

UNITED WAY OF ST. JOSEPH COUNTY, INC.

BYLAWS

ARTICLE I

GENERAL

NAME OF ORGANIZATION

The name of this corporation shall be United Way of St. Joseph County, Inc. (hereinafter referred to as United Way). The address of this corporation is 3517 East Jefferson Boulevard, South Bend, Indiana, 46615

MISSION OF ORGANIZATION

To mobilize the community to collectively reduce poverty.

VISION

We build a stronger America by mobilizing our communities to improve people's lives.

ARTICLE II

NOT-FOR-PROFIT CORPORATION

The corporation is organized and will operate as a not-for-profit corporation as defined under section 501(c)(3) of the Internal Revenue Code.

Robert's Rules of Order, Revised, when not inconsistent with these bylaws, will govern all meetings of United Way.

ARTICLE III

PURPOSES

Section 1 The fundamental purposes for which this corporation is formed and structured are as follows:

- a. Assess, on a continuing basis, the need for human service programs; seek solutions to human problems; assist in the development of new or the expansion or modification of existing human services programs; promote preventive activities, and foster cooperation among local, state, and national agencies serving the community. Develop initiatives, either alone or in cooperation with other organizations or institutions, which strengthen the ability to serve the entire community's human service delivery network.

- b. Develop, as fully as possible, the financial resources needed to meet the human service needs of the community and reduce the number of appeals for financial support for services.
- c. Deploy United Way financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs of the community. Monitor agencies for effective and prudent management decisions in administering programs funded by United Way.
- d. Enhance community support and commitment for United Way and its partner agencies through a systematic communications program which both speaks and listens to the community.

Section 2

The activities of this corporation shall not be for the sole purpose of carrying on propaganda, or otherwise attempting, to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing of or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 3

No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual outside the employment of United Way staff. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501(c)(3) and 509(1)(1) or (2) of the Internal Revenue Code of 1954.

ARTICLE IV

MEMBERS

Section 1

Members: All persons who contribute funds to United Way shall be members of the corporation for a period of one year from the date of such contributions.

Section 2

Annual Meetings: An Annual Meeting of the members of United Way shall be held each year within the first ninety (90) days of the calendar year on such date and at such time and place within the area served as the Board of Directors shall fix. The purpose of the Annual Meeting shall be for the election of Directors for the corporation as well as reports to the membership on the corporation's status. Any other business to be taken up at the Annual Meeting shall be stated in writing and filed with the secretary of the corporation at least thirty (30) days before the date of the Annual Meeting, and all business so stated, proposed, and filed shall be considered at the Annual Meeting, but no other proposal shall be acted upon at the Annual Meeting. Any member may make any other proposal at the Annual Meeting and the same may be discussed and considered, but unless stated in writing and filed with the secretary thirty (30) days before the meeting, such proposal shall be laid over for action at a special or regular meeting of the Board of Directors. This provision shall not prevent the consideration and approval or disapproval at the Annual Meeting of the reports of officers and committees, but in connection with such reports no

new business shall be acted upon at such Annual Meeting unless stated and filed as herein provided.

Section 3 Quorum: Those members present at a properly convened meeting of United Way membership shall constitute a quorum.

ARTICLE V

BOARD OF DIRECTORS

Section 1 Number and Term of Directors: The business affairs and property of the corporation shall be managed by a Board of Directors consisting of elected Directors and certain Ex-Officio Directors.

- a. Elected Directors: There shall be not less than twenty (20) nor more than thirty-six (36) elected Directors of this corporation. The term of each Director shall be for three years and until a successor has been duly appointed and qualified. A Director shall be limited to three consecutive terms. A partial term (of less than three years) shall be disregarded for purposes of the term limitation. The composition of said Board shall be representative of the community.
- b. Retiring Chair of the Board to serve as an Ex-Officio Director: If the retiring Chair of the Board is not serving as an elected Director, the retiring Chair shall serve for a one (1) year term as an Ex-Officio Director of the Board. In that capacity, the retiring Chair shall have the same power to vote as an elected Director.
- c. Agency Representatives: The United Way Agency Directors Association shall have a representative chosen by them annually to serve as an Ex-Officio voting Board member for a term of one year.
- d. A minimum of three (3) members of the board shall represent the Labor Community. One of those three (3) labor positions shall be the President of the AFL-CIO or designee who shall serve on the Executive Committee as Chair of the Labor & Community Service Committee. This representative shall not be subject to term limits as noted in Section 2 below.

Section 2 Maximum Service: No person, except the President of the United Way, shall be eligible to serve as a Director for more than three (3) consecutive three-year terms, with the maximum of ten (10) appointed and/or elected years, until the expiration of one (1) full year after his/her most recent term of office.

Section 3 Removal and Resignation:

- a. Absence from four (4) or more meetings of the Board of Directors, in one calendar year, without an excuse deemed valid by the Board may, at the discretion of the Board, be construed as a resignation by the member so absent.

- b. Any Director may be removed by a vote of two-thirds of the entire membership of the Board of Directors at any regular or special meeting of the Board called for that purpose.
- c. Any Director may resign by giving written notice to the Board of Directors through the Chair or President.

Section 4 Vacancies: The Governance and Personnel Committee shall, with the advice and consent of the Board, appoint Directors to fill unexpired terms of office.

Section 5 Exclusions: No paid employee of United Way or any of its funded or affiliate agencies shall be eligible for election to the Board of Directors. See Article V, Section 1.c.

ARTICLE VI

MEETINGS OF THE BOARD

Section 1 Organizational Meeting: The Board of Directors shall hold its organizational meeting at the Annual Meeting of the members. The Board, at the Annual Meeting, shall elect its officers for the ensuing year, approve the schedule of Board meetings for the ensuing twelve months, and transact such other business as may be necessary.

Section 2 Regular Meetings: The Board of Directors shall meet at least four times a year at a time and place designated by the Directors.

Section 3 Special Meetings: Special meetings may be called by the Chair of the Board or by the Executive Committee and shall be called upon written request of any five (5) Directors, setting forth the purpose of such a meeting.

Section 4 Notice of Meeting: Notice of any regular or special meeting of the Board of Directors shall be given by regular or electronic mail or by telephone a minimum of three days prior to the meeting, except in cases of emergency. Special emergency meetings may be called on twenty-four (24) hour notice by the Chair of the Board or Executive Committee.

Section 5 Quorum: At all meetings of the Board of Directors, the presence in person of not less than one-third (1/3) of the Directors is requisite and shall constitute a quorum. Any action by a majority of Directors where a quorum is present shall be the action of the Directors of this corporation.

ARTICLE VII

OFFICERS

Section 1 Elected Officers: The officers of this corporation shall be Chair of the Board, Vice Chair, Treasurer, and President/Secretary. With the exception of the President/Secretary, the officers shall be elected annually by the Board of Directors at the organizational meeting, and shall hold office for a term of one (1) year and until their successors shall be elected, or until their earlier resignation, removal or disqualification. Each elected officer shall be

eligible to succeed oneself, but may not serve more than two successive terms of one year each. Any officer elected to fill a vacated term may complete the vacated term and be eligible for one (1) additional term. Such officers shall serve without compensation for their services.

- a. Chair of the Board: The Chair shall be the Chief Volunteer Officer of the Board of Directors. That person shall preside at all meetings of the members and of the Board of Directors and of the Executive Committee. That person shall, be an ex officio member of all other committees except the Governance and Personnel Committee and shall have the general powers and duties of management usually vested in the office of Chair of the Board of a corporation and such other powers and duties as may be prescribed by the Board of Directors.
- b. Vice Chair: The Vice Chair shall, in the event of the Chair of the Board's absence, resignation, or inability to perform that person's duties as determined by the Board, perform the duties of the Chair of the Board and such other duties as shall be delegated to that person by the Board.
- c. Treasurer: The Treasurer, under the direction of the Board of Directors, shall have the responsibility of overseeing the funds of the corporation and shall cause to be kept proper record thereof. That person shall deposit or cause to be deposited all funds in the name of the corporation in such depositories as may be designated by the Board of Directors, and shall disburse the funds of the corporation upon order of the Board of Directors and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors.
- d. President/Secretary: The Board of Directors shall employ a President/Secretary who shall be directly responsible to the Board of Directors through the Chair of the Board who shall ensure that the minutes of the Executive Committee and Board are taken and kept; ensure that notices are duly given in accordance with the provisions of these Bylaws or as required by law; serve as custodian of the corporate records; and in general, perform all duties incident to the office of Secretary and/or as assigned by the Board of Directors. That person shall be the Chief Executive Officer of the corporation responsible for executing the strategic plan, creating and implementing an annual plan, and executing the daily activities of the corporation in accordance with the policies of the Board. Additional responsibilities include: hiring, supervising and discharging all employees and executing an operating budget covering all activities of United Way, subject to Board approval. In addition, the President is responsible for all expenditures within approved budget allocations. The President shall be a **non**-voting Director of the Board, and Secretary to the Board, and is also a member of all committees of the corporation.

Section 2

Appointed Officers: Appointed officers include the Chairs for each of the five (5) standing committees (i.e. Community Investment; Development; Finance, Administration and Facilities; Labor & Financial Stability; and Governance and Personnel) appointed annually by the Chair of the Board subject to approval by the Board of Directors. All appointed Chairs shall be elected Directors.

Section 3 Removal and Resignation:

- a. Any officer may be removed by a vote of two-thirds of the entire membership of the Board of Directors at any regular or special meeting of the Board called for that purpose.
- b. Any officer may resign by giving written notice to the Board of Directors.

Section 4 Vacancies: A vacancy in any office caused by death, resignation, removal from office, disqualification, or any other cause shall be filled by the Board of Directors.

ARTICLE VIII

EMPLOYEES

Section 1 Staff: This corporation may have such additional agents and employees as shall be determined from time to time by the Board of Directors.

ARTICLE IX

COMMITTEES

In addition to Board membership, each member of the Board shall serve on at least one (1) Standing Committee, on one (1) Community Impact or Development Council/Committee, or, become additionally involved as negotiated with the President/CEO. Standing Committees shall create sub-committees or task forces as indicated. Standing Committees shall be created and/or eliminated by the Board of Directors as indicated. Charters of each Standing Committee shall be approved by the Board of Directors, guiding the purpose, membership, and operating activities/principles.

Section 1 Quorum: A majority of members present at any committee meeting shall constitute a quorum.

Section 2 Additional Committees: The Chair of the Board, with the approval of the Board of Directors, may from time to time appoint such other short-range committees as may be deemed necessary.

ARTICLE X

EXECUTION OF CHECK, DRAFTS AND ORDERS FOR PAYMENT OF MONEY

All checks, drafts, and orders for payment of money shall be signed in the name of the corporation and shall be executed by such officers or agents as the Board of Directors has designated for that purpose. Non-monetary gifts by United Way will be cashed immediately upon receipt.

ARTICLE XI

FISCAL YEAR

The Fiscal Year of this corporation shall be July 1 – June 30.

ARTICLE XII

FINANCIAL RESPONSIBILITY

The financial records of United Way shall be audited annually by an independent certified public accountant designated by the Board of Directors. A report of the audit shall be open for inspection by members at the United Way's office during business hours. Every officer and employee of United Way shall be bonded for the faithful performance of their duties.

ARTICLE XIII

AFFIRMATIVE ACTION/NON-DISCRIMINATION

It is the policy of United Way to actively promote the economic, social, and educational equality of all persons, including that of its employees, and the people it serves; to hire well-qualified people to perform the task necessary to achieve its objectives efficiently and at reasonable costs; and to comply both with the letter and the spirit of the federal and state laws prohibiting discrimination on the basis of race, sex, creed, color, age, national origin, or disability. The agency's activities, will actively and aggressively promote this policy both in providing services to the community, as well as in employment practices, including recruitment, hiring, transfer, promotion, training, compensation, benefits, layoffs, and terminations. The same principles will be applied to the selection of the volunteer board, committees, and partner organizations. This statement shall be part of all agency agreements.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every person who was, is now, or hereafter shall be a Director or Officer of the corporation, and that person's heirs and personal representatives, shall be indemnified by the corporation against all costs, expenses and amounts or liability therefore, including counsel fees, reasonably incurred by or imposed upon that person in connection with or resulting from any action, suit, proceeding, or claim to which that person may be made a party, or in which that person may be or become involved by reason of that person's acts as such director or officer for or on behalf of the corporation, or subject to the provisions hereof, any settlement thereof, whether or not that person continued to be such director or officer at the time of incurring such costs, expenses, or amounts, and whether or not the act or omission to act on the part of such director or officer, which is the basis of such suit, action, proceeding, or claim, occurred before or after the adoption of this bylaw, provided that such indemnification shall not apply with respect to any matter as to which such director or officer shall be finally adjudged in such action, suit, or proceedings to have been individually guilty of willful misfeasance or malfeasance in the performance of that person's duty as such director, or officer and provided further, that the indemnification herein provided shall, with respect to any settlement of any such suit, action, proceeding, or claim, include

reimbursement of any amounts paid and expenses reasonably incurred in settling any such suit, action, proceeding, or claim, when in the judgment of the Board of Directors of the corporation, such settlement and reimbursement appear to be for the best interest of the corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, any and all other rights as to which such director or officer may be entitled under any bylaw agreement, or otherwise.

ARTICLE XV

REVISIONS

These Bylaws may be amended, enlarged, or repealed by a vote of two-thirds (2/3) of those present at any annual, special, or regular meeting of the Board of Directors called for that purpose and the substance of that change shall be embodied in the notice of the meeting. The notice shall be mailed ten (10) days prior to the meeting.