indemnification under Sec. VII.M.1 (relating to third-party actions) or Sec. VII.M.2 (relating to derivative and corporate actions) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the representative is proper in the circumstances because he or she has met the applicable standard of conduct set forth in those sections. The determination shall be made:
 - a. By the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding or;
 - b. By independent legal counsel if such a quorum is not obtainable or if a majority vote of a quorum of disinterested directors so directs or;

~~e.—By the members.~~

SECTION VII GOVERNANCE (cont.)

M. Indemnification (cont.)

5. The indemnification and advancement of expenses provided by or granted pursuant to the other provision of this section shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding that office. Sec. 5728 of the Act (relating to interested members, director of officers; quorum) shall be applicable to any bylaw, contract or transaction authorized by the director under this section. The Corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insure in any manner its indemnification obligations whether arising under or pursuant to this Section VII.M, or otherwise.
6. Indemnification pursuant to Sec. VII.M.6 under any bylaw, agreement, vote of members, directors, or otherwise, may be granted for any action taken or any failure to take any action and may be made whether or not the Corporation would have the power indemnify the person under any provision of law except as provided in Section 5746 of the Act (relating to interested members, director of officer; quorum) and whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation.
7. The indemnification and advancement of expenses provided by or granted pursuant to Sec. VII.M shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs and personal representative of that person.



APPENDIX 1. BYLAW NOTICES & ACTIVITY REQUIREMENTS

SECTION	TOPIC	REQUIREMENTS
III.B.3.d	Audit & Ethics Reports	Report bi-annually: Int'l Convention & Annual National Conference.
III.C.7	Board & Meeting Minutes	Secretary shall be responsible for completing Meeting and Committee Minutes. Minutes must be submitted within 30 days of the meeting.
III.C.8.b	Program Chair Budgets	Annual program expenditures requiring National funding or disbursements shall be submitted by Program Chairs to National Fundraising Chair.
III.C.9	Chief Barker Liaison	Appointed 30 days prior to the ANC for one (1) yr.
III.C.10	Executive Director Liaison	Appointed 30 days prior to the ANC for one (1) yr.
III.D.4	Meeting Notices	Notices must be given at least 15 days prior to regular or special meetings of the Executive Committee or Board of Directors and at least 30 days prior for the Annual National Conference.
III.F	Polling votes (quorum)	When required, polling shall be implemented and results of the poll reported to the Board of Directors within 10 days.
IV.A.7	Fiscal Year	All U.S. Tents are required to comply with the October 1st to September 30th Fiscal Year.
V.A	ANLC Agenda	Items for Agenda to be submitted to the CEO 45 days prior to the meeting.
V.C	ANLC Dates	To be scheduled for mid-September or no later than Mid-November.
V.D	Voting Delegates	One voting delegate shall be appointed by the tent for The Annual National Leadership Conference and names submitted.

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VI.D	Slate of Officers	In election years, 60 days prior to ANC, the COB & Nominating Committee shall prepare the Slate of Officers 30 Days prior to ANC, the slate shall be mailed to all Chief Barkers for approval.
VI.E	Additional Candidates	Written request must be received at least 15 days prior to the ANLC.
VII E	Financial & Business Records	CPA Financial Statement & Current Budget shall be available within 90 days of fiscal year end and shall be submitted to VI and available to all Tents upon request.

APPENDIX 2. USV CALENDAR OF BYLAW NOTICE REQUIREMENTS

DATE ACTION TO BE TAKEN BY / REFERENCE

New Fiscal Year

OCT

01	Beginning of new Fiscal Year	
01	Newly elected officers begin term	
01	New Officers sworn in at the ANLC	
15*	Prepare ANLC Minutes & distribute to Board of Directors, Delegates & members in attendance at the ANC	

NOV

16	ANLC held not later	
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DEC

31	CPA Financial Statement & Current Budget	Treasurer & Financial Committee
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Next Calendar Year

JAN

15	Audit & Ethics Committee Report	Int'l. Mid-winter Mtg. Chair
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FEB

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MAR

15*	Notices for Board of Directors Meeting	Int'l. Convention & USV
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APR

15*	Board of Directors Meeting	Int'l. Convention
15*	Audit & Ethics Committee Report	A & E Committee Chair/Int'l. Convention
15*	Regional Chapter Status Reports	Int'l. Convention Regional Representatives
15*	Executive Director Liaison Nat'l Report	Nat'l. Exec. Dir. Liaisons/Int'l. Convention
15*	Chief Barker Liaison National Report	Nat'l. Chief Barker Liaison/Int'l. Convention
15*	Constitution & Bylaw Amendments	Policy & Procedures Chair

* Within 30 days of date.

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APPENDIX 2. USV CALENDAR OF BYLAW NOTICE REQUIREMENTS (cont.)

DATE ACTION TO BE TAKEN BY / REFERENCE

MAY

—

JUN

—

JUL (Nominations & Elections to be held in even numbered years)

01 Notice of Nominating Committee Mtg. USV/Chairman of the Board
15 Nominating Committee Meeting Board Members
31 Items sent to USV for ANC Agenda Executive Committee & Program Chairs

AUG

15 Deadline for Write-in Candidates Chief Barkers
15* Slate of Officers Complete Nominating Committee
20* US Nat'l Officers Slate sent to USV/Nominating Committee
all US Chief Barkers
20* Verify Chief Barker Liaison appointment Presidential Appointment
20* Verify Exec. Dir. Liaison appointments Presidential Appointment
20* Notice of Bylaw Amendments
ANLC Agenda & USV Meeting Notice Nat'l. Executive Director
20* Program Chair Budgets Program Chairs report to
Nat'l. Executive Director

SEP

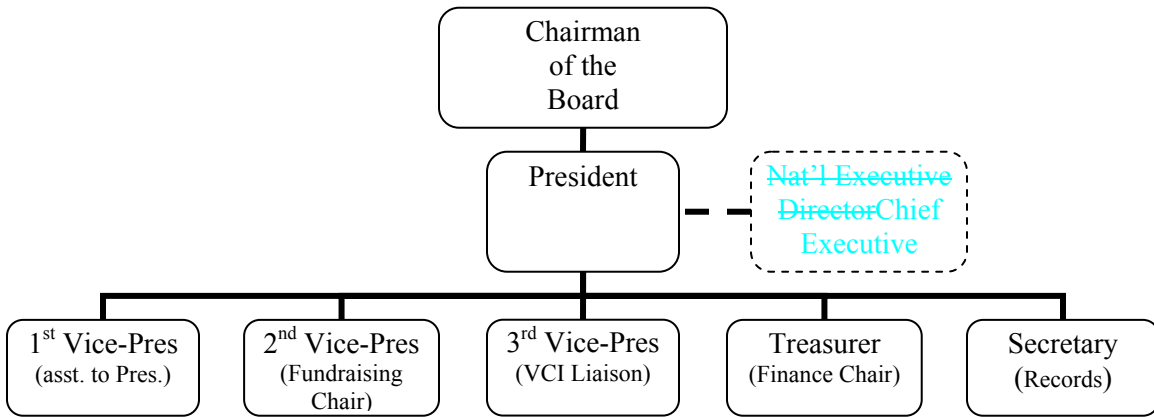
20* Annual National Leadership Conference Delegates
(Election of Nat'l Officers in even numbered years)
20* Board of Directors Meeting Board of Directors
20* Audit & Ethics Committee Report A & E Committee Chair
20* Financial Statement Report at the ANC Treasurer
20* Exec. Director Liaison National Report Executive Director Liaison
20* Chief Barker Liaison National Report Chief Barker Liaison

*Within 60 days of date.

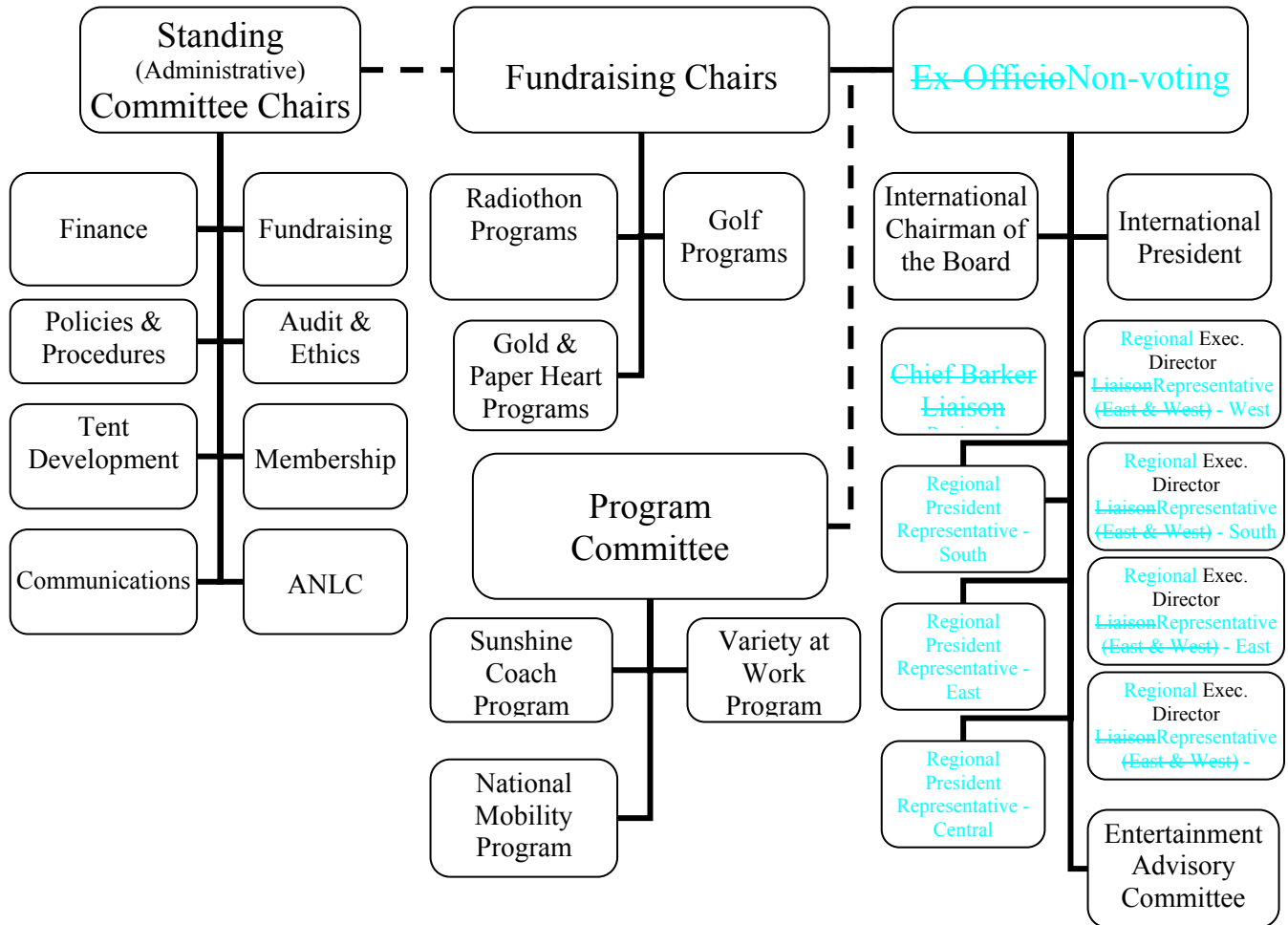
APPENDIX 3. ORGANIZATIONAL CHART

Officers of the Executive Committee

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Members of the Board of Directors



APPENDIX 4. USV BOARD OF DIRECTORS

USV Executive Committee

- Chairman of the Board
- President
- 1st Vice President

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2nd Vice President

3rd Vice President

Treasurer

Secretary

National Executive Director (Ex-Officio)

Standing Committee Chairs

Finance Committee

Fund-Raising

Policies & Procedures

Audit & Ethics

Tent Development

Marketing & Communications

National Leadership Conference

Program Committees

Sunshine Coach

Variety at Work

National Mobility Program

Ex-Officio Board Members

Exec. Director Liaison—East Coast

Exec. Director Liaison—West Coast

Chief Barker Liaison

International Chairman of the Board

International President

Executive Vice Presidents

Fundraising Committee Chairs

Radiothon

Golf

Gold Hearts

Entertainment Advisory Council

(Ex-Officio)

APPENDIX 5. ADDRESS LIST OF U.S. VARIETY CLUB TENTS

Los Angeles, CA	5757 Wilshire Blvd., Suite 445	Tel: (323) 954-0820	E-mail: info@usvariety.org
	Los Angeles, CA 90036	Fax: (323) 954-8630	Website: www.usvariety.org
Pittsburgh, PA	Penn Center West Three, Suite 229	Tel: (412) 747-2680	E-mail: VarietyPitt@usvariety.org
	Pittsburgh, PA 15276	Fax: (412) 747-2681	Website: www.varietytents.org
St. Louis, MO	2200 Westport Plaza Drive	Tel: (314) 453-0453	E-mail: VarietyStLouis@usvariety.org
	St. Louis, MO 63146	Fax: (314) 453-0488	Website: www.varietytents.org
Detroit, MI	30161 Southfield Rd., Suite 301	Tel: (248) 258-5511	E-mail: VarietyDetroit@usvariety.org
	Southfield, MI 48076	Fax: (248) 258-5575	Website: www.varietytents.org
Buffalo, NY	195 Delaware Ave.	Tel: (716) 854-7577	E-mail: VarietyBuffalo@usvariety.org
	Buffalo, NY 14202	Fax: (716) 854-2939	Website: www.varietytents.org
Kansas City, MO	17 Anchor Drive	Tel: (816) 220-2068	E-mail: VarietyKansas@usvariety.org
	Lake Tapawingo, MO 64015-9650	Fax: (816) 224-3734	Website: www.varietytents.org
Philadelphia, PA	1520 Locust St., Suite 900	Tel: (215) 735-0803	E-mail: VarietyPhila@usvariety.org

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	Philadelphia, PA 19102	Fax:	(215) 735-2450	Website:	www.varietypa.org
Wisconsin	Suite C120, PO Box 1997	Tel:	(414) 266-3812	E-mail:	VarietyWisconsin@comcast.net
	Milwaukee, WI 53201-1997	Fax:	(414) 266-2671	Website:	www.varietypa.org
Iowa	505 5 th Ave., Suite 310	Tel:	(515) 243-4660	E-mail:	VarietyIowa@comcast.net
	Des Moines, IA 50309	Fax:	(515) 243-5873	Website:	www.varietypa.org
North Texas	3102 Oak Lawn Avenue, Suite 700	Tel:	(214) 368-7449	E-mail:	VarietyNorthTexas@comcast.net
	Dallas, TX 75219	Fax:	(214) 696-8765	Website:	www.varietypa.org
Memphis	1648 Sycamore View Road	Tel:	(901) 373-5369	E-mail:	VarietyMemphis@comcast.net
	Memphis, TN 38134	Fax:	(901) 373-5370	Website:	-
Georgia	2030 Powers Ferry Rd., Suite 214	Tel:	(770) 956-7460	E-mail:	VarietyGeorgia@comcast.net
	Atlanta, GA 30339	Fax:	(770) 956-8358	Website:	www.varietypa.org
New England	200 Elm Street	Tel:	(781) 461-1600 x462	E-mail:	VarietyNewEngland@comcast.net
	Dedham, MA 02324	Fax:	(781) 329-0218	Website:	-
California	8455 Beverly Blvd., Suite 501	Tel:	(323) 655-1547	E-mail:	VarietySoCal@comcast.net
	Los Angeles, CA 90048	Fax:	(323) 658-8789	Website:	www.varietypa.org

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APPENDIX 5. ADDRESS LIST OF U.S. VARIETY CLUB TENTS (cont.)

Illinois	One IBM Plaza, Suite 2800 Chicago, IL 60611	Tel: (312) 822-0660 Fax: (312) 822-0661	E-mail: VarietyIllinois@comcast.net Website: www.varietynet.org
West Michigan	4165 Spartan Ind. Drive Grandville, MI 49418	Tel: (616) 531-8600 Fax: (616) 531-7555	E-mail: VarietyWestMichigan@comcast.net Website: www.varietynet.org
North California	582 Market Street, Suite 101 San Francisco, CA 94104	Tel: (415) 781-3894 Fax: (415) 781-4226	E-mail: VarietyNorthCalifornia@comcast.net Website: www.varietynet.org
Houston	1415 N. Loop West, Suite 215 Houston, TX 77008	Tel: (713) 426-5437 Fax: (713) 344-1076	E-mail: VarietyHouston@comcast.net Website: www.varietynet.org
New York	350 Fifth Ave., Suite 1234 New York, NY 10118	Tel: (212) 760-2777 Fax: (212) 760-2779	E-mail: VarietyNYC@comcast.net Website: www.varietynet.org
Colorado	1050 West Hamden Avenue Englewood, CO 80110	Tel: (720) 475-2205 Fax: (720) 475-2188	E-mail: VarietyColorado@comcast.net Website: www.varietynet.org
Nevada	3401 Sirius Ave., Suite 1 Las Vegas, NV 89102	Tel: (702) 383-8466 Fax: (702) 383-1196	E-mail: VarietySoNevada@comcast.net Website: -
Hawaii	P.O. Box 1180 Kaneohe, HI 96744-1180	Tel: (808) 955-5106 Fax: (808) 235-5574	E-mail: VarietyHawaii@comcast.net Website: -
Utah	2500 Emigration Canyon Rd. Salt Lake City, UT 84108-1517	Tel: (801) 582-0700 Fax: (801) 583-5176	E-mail: VarietyUtah@comcast.net Website: -
South Palm Beaches	2875 S. Ocean Blvd., #200 Palm Beach, FL 33480	Tel: (561) 585-5561 Fax: (561) 585-7211	E-mail: VarietyPalmBeaches@comcast.net Website: -
Southwest Desert	1729 E. Palm Canyon Dr., Suite 103 Palm Springs, CA 92264	Tel: (760) 320-1177 Fax: (760) 327-2971	E-mail: VarietyDesert@comcast.net Website: -
Orlando	PO Box 2549 Orlando, FL 32802	Tel: (407) 422-KIDS Fax: (407) 841-6746	E-mail: VarietyOrlando@comcast.net Website: -
Tennessee	7132 Regal Lane Knoxville, TN 37918	Tel: (865) 925-9906 Fax: (865) 521-8343	E-mail: VarietyEastTennessee@comcast.net Website: -