

Bylaws 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 (hereafter UWSWMN) is organized exclusively for charitable purposes in a service area including but not limited to Lyon, Lincoln, Murray, Yellow Medicine and Redwood counties 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 preventative 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 UWSWMN financial support so as to maximize the resources available to programs aimed at the most urgent current needs of the community, including those supplied by organizations not now receiving UWSWMN 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 UWSWMN Board of Directors (hereafter board) shall be responsible for the overall philosophy vision/mission, direction and policies of the organization and they delegate responsibility of the day-to-day operations to the president & CEO (hereafter CEO).

2. **COMPOSITION AND TERMS:** The board shall be composed of a minimum of 15 directors and a maximum of 24 directors 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 for one year, unless their first term is a partial term.

3. **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 CEO 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 meeting. Election of a new director to the board shall require an affirmative vote of a majority of the directors present at the meeting.

4. **RESIGNATION AND REMOVAL:** Resignation from the board must be in writing and received by the CEO or board chair. 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 directors. Notice given by a director to the CEO prior to a meeting that the director will be unable to attend a meeting shall be deemed an excused absence. For any cause other than unexcused absences, a director 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 five meetings per year at a time and place agreed upon by the board and at such other times by call of the board chair or by majority of the Executive Committee.

2. **ANNUAL MEETING:** The annual meeting of UWSWMN shall be in June. The meeting shall be held concurrently with the regular June board meeting. At the annual meeting, the board shall receive the report of the nominating committee and shall elect a chair, vice chair 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 four days before the meeting. Notice shall be sufficient if delivered by electronic mail to an electronic address provided by each 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 bylaws. 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 board chair and vice-chair 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 board shall be a chair, a vice-chair 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 for the unexpired portion of the term.
2. **CHAIR:** The chair, or in the chair's absence, the vice-chair, shall preside at all meetings of the board 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 at the board meetings, or whenever the board may require it, an account of all transactions and of the financial condition of the organization.
4. **BOND:** The board shall require the treasurer and CEO, 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, 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 directors shall serve without compensation except reimbursement for reasonable expenses.

ARTICLE VI. PRESIDENT & CEO AND STAFF

1. **PRESIDENT & CEO:** The president & CEO (hereafter CEO) is hired by the board. The CEO has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The CEO will attend all board meetings, report on the progress of the organization, and answer questions of the directors. The CEO shall be responsible for hiring, supervising, disciplinary action and dismissal of staff for board approved positions.
2. **DUTIES OF THE CEO:** 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 director and filing corporate records. The CEO shall assist the treasurer by making sure funds are deposited into accounts maintained for the organization, 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 chair, vice-chair, treasurer, and CEO 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 board shall be as follows: Executive; Personnel/Nominating/Governance; Engagement and Resource Development; Community Impact; and Finance. The board may create additional committees as it deems appropriate.

2. **EXECUTIVE COMMITTEE:** The chair, vice-chair, treasurer, and past chair, as well as chairs of the Resource Development and the Community Impact Committees shall serve as members of the Executive Committee. The chair, or in the chair's absence, the vice-chair shall preside at meetings of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all of the powers and authority of the board to act on those matters that require action between regular board meetings.

3. **PERSONNEL/NOMINATING/GOVERNANCE COMMITTEE:** This committee shall be chaired by the vice-chair. This committee serves in several capacities, including:

Personnel: In this area, the committee shall assist in conducting review of staff job descriptions, annual salary reviews, and regularly review the employee handbook. The chair of this committee is also responsible for collecting and summarizing the annual CEO evaluation by the board.

Nominating: In this area, this committee is responsible for gathering nominations for the election of officers and directors at the annual meeting. The report shall be sent to the directors with the notice 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.

Governance: In this area, this committee shall be responsible for the development, management and oversight of the policies and procedures of the organization, and for ensuring compliance with applicable laws and United Way Worldwide membership standards.

4. **ENGAGEMENT & RESOURCE DEVELOPMENT COMMITTEE:** This committee shall build relationships within the community for engaging individuals in the UWSWMN mission and to help effectively raise funds and other resources to achieve the strategic goals of the board, and perform other duties as directed by the board.

5. **COMMUNITY IMPACT COMMITTEE:** This 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. **FINANCE COMMITTEE:** This committee shall assist in carrying out the organizational purpose while ensuring that the organization is fiscally accountable, including, but not limited to: assisting in the development of and providing recommendations for financial policies and procedures; ensuring that all funds, property and securities of the organization are managed prudently and responsibly; assisting in the preparation and presentation to the board of an annual operating budget; assisting in monitoring the fiscal performance of the organization, and serving as an audit committee for the organization. The treasurer shall serve as the committee chair.

7. **COMMITTEE APPOINTMENTS AND POWERS:** The chair shall appoint members to serve on all committees, other than the CEO, and designate a director as the committee chair. Committee members may be directors or be from the community at large, but the committee chair must be a director. No committee, except the Executive Committee, shall make binding decisions for the organization without approval of the board unless given prior authorization by the board.

ARTICLE IX. MISCELLANEOUS

1. EQUAL TREATMENT: The organization 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 BYLAWS: The board shall have the power to make, alter, amend or repeal the bylaws of this organization by majority vote of the board. Proposed amendments must be submitted to the CEO and sent out with the regular board announcements before being considered by the board.

These bylaws were approved at a meeting of the United Way of Southwest Minnesota Board of Directors on October 19, 2020.

Dated this 19th day of October, 2020.

Melanie Pedersen
Board Chair

Attested to by

Sarah Kicmal
President & CEO