

By-Laws of United Way of Southwest Minnesota

ARTICLE I. NAME

The name of this organization shall be United Way of Southwest Minnesota.

ARTICLE II. PURPOSE

The United Way of Southwest Minnesota is organized exclusively for charitable purposes in a service area including but not limited to the following counties: Lyon, Lincoln, Murray, Yellow Medicine, and Redwood to promote the following goals:

(a) To assess and identify, on a continuing basis, the need for human service programs; to seek solutions to human problems; to assist in the development of new or the expansion or modification of existing human service programs; to promote preventive activities, and mobilize the community toward making changes in community conditions.

(b) To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community and reduce the number of appeals for financial support for services.

(c) To 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, including those supplied by organizations not now receiving United Way financing.

(d) To muster community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the community.

(e) 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 as the organization may deem best from time to time, for the promotion of any or all of the foregoing purposes.

(f) 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.

No substantial part of the activities of this organization 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.

ARTICLE III. BOARD OF DIRECTORS

1. **BOARD AND DUTIES:** The Board shall be responsible for the overall philosophy vision/mission, direction and policy(s) of the organization and delegate responsibility of the day-to-day operations to the Executive Director and committees.

2. **COMPOSITION AND TERMS:** The Board shall be composed of a minimum of 15 members and a maximum of 24 members whose term of office shall be three years, said Directors to be elected on a

staggered basis to provide continuity of leadership. Directors' terms commence July 1 and end June 30. No person may serve more than two consecutive three-year terms except after an absence from the Board of Directors for one year.

4. ELECTIONS TO FILL VACANCIES: When membership on the Board is less than 24, a current Director may nominate a person to serve as a Director by submitting the name to the Executive Director or chair of the nominating committee. Before the nomination may be acted upon by the Board, the nomination shall be sent to all Directors with the notices of the next monthly meeting. Election of a new Director to the Board shall require an affirmative vote of a majority of the Directors present at the meeting.

5. YOUTH REPRESENTATIVE: The Board may elect a youth from the community to serve on the Board. The youth representative shall be in addition to the maximum number of 24 Board members and shall have full voting privileges as other board members. The term as a youth representative shall be the fiscal year, July 1 through June 30, and shall be limited to one year. The youth representative shall not be counted as a member to constitute a quorum of the Board of Directors.

6. RESIGNATION AND REMOVAL: Resignation from the Board must be in writing and received by the Executive Director or President. A Director who has two unexcused absences within a fiscal year, July 1 to June 30, is subject to removal from the Board by an affirmative vote of a majority of the members of the Board of Directors. Notice by a member of the Board given to the Executive Director prior to a meeting that the member will be unable to attend a meeting shall be deemed an excused absence. For any cause other than unexcused absences, a member may be removed from the Board by a three-fourths affirmative vote at a meeting of the Board.

ARTICLE IV. MEETINGS

1. REGULAR MEETINGS: The Directors shall convene no less than ten meetings per year at a time and place agreed upon by the Board and at such other times by call of the President or by majority of the Executive Committee.

2. ANNUAL MEETING: The annual meeting of the United Way of Southwest Minnesota shall be in June. The meeting shall be held concurrently with the regular June monthly meeting of the Board of Directors. The Board at the annual meeting shall receive the report of the nominating committee and shall elect a President, Vice President, and Treasurer. Following the election of officers, the Board shall elect a number of Directors that when the number of those elected is combined with current Directors shall not exceed 24. No one shall be considered for election as an Officer or Director unless the nomination has been delivered to the Directors with the notice of the annual meeting. After election of officers and Directors, the Board shall conduct other business properly brought before the Board.

3. NOTICE OF MEETINGS: Notice of each meeting shall be given to each Director by mail or in person, not less than one week before the meeting. Notice shall be sufficient if delivered by electronic mail to an electronic address provided by the Director.

4. VOTING: Each Director shall be entitled to cast a single vote for each item requiring board action. Voting shall take place at meetings where a quorum is present. To constitute a quorum, a majority of the Directors must be present. Any action by a majority of Directors where a quorum is present shall be the action of the Board, except as otherwise provided by statute or by these By-Laws. If no quorum is present, those in attendance shall not conduct any business but may adjourn the meeting with such notice as those Directors in attendance deem appropriate until such time as a quorum shall be present.

In the event an issue arises that requires a resolution outside of a regular board meeting the President or Vice-President may call for a vote of a Director on any matter by telephone, electronic mail or facsimile. A simple

majority of the Directors is required for resolution of the issue. Said vote must be acknowledged at the next regular meeting as to the purpose and the result of the vote. Such consent shall have the same force as a vote taken at a regular or special meeting and may be accepted without further inquiry by any person relying thereon. The Secretary shall record the issue and acknowledged vote of each director within the minutes of the next board meeting.

5. RULES OF ORDER: Meetings shall be governed by Robert's Rules of Order.

ARTICLE V. OFFICERS

1. OFFICERS AND TERMS: The officers of the United Way of Southwest Minnesota shall be a President, a Vice President, and a Treasurer. All officers shall hold office for one year beginning July 1 and continuing through June 30 of the following year and until their successors are elected and qualify. A vacancy in an office of the Board may be filled by the Board of Directors for the unexpired portion of the term.

2. PRESIDENT: The President, or in the president's absence, the Vice-President, shall preside at all meetings of the Board of Directors and shall perform the duties of a presiding officer.

3. TREASURER: The Treasurer shall supervise all accounts of the organization and shall cause to be rendered to the Board of Directors at the meetings of the Board, or whenever the Board may require it, an account of all transactions and of the financial condition of the organization.

4. BOND: The Board of Directors shall require the Treasurer and Executive Director, and may require any other officer or employee of the organization to give a bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of office and for the restoration to the organization in case of death, resignation, retirement or removal from office of all papers, vouchers, monies and other property of the organization in the officer's possession or control. The cost of such bond shall be paid by the organization.

5. ALLOWED REIMBURSEMENT: All Board members shall serve without compensation except reimbursement for reasonable expenses.

ARTICLE VI. EXECUTIVE DIRECTOR AND STAFF

1 EXECUTIVE DIRECTOR: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, and answer questions of the board members. The Executive Director shall be responsible for hiring, supervising, disciplinary action and dismissal of staff for board approved positions.

2. DUTIES OF THE EXECUTIVE DIRECTOR: Duties shall include serving as Secretary of the organization, keeping records of Board actions, taking accurate minutes at all Board meetings or seeing that the minutes are accurately prepared by other staff, distributing meeting announcements, agendas, copies of minutes, and notices to each member of the Board and filing corporate records. The Executive Director shall assist the Treasurer by making sure funds are deposited into accounts maintained for the United Way of Southwest Minnesota, keeping accurate accounts and records, and preparing drafts or checks for disbursements drawn on accounts as directed by the Treasurer.

ARTICLE VII. FINANCES

1. FISCAL YEAR: The fiscal year of the organization shall be July 1 to June 30.

2. CHECK AUTHORIZATIONS: The funds of the organization shall be deposited in such depositories as the Directors shall designate. The President, Vice President, Treasurer, and Executive Director are authorized to sign checks and withdrawal of funds shall only be by checks, drafts, or orders signed in the name of the corporation by two of the four officers so designated.

3. AUDIT: Following the close of each fiscal year, there shall be an audit by an independent public accountant.

ARTICLE VIII. COMMITTEES

1. IN GENERAL: The permanent committees of the United Way of Southwest Minnesota shall be the Executive Committee, the Resource Development Committee, the Community Impact Committee and the Nominating Committee. The Board may create additional committees as it deems appropriate.

2. EXECUTIVE COMMITTEE: The President, Vice-President, Treasurer, and Past President, and chairs of the Resource Development and the Community Impact Committees shall serve as members of the Executive Committee. The President or in the President's absence, the Vice-President shall preside at meetings of the Executive Committee. Except for the power to amend the Articles of Incorporation and By-Laws, the Executive Committee shall have all of the powers and authority of the Board of Directors to act on those matters that require action between regular Board meetings.

3. NOMINATING COMMITTEE: The President shall appoint a nominating committee of at least five people during the first quarter of each fiscal year. The nominating committee is responsible for gathering nominations for the election of officers and directors at the annual meeting. The report shall be mailed to the Directors with the notices of the June meeting, and submitted to the Board by the nominating committee at the annual meeting. No nomination shall be accepted at the annual meeting that has not first been submitted to the nominating committee, and forwarded to the Directors with the notice of the June meeting.

4. RESOURCE DEVELOPMENT COMMITTEE: The Resource Development Committee shall build relationships within the community and effectively raise funds and other resources to achieve the strategic goals of the Board of Directors, and perform other duties as directed by the Board.

5. COMMUNITY IMPACT COMMITTEE: Community Impact Committee shall identify critical health and human service issues for action, work to mobilize the community to make changes in community conditions, invest resources to have an impact upon the community, and perform other duties as directed by the Board.

6. COMMITTEE APPOINTMENTS AND POWERS: The President shall appoint members to serve on all committees, other than the Executive Committee, and designate a member of the Board as the committee chair. Committee members may be members of the Board of Directors or be from the community at large, but the Committee chair must be a member of the Board of Directors. No committee, except the Executive Committee, shall make binding decisions for the United Way of Southwest Minnesota without approval of the Board of Directors unless the Board of Directors has given prior authorization.

ARTICLE IX. MISCELLANEOUS

1. EQUAL TREATMENT: The United Way of Southwest Minnesota will select officers, directors, employees and volunteers without regard to race, color, creed, religion, national origin, sex, marital status, status with regard to public assistance, disability, sexual orientation, membership or activity in a local commission, veteran status, age or any other protected status.

2. AMENDMENT TO BY-LAWS: The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of this organization by majority vote of the Board of Directors. Proposed amendments must be submitted to the Executive Director and sent out with the regular Board announcements before being considered by the Board.

These By-Laws were approved at a meeting of the Board of Directors of United Way of Southwest Minnesota on April 19, 2010.

Dated this ____ day of _____, 2____.

President

Attested to by

Executive Director