

UNITED WAY OF POSEY COUNTY, INC.
BY-LAWS

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ARTICLE I - NAME

The name of this Corporation shall be United Way of Posey County, Inc.

ARTICLE II - NOT-FOR-PROFIT CORPORATION

The Corporation is a Corporation as defined in the Indiana Code, Title 23, Article 7, Chapter 1.1, Sections 1-65 (23-7-1.1-1 to 23-7-1.1-65).

Contributions to this Corporation and managed by it as described in Article IV-d have been declared to meet the Internal Revenue Code under Sections 501(c)(3); 509(a)(1), or (2); 170; 2055; and 2522.

ARTICLE III - MISSION

The United Way of Posey County will provide visionary leadership to assess community needs, mobilize resources, and direct those resources toward services which enhance quality of life for people living in Posey County. A shortened version to use will be Visionary Leadership . . . Enhancing Quality of Life.

ARTICLE IV - PURPOSES

The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 1. The purposes for which this Corporation is formed are:

(a) Internal Operations: To manage and operate with organizational integrity and public trust by complying with legal and fiduciary requirements and to offer such assistance to other not-for-profit organizations wishing to manage effectively.

(b) Community Assessment: To build and continually update an information bank about the needs and concerns of humanity in Posey County, and possible solutions to community problems.

(c) Community Planning: To anticipate and respond to community problems and opportunities with a visionary plan for the quality of life in the community.

(d) Community Problem-Solving: To serve as a catalyst for improving the quality of life in the community.

- (e) Deployment Planning: To assure that the United Way distributes all resources - human, material, and financial - with integrity to its plans and its publics.
- (f) Deployment Actions: To deploy all resources - human, material, and financial - to those organizations or initiatives most likely to achieve the predetermined, desired outcomes.
- (g) Resource Assessment: To continually assess the entire community to record the location and volume of human, material, and financial resources that hold potential for mobilization.
- (h) Marketing/Development: To establish on-going, segmented marketing strategies that cause each resource holder to see the intrinsic value of contributing resources through the United Way to bear on community problems.
- (i) Resources Campaign: To conduct an annual resources campaign that mobilizes community resources commensurate with identified resource needs and priorities, and which is directed to goals or causes that satisfy donors' interests as well as the United Way's goals, and the community's shared vision for the quality of life.
- (j) To receive by gift, grant, devise, bequest, or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse, and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.
- (k) To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.

Section 2. Nothing herein shall authorize this Corporation, directly or indirectly, to engage in any activity not consistent with the provisions of the Indiana General Not-For-Profit Corporation Act or which would be inconsistent with sections 501(c)(3), 170(b)(1)(A)(vi), and 509(a)(1) of the Federal Internal Revenue Code.

Section 3. No substantial part of the activities of this Corporation shall be for the 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 or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 4. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or any individual. 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 non-profit 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(a)(1), (2), or (3) of the Internal Revenue Code of 1954 or as subsequently changed.

ARTICLE V - DURATION

The period during which this Corporation is to continue as a Corporation is perpetual.

ARTICLE VI - ADDRESS

The address of the United Way of Posey County, Inc., shall be P.O. Box 562, Mount Vernon, Indiana 47620.

ARTICLE VII - MEMBERS

Classes of of Members

Section 1. The membership of this Corporation shall be of two classes:

(a) Regular, who shall be a resource contributor during the most recent campaign year.

(b) Honorary, who shall be so designated by the Board of Directors, from time to time, as it may so desire.

Voting

Section 2. At all meetings of the membership each member, upon proof of membership, shall be entitled to one vote. Proxy votes will not be recognized.

ARTICLE VIII - BOARD OF DIRECTORS

Number

Section 1. The Board of Directors shall consist of 21 members.

Representation

Section 2. The Board should be broadly representative of the residents of Posey County.

Exclusions

Section 3. Neither paid persons of this Corporation, nor paid persons of any organization receiving funds from it, may serve on the Board.

<u>Terms</u>	<u>Section 4.</u> A director shall serve a term of three (3) years. No director who has served three (3) consecutive terms of three (3) years shall be eligible for re-election until a lapse of one (1) year from the date of the expiration of his/her term as director. At each succeeding annual membership meeting, one-third (1/3) of the directors will be elected to serve for three (3) years or until a successor is elected.
<u>Powers</u>	<u>Section 5.</u> The Board of Directors shall have all the powers necessary or appropriate to enable it to carry out the purposes of the Corporation, and shall be responsible for the entire supervision of the corporation's activities. The Board of Directors shall operate the Corporation as outlined in these by-laws and in such manner as to not conflict with the Articles of Incorporation, Federal, State, and Local Civil laws.
<u>Obligations</u>	<u>Section 6.</u> The Board of Directors, in all actions and procedures, shall be obligated to exercise loyalty, obedience and due care.
<u>Duties</u>	<u>Section 7.</u> <ol style="list-style-type: none"> 1. Determining the mission, and reviewing it annually to assure that the mission remains relevant to the changing environment 2. Selecting, supporting, and evaluating the Executive Director 3. Ensuring effective annual and long-range organizational planning, and monitoring progress toward goals 4. Ensuring that resources are adequate to address organizational plans 5. Budgeting and managing resources effectively and in concert with organizational plans and community needs 6. Staying abreast of trends and developments in the community 7. Determining program priorities, and monitoring the effectiveness of programs and services 8. Promoting the organization's values, mission, vision, and public image 9. Serving as a court of appeals for contested personnel decisions and controversial ideas, issues, and decisions confronting the organization 10. Assessing its own performance

<u>Conflict</u>	<u>Section 8.</u> The Board of Directors shall operate with a written Conflict of Interest policy which addresses legal issues of contracts or other transactions between the corporation and a director or any other entity in which one or more of the directors is a director, officer, or is financially interested. The policy shall also address the ethical issues of overlapping directorships, or other significant or material involvement, with entities supported by or doing business with the corporation.
<u>Participation</u>	<u>Section 9.</u> A director is expected to attend five (5) out of seven (7) consecutive meetings of the Board of Directors. The Board of Directors may consider excused absences for a director failing to meet this obligation.
<u>Removal</u>	<u>Section 10.</u> The Board of Directors has the right to vote on removal of a director from the Board of Directors for violating the Code of Ethics of the Corporation or failing to maintain the minimum level of participation in accordance with these By-Laws.

ARTICLE IX - EX OFFICIO MEMBERS OF THE BOARD OF DIRECTORS

<u>Ex Officio Members</u>	<u>Section 1.</u> Individuals who have served as president of this Corporation may make the election to serve as an ex officio member of the Board of Directors. The election to serve as an ex officio member of the Board of Directors must be made each year with written notice to the Executive Director at least five (5) days prior to the date of the Annual meeting. Such election may only be made to go into effect at the beginning of a calendar year.
<u>Attendance Requirement</u>	<u>Section 2.</u> An individual who has served as president of this Corporation is eligible to make the election to serve as an ex officio member of the Board of Directors if that individual has attended five (5) of the last seven (7) meetings of the Board of Directors and pledges to attend a minimum of five (5) meetings of the Board of Directors during the calendar year for which the election to serve as ex officio member is made.
<u>Voting</u>	<u>Section 3.</u> An ex officio member who meets the minimum attendance requirements shall be designated as Active with Voting Rights, and shall be able to vote on issues coming before the Board of Directors. An individual who has served as president of this Corporation who does not make the election to serve as an ex officio member may choose to receive notice of meetings and attend meetings as desired and shall be designated as Active with No Voting Rights. All other past-presidents of this Corporation shall be designated as Inactive.

Responsibilities

Section 4. Ex officio members of the Board of Directors are not directors but are bound by the same obligations, duties, exclusions, and Conflict of Interest policy of the Board of Directors as set forth in Article VIII of these By-Laws.

ARTICLE X - MEMBERS' MEETINGS, NOTICES, QUORUM

Annual
Members
Meeting

Section 1. The annual meeting of the members of the corporation shall be held on the third Thursday in January of each year, or at such other time and in such place as the Board of Directors may determine.

Section 2. Special meetings of the members for any purpose or purposes may be called pursuant to a resolution by a majority of the Board of Directors, by the President, or at the written request of not less than one-tenth (1/10) of the members of the Corporation. Such request shall, in any case, state the time, place, and purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Notice of
Meetings

Section 3. Notice of any meeting of the members, annual or special, stating the time, date, place, and purpose shall be publicized in the Legal Notices of one newspaper of general circulation serving the majority of the members not less than ten (10) nor more than thirty (30) days preceding the meeting.

Quorum and
Voting

Section 4. The presence in person of not less than 10 members entitled to vote is requisite and shall constitute a quorum at all meetings of members for the election of directors or for the transaction of other business except as otherwise provided by law or by these by-laws. If such number of members shall not be so present in person, those present shall have power to adjourn and reconvene for such meeting without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified.

Official
Actions

Section 5. Any action by a majority of members present at a meeting of the membership where a quorum is present shall be the action of the membership of this Corporation.

ARTICLE XI - DIRECTORS' MEETINGS, NOTICES, QUORUM

Regular
Board Meetings

Section 1. At the place of holding the annual meeting of members and immediately following the same, the board of directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at the different time and place than that herein provided, by consent of a majority of the directors of such new board. The Board of Directors shall hold bi-monthly meetings during each year.

Notice of
Meetings
and Minutes

Section 2. Notice of any meetings and minutes of the preceding meeting of the directors, regular or special (excluding emergency requests), stating the time when and the place where it is to be held shall be served personally or by mail, postage prepaid, or by email, upon each director not less than five (5) days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting.

Quorum and
Voting

Section 3. The presence in person of a majority of current directors and ex officio members serving in office is requisite and shall constitute a quorum. If such number of directors shall not be so present in person, those present shall have power to adjourn and reconvene for such meeting without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified. Action by a simple majority of directors and ex officio members where a quorum is present shall be the action of the directors of this Corporation. Proxy votes will not be accepted.

Special
Meetings

Section 4. Special meetings of the Board of Directors for any purpose or purposes may be called pursuant to a resolution of the Board of Directors at a regular meeting at which a quorum is present, and shall be called by the President at the request in writing of one-third (1/3) of the directors in office, by the President, or at the request in writing of a majority of the other officers in office. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Section 5. When a situation arises that cannot wait until a scheduled meeting of the Board of Directors, a majority of the officers shall meet to consider the emergency request, and present a recommendation to the Board of Directors for its written approval by simple majority given by fax, email, or actual signature. If the recommendation is approved, it will be acted upon; if not, it is denied. In any case, emergency requests will be put upon the agenda of the next regularly scheduled Board of Directors meeting.

ARTICLE XII - OFFICERS

Officers

Section 1. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors at the time of election and not by virtue of election. Officers shall hold office for one (1) year and serve until their successors are elected.

Duties

Section 2. The President shall serve as Chief Executive Officer of the Corporation and perform all usual and customary duties of that position, including appointment of committee chairs as specified under Article XII.

The First Vice President shall have primary responsibility for the mobilization of resources and shall manage all activities pertaining thereto.

The duties of the First Vice President shall be to discharge the duties of the president in the event of the absence or disability of the latter, and to perform such other duties as the Board of Directors may, from time to time, direct.

The Second Vice President shall have primary responsibility for communication and publicity functions and shall manage all activities pertaining thereto.

The duties of the Second Vice President shall be to discharge the duties of the First Vice President in the event of the absence or disability of the latter, and to perform such other duties as the Board of Directors may, from time to time, direct.

The Secretary shall serve as the corporate and recording secretary of the corporation and shall attend all regular or special meetings of the members and all regular or special meetings of the Board and shall act as clerk of each meeting, recording or causing to be recorded all votes and minutes of all proceedings of the afore mentioned meetings, and to compile these in a suitable permanent form.

The Secretary shall cause to be given notice of all meetings of members or of the Board of Directors when notice is required by these by-laws, and, if required by resolution at any annual or special meeting of members or of the Board of Directors.

The Treasurer shall serve as the chief financial officer and shall always have access to all funds and securities of the Corporation and shall cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall cause deposit of all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause disbursement of the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, and at all regular meetings of the members, or whenever either may require it, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall cause the filing of all required corporate and tax returns.

The officers of the Corporation shall meet in the event of an Emergency request and follow the procedures set forth in Article XI, Section 5 of these by-laws.

Bonds

Section 3. The Board of Directors, at Corporation expense, shall secure a bond on behalf of all officers of the Corporation and any employees of this Corporation conditioned upon the faithful performance of the duties of the office, and for the restoration to the Corporation in case of death, resignation, retirement, or removal from office, of all papers, vouchers, money, and other property of whatever kind in his/her possession or under his/her control belonging to the Corporation.

Audit

Section 4. The Board of Directors shall cause the financial records to be audited annually by an independent certified public accountant.

ARTICLE XIII - COMMITTEES

Standing
Committees

Section 1. The Corporation shall have the following in standing committees: Board Development, Resource Mobilization, Resource Deployment, Community Leadership, Personnel, Finance, Communication, By-Laws-Policies-Ethics, Long-Range Planning, and Executive.

Executive
Committee

Section 2. Membership of the Executive Committee shall be the officers, executive director, and committee chairs.

Other
Committees

Section 3. The President, from time to time, shall appoint such other committees as may be necessary and appropriate, subject to the approval of the Board.

Procedures

Section 4. The number of persons serving on a standing or special committee and the acts and methods of operation of each standing or special committee shall be described in a manual of operations. All methods, procedures, and acts of committees shall be subject to approval of the Board. All members of the Board Development and Personnel Committees shall be members of the Board of Directors or past-presidents prior to selection and not as a result.

ARTICLE XIV - VACANCIES

Directors
Vacancies

Section 1. All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise, may be filled by a majority vote of the Board of Directors present at any regular or special meeting. Candidates for such vacancies will be supplied to the directors by the Board Development Committee and which candidates shall fulfill the representation requirements of the Board.

Section 2. In case there is a vacancy in any office of the Corporation caused by failure to elect, death, resignation, or otherwise, such vacancy may be filled by the Board of Directors at any regular or special meeting. Candidates for the vacant officer position will be submitted by the Board Development Committee under the same guidelines as used for vacancies on the Board.

Section 3. Any director or officer elected to complete a vacant position shall serve until the term of that position expires and until a successor is elected and qualified.

ARTICLE XV - LIABILITIES

Liabilities

Section 1. No officer, committee, or member of this Corporation, or other person shall contract or incur any debt on its behalf, or in any way render it liable, unless authorized by the Board of Directors or these by-laws.

ARTICLE XVI - CHECKS

Checks

Section 1. All checks or demands for money and notes of this Corporation shall carry at least two signatures, either of two officers, as designated by the Board, or by one officer and a paid professional staff member, if such shall exist.

ARTICLE XVII - FISCAL YEAR

Fiscal Year

Section 1. The fiscal year of this Corporation shall be the calendar year.

ARTICLE XVIII - EMPLOYEES

Employees

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

ARTICLE XIX - NON-DISCRIMINATION

Non-Discrimination

Section 1. The members, officers, directors, committee members, employees, and persons served by the Corporation shall be selected entirely on a non-discriminatory basis with respect to residence, ethnicity, gender, age, race, national origin, disability, sexual orientation, education, or religion.

ARTICLE XX - AMENDMENTS

Amendments

Section 1. The Board of Directors shall have the power to make, alter, amend, or repeal the by-laws of this Corporation by a two-thirds (2/3) vote of the Board members present at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting, provided such meeting has been properly convened pursuant to Article XI.

Section 2. The by-laws of this Corporation may be altered or repealed by the members by the vote of the majority present at any annual or special meeting called for that purpose, provided such meeting has been properly convened pursuant to Article X.

Section 3. Any amendments, alterations, changes, additions, or deletions from these by-laws, whether made by the members or the Board of Directors, shall be consistent with the laws of this state which define, limit, or regulate the powers of this Corporation or the directors of this Corporation.

ARTICLE XXI - PROCEDURE

Procedure

Section 1. In all matters of procedure not otherwise provided for, Roberts Rules of Order, Revised Edition shall prevail in all meetings of the Corporation's members, directors, and committees.

ARTICLE XXII - DISSOLUTION OF CORPORATION

Dissolution
of
Corporation

Section 1. At a duly-called meeting of the members of this Corporation, providing a quorum is present, this Corporation may be dissolved by a two-thirds (2/3) vote of the members present.

Section 2. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Posey County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

* END *

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