

# **United Way of Northeast Kentucky, Organization and Operational By-Laws**

## **Article I – Name**

The name of the Corporation shall be United Way of Northeast Kentucky, hereafter referred to as (UWNEK).

## **Article II – Not for Profit Corporation**

UWNEK, a non-profit, non-stock corporation as defined in the Kentucky Revised Statutes, Chapter 273, and has Articles of Incorporation on file in the Office of the Secretary of State, Commonwealth of Kentucky, is organized primarily for the making of allocations to organizations that provide benefits to the residents of Northeast Kentucky and also qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, and shall not carry on any activities not permitted by those sections of the Internal Revenue Code.

## **Article III – Mission and Purpose**

**United Way of Northeast Kentucky leads efforts to improve the health, education and financial stability of our communities.**

The purposes for which the corporation is formed are:

1. To acquire the financial resources needed to meet the human service needs of the community and reduce the number of appeals for financial support for these services.
2. To deploy UWNEK financial support so as to maximize the resources available to agencies including new organizations not now receiving UWNEK financial assistance.
3. To develop community support and commitment for the entire United Way enterprise through a communication program that speaks and listens to the community.
4. To manage United Way operations effectively and to offer assistance to agencies as needed.
5. To review 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 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 the foregoing purposes.
6. 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 and proper in order to, carry into effect any or all of the foregoing objects or purposes.

No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence the legislations and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings of this corporation shall inure the benefit of 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 nonprofit, Foundation or corporation which is organized and operated exclusively for charitable purposes and which has established tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, 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 by the Boyd County Court, in which jurisdiction the principal office of the organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

## **Article IV – Duration**

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

## **Article V – Address**

The area served by this corporation shall be five counties in the Commonwealth of Kentucky – Boyd, Greenup, Carter, Lawrence, and Elliott. The address of its principle office is 2000 Carter Avenue, Ashland KY 41101 with a mailing address of P.O. Box 2285, Ashland, Kentucky 41105-2285.

## **Article VI – Board of Directors**

### **Representative Governance:**

The business and affairs of this corporation shall be under the control of and managed by a Board of Directors, consisting of at least twenty (20) but not more than thirty-five (35) persons, as set forth by these Bylaws, all of whom shall be volunteers and selected from each of the five counties in the approximate proportion of the total fund raising receipts of the five county area. No county shall be allotted less than two seats on the Board of Directors.

### **Term Limitations:**

No person may serve more than two consecutive three year terms except after a one year absence from the Board. A person may serve up to three consecutive three year terms if the member is serving as an officer of the Board at the expiration of their second three year term and has agreed to serve as an officer of the Board for the following year.

### **Qualifications:**

Any community volunteer over the age of 18 years become a director of the board by nomination, volunteer or appointment and majority approval by vote by the board of directors. Employees of UWNEK are ineligible for board membership. Careful consideration may be given to new members in regards to their home residency, location of work and/or historical background within a particular city, town or county to ensure appropriate geographic representation.

### **Rules of Conduct:**

The directors shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with these bylaws and the laws of the Commonwealth of Kentucky.

### **Nomination of New Members and Annual Election:**

Nominations for membership and volunteers shall be accepted throughout the year and presented to the board, or a nominating committee if so appointed by the board chair, for final selection. New members will provide a current resume, application (if so available) and/or attend an interview with the board chair, or appointed representative.

### **Financial Responsibility and Oversight:**

The accountability and responsibility of the Board of Directors shall be to cause the financial records to subject to an audit annually by a CPA or other qualified person, and to preserve the integrity of the corporation for 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

### **Absences and Non-Participation:**

Any director absent without notification and/or cause for three consecutive meetings shall be reviewed by the Board for appropriate action which may result in removal from the board.

### **Termination of Service:**

1. Any director may be removed for cause by action of the Board.
2. A director may resign at any time by giving written notice to the President of the Board of Director of the organization. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

### **Compensation:**

No compensation shall be paid to directors for their services. Directors may be reimbursed for expenses in a manner directed by the Board of Directors.

### **Article VII – Officers**

The leadership officers of this corporation who shall be elected by the Board of Directors are President, Vice President, Secretary, and Treasurer, all of whom shall be members of the Board of Directors. All leadership officers shall hold offices for one to two years or until their successors are elected and qualified. No person shall serve in the office of the President more than two consecutive years.

#### **Leadership Roles and Responsibilities**

**President:** The President shall preside over all regular meetings of the board of directors, appoint all committees (unless otherwise stated within these by-laws), have authority to call special meetings of the board and/or its committees as deemed necessary and appropriate to carry out such activities and in initiatives as set forth by this board and/or its committees.

**Immediate Past President:** When deemed necessary, appropriate and available, the outgoing President may continue to serve “at large” in a special term for up to one year after the end of their term to assist with organizational and mission continuity. The Past President will work as an advisor to the President, board of directors and staff, but have no voting rights during this special term.

**Vice President:** In the event of the absence or appointment of the President, or in the event that the President is unable to fulfill their duty, term or commitment, the Vice President, shall preside at all meetings of the Board of Directors, and shall perform the duties usually devolving upon a presiding officer. The Vice President will act during his/her tenure as the Personnel Committee chair, conducting an annual evaluation of the Executive Director. The Executive Director will conduct staff evaluations, providing final reports to the Personnel Committee chair. The Personnel Committee chair will work with the Executive Director to identify and address staffing concerns and needs that may need presented to the President.

**Treasurer:** The Treasurer shall have the responsibility for custody of all funds and securities of this corporation; shall keep full and accurate amounts of receipts and disbursements; shall keep all money in the name of this corporation; shall disperse the funds as may be ordered by the Board of Directors; and shall report an account of all transactions and the financial condition of this corporation to the Board of Directors at regular meetings.

**Secretary:** The recording secretary may be elected by the board of directors during the annual board selection and approval process. The President may be granted the authority to appoint a recording secretary if one is not readily available or elected. The recording secretary may be a staff member of UWNEK if approved and deemed appropriate by the board of directors.

### **Article VIII – Executive Committee**

The Executive Committee shall be composed of the board leadership officers, the immediate past president (if appropriate), committee chairpersons and executive staff (as deemed appropriate and requested by the President). The Executive Committee may act on behalf of the Board. All actions taken by the Executive Committee are subject to review and approval by the Board. The Board shall be advised on all actions in writing within fifteen 15 days.

### **Article IX – Executive Director**

The Board of Directors shall select a full-time Executive Director of the corporation who shall be the chief executive officer (CEO) of the corporation. The Executive Director shall be selected following a recommendation by a selection committee composed of no less than five directors.

### **Article X – Members**

The corporation shall have no members.

## **Article XI – Meetings of the Board**

**Meetings of the Board of Directors of this corporation shall be held no less than 6 times annually. Special meetings may be held on the call of the President, or by any two directors. Meeting dates and focus shall be discussed and scheduled in advance. Notice of meetings of the directors shall be sent not less than five days before the meeting.**

Meetings of the board of directors shall focus on the primary areas of governance and service to the organization including, but not limited to:

1. Board and organizational annual plan, strategic vision/direction and mission evaluation
2. Financial condition of the organization, review of and/or preparation for an annual audit, reconciliation of annual campaign earnings and determination of organizational budget to include allocations for community investment.
3. Presentation of the performance evaluations of the Executive Director, additional paid staff and discussion of organizational employment structure
4. Annual campaign planning and preparation, appointment of ad-hoc committees to assist in the implementation and execution of the annual campaign activities
5. New board member nominations, review of current member terms and outgoing members, as well as review of areas of need (geographically or representative) for board members
6. An annual Christmas-themed luncheon or dinner of the board of directors.

**Quorum:** A quorum shall be a simple majority of directors participating in the meeting of directors. A director may participate in a regular or special meeting by attending in person, or by use of any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in a meeting as described shall be deemed to be present in person at the meeting.

Any action by a majority of directors at any meeting where a quorum is present shall be the action of the Board of Directors.

No board member who is compensated by an agency shall be eligible to vote on allocations from the community investment fund.

## **Article XII – Committees**

The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors and each committee shall serve at the pleasure of the Board. Each committee shall have at least two directors as members. The chairman of each committee shall be a director shall be named by the president and shall serve at the pleasure of the president. The number of members and all acts shall be subject to approval of the Board.

Standing Committees shall be:

- Executive (Board President serves as chair)
- Community Investment
  - Applicant/Agency Review
  - Allocations Review
- Campaign (Secretary serves as chair)
- Finance (Treasurer serves as chair)

All committees shall report as required by the President or Board of Directors.

**Article XIII – Vacancies**

All vacancies on the Board of Directors may be filled at any stated or special meeting by the remaining directors.

A vacancy in any office of this corporation may be filled by a vote of the Board of Directors at any regular or special meeting.

If a vacancy in the office of Executive Director shall occur for a period in excess of three months or if by reason of illness or inability to perform his/her duties for a period of more than three months, then the Executive Director position may be filled by the vote of the Board of Directors.

**Article XIV – Checks**

The Board of Directors through one or more of its leadership officers will execute demands and notes for this corporation. Two officers will execute transactions in excess of \$3,000 and one officer will executive transactions under \$3,000. Transactions under \$3,000 may be approved by the Executive Committee and executed by one approved signor. The Executive Director is allowed discretionary transactions of less than \$1,000.

**Article XV – Fiscal Year**

The fiscal year of this corporation shall be the calendar year.

**Article XVI – Employees**

The corporation may have such agents and employees as shall be determined from time to time by the Board of Directors. However, the corporation shall have one full time Executive Director.

**Article XVII – Non – Discrimination**

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 age, gender, race, religion, handicap, socioeconomic, and national origin.

**Article XVIII – Amendments**

The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of this corporation by a two-thirds vote at any regular meeting thereof where notice of such proposed action has been mailed to all board members no less than five days in advance of the vote.

**Article XIX – Enactments & Dissolution**

The Bylaws shall be effective immediately following the adoption by a two-thirds vote and shall supersede all previous Bylaws and Amendments.

**The undersigned officers of the corporation hereby state that these Bylaws were adopted and amended on the following dates:**

**Adopted: 5/11/99    Amended: 12/13/01; 11/10/04; 05/18/06; 02/18/16; 12/8/16; 11/8/18**

**Signatures:**

<b>President of the Board</b>	<b>Attest, Executive Director</b>
<b>Date</b>	<b>Date</b>