

UNITED WAY OF JENNINGS COUNTY, INC.
BY-LAWS

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ARTICLE I -- NAME

The name of this Corporation shall be Jennings County United Way, 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- have been declared to meet the Internal Revenue Code under Sections 501(c)(3); 509(a)(1), (2), or (3); 170; 2055; and 2522.

ARTICLE III -- MISSION

To provide Vision and Leadership in the community's pursuit of a rich and full Quality of Life for all people in Jennings County.

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) 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) To continually assess and address quality of life issues through activities including, but not limited to:
 - Research and analysis of human needs and services
 - Helping formulate public policy
 - Offering public information and education
 - Receiving and acting upon input from all segments of the community
 - Providing leadership to and for the community
 - Forming action coalitions of individuals and organizations
 - Deploying resources to groups addressing critical issues
 - Operating service programs
 - Helping the Community develop ownership and responsibility for its quality of life

- (c) To continually assess the community's resources and develop and implement strategies for fully mobilizing the human, material and financial resources in an inclusive manner that strives to eliminate the rationale for multiple appeals.

- (d) 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 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.

(e) 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 that 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 post office address of the principal office is P. O. Box 446, North Vernon, Indiana 47265.

ARTICLE VII -- MEMBERS

Classes of Members

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

- (a) Regular, who shall be a resource contributor of \$10 or more per campaign.
- (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

<u>Number</u>	<u>Section 1.</u> The Board of Directors shall consist of not less than twelve(12) or more than seventeen (17) members, two of which shall be student directors.
<u>Attendance</u>	<u>Section 2.</u> A member of the Board of Directors who misses one half of the regularly scheduled meetings of the Board in a twelve month period is subject to removal from the Board. This removal shall be at the discretion of the Board and come only after consultation with the member.
<u>Representation</u>	<u>Section 3.</u> The Board should be broadly representative of Jennings County.
<u>Exclusions</u>	<u>Section 4.</u> Employees of this Corporation and their spouses may not serve on the board. Employees of any funded agency may not sit on the Allocations Committee.
<u>Terms and Types of Directors</u>	<u>Section 5.</u> All directors, except student directors, shall serve a term of three (3) years. No director who has served two (2) 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 of director. <u>Section 6.</u> Student directors shall be of high school age and shall serve one (1) year terms. A student director may serve three (3) terms and is not eligible for reelection as a student director upon completion of said terms.
<u>Powers</u>	<u>Section 7.</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 a manner as to not conflict with the Articles of Incorporation, Federal, State, and Local Civil laws.
<u>Duties</u>	<u>Section 8.</u> <ol style="list-style-type: none">1. Determine and annually review the organization's mission, purposes and by-laws.2. Select the Executive Director and support and review performance of Executive Director.3. Ensure organization as a whole pursues all activities with integrity and in an ethical manner.4. Ensure effective organizational planning.5. Ensure adequate operating resources and manage resources effectively.6. Determine, monitor, and strengthen the organization's programs and services.7. Promote widespread recognition and enhance the organization's public image through all activities.8. Recruit and orient new board members.9. Annually assess its own performance.
<u>Conflict of Interest</u>	<u>Section 9.</u> The Board of Directors shall operate with a written Conflict of Interest policy that permits discussion but prohibits voting in cases where

Directors have a direct or material conflict. Such cases will include relationships with funded organizations.

ARTICLE IX -- MEMBERS' MEETINGS, NOTICES, QUORUM

Annual
Members
Meeting

Section 1. The annual meeting of the members of this Corporation shall be held within the first six (6) months following the end of the fiscal year, at such place and on such day and hour as the Board of Directors may from time to time determine.

Special
Meetings

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 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
Members'
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 the 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. If membership is less than 1,000, written notice must be mailed to all voting members of record at least ten (10) days prior to the meeting.

Quorum and
Voting

Section 4. The presence in person of not less than one half (9) 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, 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 where a quorum is present shall be the action of the membership of this Corporation.

ARTICLE X -- DIRECTORS' MEETINGS, NOTICES, QUORUM

Regular
Board
Meetings

Section 1. The Board of Directors shall meet within one (1) month after the Annual Meeting of this Corporation, but within the first six (6) months following the end of the fiscal year to elect the officers herein provided for and shall hold monthly (at least ten [10]) 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, stating the time when and the place where it is to be held shall be served personally, by mail, or e-mail, 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. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

Quorum and

Section 3. The presence in person of not less than one-half (1/2) of the current

Voting directors in office is requisite and shall constitute a quorum. Action by a simple majority of directors where a quorum is present shall be the action of the directors of this Corporation. Proxy votes will be accepted with notice and only at predetermined meetings.

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. Such requests 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.

ARTICLE XI -- OFFICERS

Officers Section 1. The officers of the Corporation consist of a President, a Vice President, a Secretary, and a Treasurer, all of who shall be members of the Board of Directors at the time of election and not by virtue of it. Officers shall be determined by a vote of the Board of Directors. Officers shall serve a term of one (1) year or until their successors are elected. No officer may serve more than two (2) terms in a single office until the lapse of one (1) year from the expiration of the preceding term.

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. Due to the high learning curve of the role of President, it is intended to be a two-year term. However, the elected officer and Board of Directors have the right to exercise a one-year option.

The Vice President shall have primary responsibility of handling the duties of the President in his or her absence. The Vice-President position intends to be a two-year position. However, the elected officer and Board of Directors have the right to exercise a one-year option.

The Secretary 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 form, to be submitted to United Way Staff for formatting and presentation for board approval. The staff shall give notice of all meetings of members of the Board of Directors when notice is required by these by laws, and if required at any annual or special meeting of members or of the Board of Directors.

The Treasurer shall review matters related to finances of the corporation. The Treasurer will serve as chair of the Finance Committee, sign checks, open and review bank statements, authorize disbursements of funds of the Corporation as may be ordered by Board of Directors and can deposit 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. Financial accounting will be done through the Service Center of Indiana Association of United Ways and shall render to the Board of Directors at the regular meetings of members, or whenever either may require it, an account of all transactions and of the financial condition of the Corporation. The Service Center shall cause the filing of all required corporate and tax returns.

Bonds Section 3. The Board of Directors, at its expense and at its discretion, shall secure, bonds on any officer or any employee 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 financial records to be audited annually by an independent public accountant.

ARTICLE XII -- COMMITTEES

Standing Committees Section 1. The Corporation shall have the following in standing committees: Nominating, Organizational Development, Campaign, Allocations, and Finance. (If paid personnel are employed, there shall be a standing Personnel Committee.)

Other Committees Section 2. 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 3. The number of persons serving on the 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 Nominating and Personnel Committees shall be members of the Board of Directors prior to selection and not as a result.

ARTICLE XIII -- 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 Nominating Committee and which candidates shall fulfill the representation requirements of the Board. The Nominating Committee may submit up to two (2) candidates for each open position.

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 Nominating Committee under the same guidelines as used for vacancies on the Board.

Section 3. Any trustee or officer elected to complete a vacant position shall serve until the next Annual Meeting, and until a successor is elected and

qualified.

ARTICLE XIV -- 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 XV -- 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 approved officer and a paid professional staff member, if such shall exist.

ARTICLE XVI -- FISCAL YEAR

Fiscal Year

Section 1. The fiscal year of this Corporation shall be January 1 to December 31.

ARTICLE XVII -- 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 XVIII -- NON-DISCRIMINATION

Non-Discrimination

Section 1. The members, officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to residence, age, sex, race, religion, national origin, sexual orientation, and Vietnam veterans. Such selection shall be made and such persons maintained under an accepted program of affirmative action.

ARTICLE XIX -- AMENDMENTS

Amendments

Section 1. 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 IX.

Section 2. 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 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 that define, limit, or regulate the powers of this Corporation or the directors of this Corporation.

ARTICLE XX -- 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 XXI -- 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 Jennings County, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

END