



South Carolina Upstate Paralegal Association
Amended Articles of Association and Bylaws

December 10, 2020

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February 8, 2018

SOUTH CAROLINA UPSTATE PARALEGAL ASSOCIATION AMENDED ARTICLES OF ASSOCIATION AND BY-LAWS

ARTICLE I. NAME

The name of this Association shall be South Carolina Upstate Paralegal Association ("SCUPA") (formerly known as Greenville Association of Legal Assistants, Inc.). This Association shall be affiliated with the National Association of Legal Assistants, Inc. ("NALA").

ARTICLE II. DEFINITION

Paralegals are a distinguishable group of persons who assist attorneys in the delivery of legal services. Through formal education, training, and experience, paralegals have knowledge and expertise regarding the legal system and substantive and procedural law which qualify them to do work of a legal nature under the supervision of an attorney.

ARTICLE III. OBJECTS & PURPOSES

1. To establish good fellowship among SCUPA members, NALA, and members of the legal community.
2. To encourage a high order of ethical and professional attainment.
3. To further education among members of the profession.
4. To cooperate with the bar associations.
5. To support and carry out the programs, purposes, aims and goals of the NALA.
6. SCUPA shall be a public benefit corporation under §33-31-101, *et. seq.*, of the South Carolina Nonprofit Corporation Act. SCUPA is intended to qualify as a professional society under described §501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV. POLICY

SCUPA shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the By-Laws of NALA, or of the policies of that Association.

ARTICLE V. POWERS

In furtherance of the objectives described above, but not in limitation thereof, SCUPA shall have power to collect and disseminate statistics and other information, to conduct investigations, to engage in various fund-raising activities, to conduct promotion activities including advertising and publicity in or by any suitable manner or media. Any advertising or publicity undertaken by SCUPA shall be limited by the provisions of the Code of Professional Responsibility (Article XV).

ARTICLE VI. MEMBERSHIP

A. ACTIVE MEMBERS

Active Membership is open to any individual who meets at least one of the following requirements ("Active Members"). This is the only membership classification which carries full voting privileges. Active Members are also the only SCUPA members who may serve as SCUPA Officers or committee chairmen.

1. Any individual who has successfully completed the Certified Legal Assistant/Certified Paralegal © (CLA/CP ©) examination of NALA; or
2. Any individual who has graduated from an ABA approved program of study for paralegals; or
3. Any individual who has graduated from a course of study for paralegals which is institutionally accredited but not ABA approved, and which requires not less than the equivalent of 60 semester hours of classroom study; or
4. Any individual who has graduated from a course of study for paralegals other than those set forth in 2 and 3 above, plus not less than six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal; or
5. Any individual who has received a baccalaureate degree in any field, plus not less than six months in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal; or
6. Any individual who has a minimum of three years of law-related experience under the supervision of an attorney, including at least six months of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal; or
7. Any individual who has a minimum of two years of in-house training as a paralegal, whose attorney-employer attests that such person is qualified as a paralegal.

B. ASSOCIATE MEMBERS

Associate Membership is open to any individual who meets at least one of the following qualifications (“Associate Member”):

1. Those members of the bar association endorsing the paralegal concept or involved in the promotion of the paralegal profession; or
2. Those members of the educational field endorsing the paralegal concept or involved in the promotion of the paralegal profession; or
3. Those persons directly involved in the supervision of paralegals.

C. STUDENT MEMBERS

Student Membership is open to any individual who is enrolled as a student (full-time or part-time) in any college, junior college or any other school pursuing a course of study as a paralegal (“Student Member”). A full-time student shall be defined as an individual enrolled for a minimum of 12 semester hours or equivalent provided the individual is not employed as a paralegal. A part-time student shall be defined as an individual who is enrolled in at least one paralegal class and has completed a minimum of 12 semester hours in any college, junior college or any other school pursuing a course of study as a paralegal. Provided, however, that SCUPA reserves the right to review the curriculum applicable to any prospective student member to determine if, in its sole discretion, such curriculum meets its minimum criteria.

A full or part-time student may be considered for membership upon written recommendation of the head of the paralegal study program. Such recommendation must be in writing and is in addition to the department head signature on the membership application.

D. CORPORATE MEMBERS

Corporate membership is available to law-related or other businesses that wish to be associated with SCUPA. This membership will allow multiple individuals employed by the business to attend monthly luncheons at the member rate. This membership also includes your business logo on SCUPA’s vendor page at www.scupa.org. A corporate membership is defined as one of the following:

- a. Those corporations who offer services to the legal profession including, but not limited to, court reporters, copy services, couriers, process servers, private investigators, and the like; or
- b. Those colleges, junior colleges or other educational institutions offering a program of study for the paralegal profession.

The employees of Corporate Members shall receive membership rates for all SCUPA events, including, but not limited to luncheons, the annual seminar and social events. For the avoidance of doubt, the employees of Corporate Members shall not receive the full voting privileges of Active Members unless he or she maintains his or her own individual Active Membership with SCUPA pursuant to the requirements for Active Membership as defined in Section VI.A. above.

Hereinafter collectively known as the “Members” or the “Membership.”

E. ORGANIZATIONAL MEMBER:

Organizational membership is available to employers of paralegals/legal assistants. This membership will allow multiple individuals employed by the organization to be classified as an Active Member and enjoy all of the same privileges as an individual Active Member. An Active Member is defined as an individual employed in the paralegal/legal assistant profession. Dues are based on the number of Active Members within your business or firm.

The Tiers of an Organization Member are as follows:

- a. Small (1-3 individuals)
- b. Medium (4-7 individuals)
- c. Large (8-12 individuals)

ARTICLE VII. APPLICATION FOR MEMBERSHIP

Application for Membership shall be submitted to the Second Vice President - Membership on forms approved by SCUPA’s Membership. The forms should clearly state that SCUPA is an affiliated association of NALA and that all members are bound by the NALA Code of Ethics and Professional Responsibility in addition to any code adopted by SCUPA.

The Second Vice President - Membership shall review each application. After investigation as to professional character, employment and references, the application shall be submitted to the Executive Committee. A majority vote of the Executive Committee is necessary for Membership approval.

ARTICLE VIII. MEETINGS

A. ANNUAL MEETING

There shall be an annual meeting of SCUPA during the month of November, unless otherwise ordered by the Executive Committee, for electing Officers, receiving reports, and transacting other business. Notice of this meeting, issued by the Secretary, shall be given to each Member at least 15 days before the time appointed for the meeting. Notice will contain the slate of Officers.

B. REGULAR MEETINGS

The regular meeting of SCUPA shall be held on the second Thursday of each month. Any regular meeting may be changed by the Executive Committee at any regularly called meeting, and thereafter notice of such change shall be given to all members of SCUPA at least ten days prior to such changed meeting.

C. SPECIAL MEETINGS

Special meetings may be called by the President, Executive Committee, or by 15 percent of the Active Members.

D. QUORUM

The Active Members of SCUPA present at each meeting shall constitute a quorum. The Active Members of the Executive Committee present at each Executive Committee meeting shall constitute a quorum. A motion shall be carried by a majority vote of the Active Members present. Written proxy votes will be included in the count to constitute a quorum. In the event of a vote of dissolution, a quorum share consists of two-thirds (2/3) of the voting members of SCUPA.

It is required that SCUPA hold a minimum of four educational events or a total of ten hours of education during each fiscal year in order to maintain affiliation with NALA. These programs may be held in connection with a regular meeting of the Membership or in connection with SCUPA's annual seminar.

ARTICLE IX. DUES AND ASSESSMENTS

The annual dues required for Active Membership in SCUPA shall be determined by the vote of the Active Members, on recommendation of the Executive Committee. Dues may vary from year to year, but dues shall be the same for all Active Members. Dues for Associate Members, Student Members and Corporate Members shall be determined by a vote of the Executive Committee. The applicable dues shall be payable to SCUPA at the beginning of each fiscal year as defined in Article XIV hereunder.

Members who fail to pay their dues by the last day of February following the beginning of each fiscal year shall be considered delinquent and not entitled to the rights and privileges of any SCUPA membership.

ARTICLE X. OFFICERS, EXECUTIVE COMMITTEE AND CHAIRMEN

The elected Officers ("Officers") shall be:

- A. President;
- B. First Vice President;
- C. Second Vice President – Membership;
- D. Second Vice President – Publications;
- E. Secretary;
- F. Treasurer
- G. NALA Liaison; and
- H. SC Bar Liaison.

These Officers are elected pursuant to Article XI hereunder. At the President's discretion and with the consent of the officer, an elected officer may also serve as an appointed officer.

The appointed Officers ("Appointed Officers") shall be:

- A. Parliamentarian
- B. Accountant

The Appointed Officers are appointed by the President with confirmation by the elected officers. At the President's discretion and with the consent of the Officer, an elected Officer may also serve as an Appointed Officer.

The Executive Committee shall be composed of elected Officers, Appointed Officers, and standing committee chairmen. The Executive Committee shall act as a planning committee bringing recommendations to the Membership for a vote. This Executive Committee shall meet at least quarterly and at other times as called by the President.

No Officer or Member shall be compensated for SCUPA duties. However, persons may be reimbursed for out-of-pocket expenses in connection with SCUPA related activities, provided the expenses have been authorized by a majority vote of the Executive Committee.

ARTICLE XI. ELECTION OF OFFICERS

The President shall appoint a Nominations and Elections Chairman at least sixty (60) days prior to the annual meeting of SCUPA. The slate of Officers shall be presented thirty (30) days prior to election. No name shall be on the slate without the consent of the candidate. Nominations from the floor shall be accepted and election shall be by majority vote of the Active Members present. A simple majority of the votes cast shall be necessary for the election of any Officer. In the event any ballot cast does not show a simple majority for any one nominee for any office listed, the person having the lowest number of votes on the first ballot shall be eliminated, and on each succeeding ballot the person having the lowest vote shall be dropped; this procedure shall be followed until a simple majority shall have been received.

The President must present the names of the appointed Officers to the Membership by the first meeting of the new fiscal year.

Names of newly elected or appointed Officers shall be submitted to NALA headquarters and the Affiliated Associations Director within thirty (30) days after election and/or appointment.

Only Active Members may hold any SCUPA office.

Unexpired terms of office shall be filled by appointment of the Executive Committee.

Any Officer (elected or appointed) absent from three consecutive meetings without good cause may be removed from office by the Executive Committee.

ARTICLE XII. STANDING AND SPECIAL COMMITTEES

The President shall appoint chairmen for the following standing committees (“Standing Committees”):

- A. Social
- B. Seminar
- C. Pro Bono

The President, as needed, may create special committees and appoint special committee chairmen.

ARTICLE XIII. DUTIES OF ELECTED OFFICERS; APPOINTED OFFICERS AND CHAIRMEN

A. PRESIDENT

The President shall preside over all Executive Committee meetings and Membership meetings. The President shall appoint a Parliamentarian, an Accountant, and special and Standing Committee chairmen as provided in these By-Laws. The President shall pass files to his or her successor immediately upon installation and shall cause all other officer and chairmen files to be passed to respective successors. The President shall be an ex-officio (non-voting) member of all committees except the committee on nominations and elections.

The President shall have such other and further authority, power and discretion as shall reasonably be necessary, incident to or convenient for the accomplishment of the purposes of SCUPA.

B. FIRST VICE PRESIDENT

The First Vice President shall preside and shall assume all duties assigned to the President in the President’s absence. The duties of the First Vice President shall include planning monthly educational programs, workshops, and working with the NALA Liaison in the event of co-sponsorship of any NALA programs. The First Vice President shall also be responsible for fulfilling the educational requirements under Article VIII of these By-Laws and shall report such educational meetings to the NALA Liaison.

C. SECOND VICE PRESIDENT - MEMBERSHIP

The Second Vice President – Membership shall be charged with the responsibility of developing programs to encourage membership in SCUPA. This officer shall notify applicants of SCUPA meetings until they are approved for membership. Upon approval of his or her membership application and payment of dues, the Second Vice President – Membership shall forward verification of approval and dues to the Treasurer. The Second Vice President – Membership shall also forward verification of approval to the Secretary. The Second Vice President – Membership shall work with the national counterpart (NALA Second Vice President) to encourage membership in NALA.

D. SECOND VICE PRESIDENT - PUBLICATIONS

The Second Vice President – Publications shall be charged with the responsibility of producing SCUPA’s Publication. This publication shall include, but is not limited to, committee reports and educational articles. The Executive Committee shall determine the number of publications each year. The Second Vice President – Publications shall also be charged with maintaining SCUPA’s social media accounts.

E. SECRETARY

The Secretary shall be responsible for minutes for all meetings and safekeeping of permanent minutes. The Secretary shall assist the President in any way including giving notice of meetings. SCUPA minutes of any meeting shall be available to the President and NALA Liaison upon request. The Secretary shall ensure the Treasurer is bonded each year.

F. TREASURER

The Treasurer shall, in a timely manner, deposit all funds and make all disbursements, subject to approval of the Executive Committee and as provided in the budget. Any extraordinary expenses must be approved by the Membership before obligation to pay. The Treasurer shall prepare a budget for the ensuing fiscal year which shall be adopted by the Membership (“Annual Budget”). The Annual Budget shall be submitted to the Executive Committee for review and approval prior to presentation to the Membership. The Treasurer shall be bonded (premium paid by SCUPA). Disbursements of SCUPA funds may be made by SCUPA check or by debit card, signed by the Treasurer or the President. The Treasurer shall submit a written financial report at least quarterly to be attached to the official minutes as part of the permanent record. The Treasurer shall report SCUPA’s total Membership annually to NALA along with the renewal fee for continued affiliation with NALA.

G. NALA LIAISON

The NALA Liaison shall be a NALA member, shall be familiar with the NALA By-Laws and Standing Rules, shall receive minutes of all NALA meetings, and shall represent SCUPA at the NALA annual meeting of affiliated associations. If the NALA Liaison is unable to attend the NALA annual meeting of affiliated associations, the NALA Liaison and President shall appoint another Officer of the Executive Committee to attend.

The NALA Liaison shall report SCUPA activities to the NALA Affiliated Associations Director in the form of a Mid-Year Report and End-of-Year Report (or as otherwise required by NALA) and in the format required by NALA, and shall report all officers’ names to NALA headquarters and the NALA Affiliated Associations Director.

The NALA Liaison may submit items that SCUPA wishes to be discussed to the NALA Affiliated Associations Director and shall participate in discussion sessions at NALA annual meetings. The NALA Liaison shall submit a report to SCUPA Members on the NALA annual meeting.

The NALA Liaison shall, within sixty days of passage, notify the NALA Parliamentarian and Affiliated Associations Director of any changes in SCUPA’s By-Laws. The NALA Liaison shall be the main contact between NALA and SCUPA.

H. SC BAR LIAISON

The SC Bar Liaison shall be a Certified Legal Assistant/Certified Paralegal © (CLA/CP ©) and shall be designated a South Carolina Certified Paralegal (SCCP) pursuant to Article V, § 4 of the South

Carolina Constitution, the requirements of South Carolina Appellate Court Rule (SCACR) Rule 429, and Appendix G to Part IV, SCACR.

Pursuant to the aforementioned Rule 429, SCACR, the Board of Governors of the South Carolina Bar shall nominate persons to serve on the South Carolina Board of Paralegal Certification ("Board"). The Board of Governors of the South Carolina Bar shall nominate a lawyer member of the Board to serve as chairperson of the Board.

In support of the requirements of the Board and members of SCUPA that maintain the SCCP designation, the SC Bar Liaison shall be responsible for acquiring approval for Continuing Paralegal Education (CPE) credits from the Board and/or the South Carolina Bar for SCUPA's luncheons, seminars, and any other events that may provide continuing education.

The SC Bar Liaison shall be responsible for maintaining communications and any required documents and/or lists of SCUPA's members with the appointed representative from the Board and/or South Carolina Bar to ensure SCUPA's continuing education events are compliant to Rule 429, SCACR.

I. PARLIAMENTARIAN

The Parliamentarian shall attend all meetings and give opinions on parliamentary procedures upon request of the President. This Appointed Officer shall be familiar with SCUPA By-Laws, NALA By-Laws, shall receive all proposed by-law amendments, and prepare standing rules and amendments to standing rules and by-laws upon request of the Executive Committee. Robert's Rules of Order Newly Revised shall serve as parliamentary authority for items not covered by these By-Laws or SCUPA standing rules.

J. ACCOUNTANT

The Accountant shall be responsible for the reporting and filing of all state and federal income taxes. The Accountant shall have the authority to sign these reports. The Accountant shall also audit the Treasurer's books at the close of the fiscal year prior to the transfer of accounts to the newly elected Treasurer. In the event the incumbent Treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the Membership.

K. SOCIAL COMMITTEE

The Social Committee shall be responsible for planning social events for the membership. The Social Committee shall also be responsible for honoring members of SCUPA in times of hospitalization, hardship, illness or death. Guidelines for the Social Committee shall be voted on by the Executive Committee.

L. SEMINAR COMMITTEE

The Seminar Committee shall be responsible for planning SCUPA's annual seminar. After review and approval by the Executive Committee, the Seminar Committee Chairman shall have the authority to enter into contracts with venues, vendors and other organizations necessary to plan the seminar. The Seminar Committee shall have a separate bank account from SCUPA's operating account ("Seminar Bank Account"). The Seminar Committee Chairman, the Treasurer and the President shall have signatory authority over the Seminar Bank Account.

M. PRO BONO COMMITTEE

The Pro Bono Committee shall support local organizations and charities under the oversight of the Executive Committee. The Chairman of the Pro Bono Committee shall have authority to form subcommittees, when necessary, for planning Pro Bono events.

ARTICLE XIV. FISCAL YEAR

The fiscal year of SCUPA shall be from January 1 to December 31.

ARTICLE XV. CODE OF ETHICS

Every member of SCUPA shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of NALA ("NALA Code"), and any other code so adopted by the Membership of SCUPA. Violations of the NALA Code shall be grounds for immediate dismissal.

The Executive Committee shall be responsible to review all reported violations of the NALA Code and/or Oath of Membership and make disposition of such matters, by way of penalty, suspension or revocation of SCUPA membership.

ARTICLE XVI. AMENDMENTS TO BY-LAWS

By-Law amendments (not in conflict with NALA By-Laws) must be adopted by two-thirds (2/3) of the Members present at any regular meeting. In the event of a proposed amendment to the By-Laws, Active Members will be given ten days' notice to review the proposed amendment prior to the vote. The NALA Parliamentarian must be advised of any amendments within sixty days of passage.

ARTICLE XVII. DISSOLUTION

In the event of dissolution of SCUPA, all property and assets shall be distributed to a nonprofit charitable organization as defined by the Internal Revenue Code, to be selected by a majority vote of the remaining Members of SCUPA, notice having been given to Members of SCUPA and the NALA Affiliated Associations Director at least fifteen (15) days prior to the meeting. In no event shall any of such property and assets be distributed to any Member or private individual.

ARTICLE XVIII. RETENTION OF AFFILIATION

Affiliation with NALA is renewable each year by payment of an affiliation fee and accompanied by a current Membership roster. In the event of suspension of affiliation, SCUPA may re-affiliate with NALA by submitting a new publication with Membership roster, By-Laws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, SCUPA must comply with NALA's reporting requirements (as defined in Article XIII.G. above) and requested procedures as outlined in these By-Laws.

The annual fee is payable on October 1 and delinquent November 1. Payment received after that due date must be accompanied by a late fee penalty established by NALA.

ARTICLE XIX. SCUPA SCHOLARSHIP

SCUPA may award a scholarship annually to a paralegal student and/or to an Active Member in an amount determined by the Annual Budget. Before the scholarship is offered, the guidelines and application shall be created by the Executive Committee and voted on by two-thirds of the Active Membership at any regular meeting.

ARTICLE XX. DEFENSES OF CLAIMS; PERSONAL LIABILITY OF DIRECTORS

A. DEFENSES OF CLAIMS

The Executive Committee may authorize such expenditures as it shall deem to be in the best interests of SCUPA for the investigation and defense of claims made or suits brought by any persons whomsoever either against SCUPA, its directors, officers, agents or employees, or any of them without regard to the nature of the alleged claim or suit.

B. PERSONAL LIABILITY OF DIRECTORS

A director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duty imposed or exercise of any power conferred upon such director by SCUPA if, in good faith, such director shall have acted with ordinary care and prudence or alternatively shall have relied upon the opinion of an attorney, accountant or other professional consultant of SCUPA.

ARTICLE XXI. MISCELLANEOUS

- A. No part of the net earnings of SCUPA shall inure to the benefit of any member, director, officer of SCUPA, or any private individual (except that reasonable compensation may be paid for services rendered to or for SCUPA affecting one or more of its purposes), and no member, director, officer of SCUPA, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of SCUPA. No substantial part of the activities of SCUPA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and SCUPA shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. SCUPA shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

- C. SCUPA shall not engage in any act of self-dealing as defined in §4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- D. SCUPA shall not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- E. SCUPA shall not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- F. SCUPA shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- G. Notwithstanding any other provisions of these By-Laws, SCUPA shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a corporation described in §501(c)(6) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended; nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- H. The Executive Committee, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of SCUPA, and such authority may be general or confined to a specific instance; and unless so authorized by the Executive Committee, no officer, agent or employee shall have any power or authority to bind SCUPA by any contract or engagement, or to pledge its credit, or render it pecuniarily liable for any purpose or to any amount.
- I. SCUPA shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Committee, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of SCUPA if such action is a prohibited transaction or would result in the denial of the tax exemption under §503 or §507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.