

BY-LAWS

United Way of West Central Minnesota

Adopted January 28, 2009
Revised September 28, 2011
Revised February 27, 2013
Revised November 27, 2013
Revised November 26, 2014

Preamble: These represent a complete and superseding restatement of by-laws dated 3/12/91 and all other preceding by-laws.



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United Way of West Central Minnesota BY-LAWS

ARTICLE I

NAME

The name of this Corporation shall be United Way of West Central Minnesota and will be referred to as the Corporation throughout this document.

ARTICLE II

NOT-FOR-PROFIT CORPORATION

The Corporation is filed with The State of Minnesota Office of the Attorney General. The Corporation is qualified as a non-profit corporation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Mission

United Way of West Central Minnesota works to improve people's lives by mobilizing the caring power of its communities to create lasting change.

Vision

The corporation will be the guiding force for human services. It will improve the quality of life in West Central Minnesota communities through collaboration with non-profit agencies, government, businesses, and individuals.

ARTICLE IV

LIMITATIONS ON ACTIVITIES

Section 1. No Benefit to Directors or Officers

- a. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, a Director or Officer of the Corporation or any other private individual except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its

purposes. No Director or Officer of the corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions in dissolution or otherwise, upon any non-profit corporation described in Section 501(c) (3) and Section 170(c) (2) of the Code and as specified in Section 3 below.

- b. No Board of Director member shall receive any salary or compensation for his or her services as such director. All reasonable expenses must be preauthorized by the full board of directors. (Example: United Way conferences or trainings) The United Way will not reimburse expenses for alcoholic beverages, criminal traffic or parking tickets or fines, or any expenses that are not customary or the benefit of the United Way. Approved expense receipts must be submitted to the UW Executive Board within 30 days of incurred.

Section 2. Activities not Permitted

Notwithstanding any other provisions of these Bylaws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization to which contributions are deductible under Section 170 (c)(2) of the Code.

No substantial part of the activities of the Corporation shall attempt to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 3. Distribution of Assets upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation from the residual assets of the Corporation, distribute all remaining residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such distribution, qualify as an exempt organization or organizations under Section 501(c)(3), Section 170(c)(2), and Section 509(a)(1) or (2) of the Code by reason of such organization or organizations providing health related services, or to the federal, state or local government for exclusive public purposes. Any assets not so disposed shall be disposed of by an order of a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court order shall provide.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers and Duties

The Corporation shall be managed by its Board of Directors, which shall have the power and authority to take all lawful actions in the name of United Way of West Central Minnesota consistent with these Bylaws.

Section 2. Composition and Terms

The Board shall be composed of a minimum of 12 and a maximum of 15 members whose term of office shall be three years, said Directors to be elected on a staggered basis to provide continuity of leadership. The immediate past president may serve an additional one year term immediately following term of presidency upon approval of the executive committee. Directors' terms commence July 1 and end June 30.

The Board is composed of members who bring diversity of skills and backgrounds to the organization, including but not limited to, ability to raise funds, contacts in the community, expertise, and demonstrated leadership skill needed to assist the Board in meeting its goals. UWWCM will aspire to have members distributed evenly from the communities within the West Central Minnesota United Way territory.

Any Director who has served two consecutive full terms shall be ineligible for reelection as a member of the Board for one year, with the exception of an outgoing President of the Board who may serve an additional one-year term following the year he or she presided as President of the Board.

Section 3. Election

During the last quarter of each fiscal year of the organization, the board of directors shall elect Directors to replace those whose terms will expire at the end of the year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these by-laws.

Section 4. Meetings

Annual Meeting

The Annual Meeting shall be held by November 30 of each year or at such other time and at such place as the Board may from time to time determine.

Regular Meetings

Regular meetings of the Board of Directors, at intervals of not more than 60 days, shall be held at such time and place as the Board may from time to time determine.

Special Meetings

Special meetings of the Board may be called at any time by the Board President or by not fewer than three Directors.

To the extent feasible, regular and special meetings of the Board of Directors shall be held at locations that are handicapped accessible. Meetings may also be conducted by telephone/video conference call provided a reasonable attempt is made to reach all directors, a quorum is present, and technical arrangements permit all persons participating to hear one another at the same time. Such participation shall constitute presence in person at the meeting. All actions taken by telephone/video conference shall be ratified at the next regular meeting of the Board. Any action required or permitted to be taken at any meeting may also be taken without a meeting if all Directors consent to such action in writing and such writings are filed in the Corporate Minute Book of the Corporation.

Section 5. Notice

Written notice of the time, place and the agenda of all meetings of the Board shall be given to each Board Member and the United Way office at least two (2) days in advance of the meeting by written or oral notice (if reasonable) communicated in person by telephone, facsimile, or other form of wire or wireless communication, or by mail or private carrier; provided, however that any Board action to remove a Director, to approve indemnification under Articles XIII, or to approve the merger or dissolution of the Corporation, shall not be valid unless each Director is given at least (7) days written notice specifying that the matter will be voted upon at the Directors' meeting, or unless such notice is waived pursuant to this Section 5. Any notice required under this Section 5 may be waived by a Director in writing signed either before or after the meetings for which such notice was required to be given, provided that such waiver of notice is inserted in the Corporate Minute Book. A Director's presence at a meeting, without objection as to the notice of the meeting, will constitute a waiver of notice by that Director.

Section 6. Quorum and Voting

A majority of the total number of Directors presently serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum shall not be present at any meeting of the Board of Directors, the Directors present may adjourn the meeting, without notice other than announcement of the next meeting, until a quorum shall be present. The affirmative vote of a majority of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, except Articles of Incorporation, or these Bylaws shall otherwise require.

Section 7. Attendance

A Director attending fewer than seventy-five percent (75%) by phone or in person of the regular meetings (including the annual meeting) held by the

Board of Directors per year may be removed from the Board by a vote of a majority of the Directors then in office.

Section 8. Removal of Directors

Except as provided in Article V, Section 7 above, regarding attendance at regular Board meetings, the Board of Directors of the Corporation may remove a Director at any time, for any reason, or for no reason, by a vote of two-thirds (2/3) of the Directors then in office.

Section 9. Vacancies and Newly Created Directorships

Any vacancy on the Board of Directors occurring during the year or any Directorships created by reason of increase in the number of Directors on the Board of Directors shall be filled by a vote of the Board of Directors in accordance with Article V, Section 6 of these Bylaws and the person so elected shall serve the unexpired portion of the term of the Director whose death, resignation or removal caused the vacancy.

Section 10. Board Self Evaluation

The board shall conduct a board self-evaluation annually using a survey or other tools. This process will be completed and results reviewed yearly.

ARTICLE VI

OFFICERS

The officers of the Corporation shall be: a *President, Vice President, Treasurer, Secretary*, and such other officers as the Board deems desirable. In addition to the powers and duties set forth in these by-laws, and those powers and duties that are usually related to his or her office, each officer shall have such powers and duties as the Board may determine by resolution. Candidates for election shall be members of the Board of Directors and shall be nominated by the Executive Committee.

Section 1. Election of Officers and Term of Office:

The term of office of all officers shall be one year, commencing July 1 and ending June 30. All officers shall be elected at the June Meeting by the Board. Each officer has the opportunity to serve additional terms as voted on by the board of directors. However, the Board President may only serve for two consecutive one-year terms. Officers have the option to resign at any time.

Section 2. Vacancies:

Any vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. President:

Function of the Board President is to assure that the Board fulfills its responsibilities to the organization.

Responsibilities of the Board President include: chair meetings of the board and executive committee; call special meetings if necessary; serve as ex officio member of all committees; work in partnership with the Executive Director to achieve the mission of the organization and make sure board resolutions are carried out; communicate any concerns management has regarding the role of the board or individual board members; communicate to the Executive Director the concerns of the Board or other constituencies; appoint all committee chairs and with the Executive Director recommend who will serve on committees; assist the Executive Director in preparing the agenda for board meetings; work with the staff to recruit board members and other needed volunteers; Oversee search for Executive Director and recommend salary for consideration by the appropriate committee; coordinate and complete annual board assessment; periodically consult with board members on their roles helping them assess their performance; and responsible for review process of the Executive Director with task completed by May 1st annually.

Section 4. Vice President:

Function of the Vice President is to stand in for the Board Chair when unavailable.

Responsibilities of the Vice President include: Attend Board meetings; serve on the executive committee; carry out special assignments as requested by the Board President; and understand the responsibilities of the board chair and be able to perform these duties in the President's absence.

Section 5. Secretary:

Function of the Secretary of the Board is to see that all board records are accurate and maintained safely.

Responsibilities of the Secretary include: attend board meetings and take minutes; serve on the executive committee and take minutes; review board minutes; assume responsibilities of the chair in the absence of the Board President and Vice President; and provide notice of board meetings and committee meetings when such notice is required.

Section 6. Treasurer:

Function of the Board Treasurer is to serve as financial officer of the organization.

Responsibilities of the Treasurer include: attend board meetings; serve on the executive committee and chair the finance committee; assure that the

organization is following appropriate financial policies and that qualified staff or consultants perform financial functions. Understand regulatory and legal requirements for financial accounting and standards of practice for nonprofit organizations; assure that accurate financial records for the organization are being kept; subject to the direction of the board, endorse the deposit notes, checks and drafts received by the organization; manage, with finance committee, the board's review of and action related to a boards' financial responsibilities; assist the UWWCM Finance Director in preparing the annual budget and presenting the budget to the board for approval; at specified reporting periods, and upon request, provide the Board President and the board with an account of transactions by the treasurers and the finance condition of the organization; and with the Executive Director, solicit for bid for auditing every three years, select and independent auditor, review the annual audit, and answer board members questions about the audit.

ARTICLE VII

COMMITTEES

Section 1. General Committee Information:

The Chair of each committee shall be a member of the Board of Directors. Each committee shall keep records of proceedings, which shall be made available to the Board and shall regularly report to the Board.

Section 2. The following are the standing committees of the Corporation:

Executive Committee:

The Executive Committee is responsible for providing input for the agenda for the full Board of Directors and policy development for the Corporation. The Executive Committee is empowered to make any decisions, on behalf of the Board of Directors, pertaining to the regular operation of the Corporation, within the context of established Board policies. The committee shall consist of the officers of the Board and the immediate past President. Other members of the Board of Directors may serve on the Executive Committee at the invitation of the President of the Board. The Executive Committee shall meet upon the call of the President. Three (3) members of the Executive Committee shall constitute a quorum, but a lesser number may adjourn the meeting. Meetings of the Executive Committee may be called upon not less than twenty-four (24) hours prior written or oral notice (if reasonable) communicated in person, by telephone, facsimile, or other form of wire or wireless communication, or by mail or private carrier. The Executive Director shall serve as a non-voting member.

Finance Committee:

The purpose of the Finance Committee is to provide governance to the Organization, represent it to the community, and accept the ultimate legal

authority for it. This committee will annually review and recommend approval to the United Way Board of Directors. Finance Committee shall have responsibility for the budget and supervision of the investment of funds of the organization, subject to the control of the full Board of Directors. They will also be responsible for developing and reviewing fiscal policies, financial policies and ensuring adherence to them. The Board Treasurer will serve as the chair of this committee. This committee will meet monthly and consist of a minimum of two board members and two or more members with financial expertise from UWWCM territory. The Executive Director and Finance Director will be non-voting members of this committee.

Section 3. Other Committees:

The Executive Board of Directors may by resolution passed by a majority create one or more ad-hoc committees to meet the needs and goals of the Corporation.

ARTICLE VIII

STAFF

The Board of Directors, operating through the Executive Committee, shall employ an Executive Director and such other professional staff as the Board deems necessary. The Executive Director is accountable for the day-to-day operations of the corporation, subject to the direction of the Board, and will perform such other duties as the Board may specify. The Executive Director will report to the Board President and all other professional staff will report directly to the Executive Director.

ARTICLE IX

AMENDMENT OF BYLAWS

These Bylaws may be amended at a properly noticed regular or special meeting of the Board of Directors by the affirmative two-thirds vote of the majority of the Board of Directors.

ARTICLE X

DISSOLUTION

Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations **which** have qualified under Section 501 (c) (3) of the internal revenue code and none of the assets will be distributed to any individual, officer or director of this corporation.