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ARTICLE I - NAME

The name of this corporation shall be the United Way of Franklin County (herein referred to as "UWFC").

ARTICLE II - ORGANIZATION AND PURPOSE

Section 1. Organization

UWFC is a voluntary, not for profit organization of health and human welfare development services, community organizations and representatives of the general public, providing leadership, administrative and other central services and resources to fulfill its purpose
Its purpose will be fulfilled without regard to race, color, creed, age, gender, sexual diversity, religion, or disabling conditions.

Section 2. Purpose

UWFC is organized and operated exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of UWFC is to improve quality of life by mobilizing the caring power of our community. To fulfill this purpose, the objectives of the UWFC are:

- A. To study the health and human welfare development service needs of the community in collaboration with other community agencies and stakeholders to establish cooperative efforts aimed at addressing those needs.
- B. To assess, on a continuing basis, the need for the development of new, or the expansion or modification of existing, health and human welfare development service programs to meet those needs.
- C. To secure adequate funds for the support of eligible local health and human welfare development service programs by conducting an annual community-wide fundraising campaign.
- D. To deploy United Way support to maximize the resources available to our partners for the services they provide.
- E. To generate community support for UWFC through ongoing communication, recruitment, cultivation of volunteers and other related activities.
- F. To receive by gift, grant, 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 direction, as the corporation may deem best for the promotion of the foregoing purposes.
- G. To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or indirectly deemed necessary in order to bring into effect the foregoing purposes.

ARTICLE III - MEMBERS

Under criteria as provided herein, and subject to the terms and conditions hereinafter set out, membership in UWFC shall be available to:

Section 1. Donor Member

All persons, organizations, partnerships, or corporations which make annual contributions to UWFC will become a member of the UWFC the campaign year for which the contribution is made.

Section 2. Program Partner Member (herein referred to as "Program Partner")

Each health and human services development agency which is approved for funding by the Board of Directors of the UWFC shall become a member of the UWFC for the funding year for which they are approved.

Section 3. Board of Directors Member

Each member of the Board of Directors of the UWFC shall automatically upon his/her election become a member of UWFC for the term of his/her election.

ARTICLE IV - BOARD OF DIRECTORS

Section 1. Management

The management and administration of the affairs of UWFC shall be conducted by a volunteer Board of Directors which serves without compensation for fulfilling the responsibilities of Board membership. The Board of Directors shall consist of no less than fifteen (15) and no more than nineteen (19) elected members, whom are elected for a term of three (3) years at the annual meeting to be held at the beginning of the new fiscal year.

- A. The directors to be elected each year shall be selected by a Nominating Committee and presented to the Board of Directors for approval prior to the annual meeting.
- B. Members of the Board of Directors selected shall be a representation of Franklin County in terms of geographic location (i.e. Chambersburg, Greencastle, Mercersburg, Waynesboro, etc.), major industries (i.e. business, healthcare, legal, industrial, etc.) and representative of the community served by the organization.
- C. No director may be elected for more than two consecutive terms, except after an absence from the Board of Directors for one year.
- D. Vacancies resulting from a resignation, removal or inability to complete the balance of a term may be filled by the Board of Directors after the vacancy has been presented to the Board of Directors and approved at an official Board meeting. After which, a nomination from the Nominating Committee to the Board of Directors to fill the approved vacancy with a majority vote of approval at any legal meeting of the Board of Directors will fill the vacancy. The director filling the vacancy will complete the remaining term of the vacating director without affecting the maximum two consecutive terms. At the next annual meeting of the members any Board members elected via this process will be confirmed by the members.
- E. The Board of Directors shall have the power to declare vacant the office of any directors absent for three consecutive regular meetings of the Board of Directors, but such vacancy shall not be filled until the vacancy is declared by the Board of Directors at their next regular meeting. The vacant position may be filled as set forth in paragraph "D" above.

Section 2. Duties

The management of the affairs of UWFC shall be under the supervision of the Board of Directors and shall establish policies and objectives. The Board of Directors may delegate certain administrative and other duties to the employees of UWFC. Without limiting the foregoing, the Board of Directors shall review and take final action regarding the following matters:

- A. To manage the business of UWFC between the annual meetings of the membership.
- B. To supervise the work of the Executive Director, as outlined in Article VI.
- C. To adopt such by-laws for the governance of this organization as may be deemed necessary and designed to carry out the purposes of UWFC.
- D. To appoint such committees as deemed necessary to carry out of the purposes of this organization.
- E. To manage an annual community-wide campaign to raise funds to meet a targeted goal as determined by the Board of Directors.
- F. To review and approve the admission or termination of partners based on the recommendations from the Community Impact Committee.
- G. To allocate funds to partners based on the recommendation of the Community Impact Committee.
- H. To prepare and adopt the annual administrative budget.
- I. To employ such persons as it may deem necessary for the success of this organization in carrying out its mission.
- J. To give at least once a year, a full and complete report of its activities.
- K. To have the financial records audited annually by a certified public accountant.
- L. To fill, for the balance of the unexpired term, any vacancy that may occur in the Board of Directors and Officers.

Section 3. Officers

The officers of this organization shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President. The President, Vice-President, Secretary and Treasurer shall be elected each year from among the organization's members by the Board of Directors at its organizational meeting. Any one of the officers of the Board of Directors shall have the authority to sign and execute documents, contracts and other instruments required for the ongoing operation of UWFC.

- A. All officers shall be elected for terms of one year or until their successors are elected and qualified. The President and Vice-President may not serve more than two consecutive one-year terms.
- B. All officers shall serve as members of the Executive Committee. (See Article V, Section 1)
- C. The President shall preside at all meetings of the Board of Directors, be an ex-officio member of all standing committees and call special meetings when necessary or mandated by these by-laws.
- D. The Vice-President shall perform the duties of the President in the event of absence, resignation, or inability to perform duties.
- E. The Immediate Past President shall serve as a non-voting ex-officio member of the Board of Directors from the time that a new President is elected, until the following President is elected.
- F. The Secretary shall be knowledgeable of the organization's records and related materials, and should be able to provide advice and resources to the board on relevant topics at issue. The Secretary shall also serve as witness to organizational documentation as required, and shall perform such other duties as the Board of Directors shall decide.
- G. The Treasurer shall have oversight of management of the funds of the organization, assure that appropriate financial record keeping practices are in place and serve as a financial resource to the staff of the organization. The Treasurer shall review and approve the monthly written financial statement and present all available reports at each meeting of the Board of Directors.
- H. The Executive Committee may, at its discretion, require any officer or employee of UWFC to give a bond in a sum and with one or more securities satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his or her 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 possession under his control belonging to the corporation. All bonds shall be for the benefit of and payable to UWFC and the premiums therefore shall be paid by UWFC.

ARTICLE V - COMMITTEES

Section 1. Executive Committee

The Executive Committee shall consist of the President, Vice-President, Secretary, Treasurer, Campaign Chair and the Immediate Past President of the Board of Directors. The Executive Committee shall have power to conduct the interim affairs of the corporation between meetings of the Board of Directors.

- A. Each member of the Executive Committee will have equal voting rights and status on the Executive Committee.
- B. The President shall serve as Chairperson of the Executive Committee. The presence of one half of the membership of the committee shall constitute a quorum and any act of a majority of those in attendance and voting at a meeting which there is a quorum shall be adopted. A quorum once obtained during a meeting will continue until adjournment of the meeting, despite voluntary withdrawal of members from the meeting prior to the official meeting adjournment. Should a quorum not be present at the start of a meeting, the meeting may be held and items that require voting may be done promptly via email or telephone for the voting members not present on the condition that all voting members who were not present are contacted.
- C. The Executive Committee shall maintain regular meeting minutes and attendance of its meetings and report to the Board of Directors.
- D. The Executive Committee shall review the Bylaws of the organization in odd numbered years, or at such time as deemed necessary.
- E. The Executive Committee shall review the policies and procedures of the organization in even numbered years, or at such time as deemed necessary.
- F. The Executive Committee shall perform the annual evaluation of the Executive Director of the UWFC.
- G. The Executive Committee shall evaluate matters of personnel, review policy updates, periodically review employee benefits, and provide an ongoing review of UWFC's human resource needs, reporting to the Board of Directors as necessary.
- H. The Executive Committee shall annually review and approve the nominations for Chairperson for each Standing Committee.

Section 2. Standing Committee Procedures

Standing Committees, including the Community Impact Committee, Awards Committee, Campaign Committee, Finance Committee, and Nominating Committee, shall abide by the procedures outlined below.

- A. All committee chairpersons shall report to the Board of Directors.

- B. All acts of the Standing Committees shall be subject to approval of the Board of Directors.
- C. All committees shall keep a record of meetings, attendance and report to the Board of Directors.
- D. All committee members are appointed to a one-year term at the annual meeting of the members each year.
- E. Each Standing Committee will have the duties and powers to carry out the procedures set forth in the Bylaws, policies and procedures adopted by the Board of Directors.
- F. All Standing Committee chairpersons must be a member of the Board of Directors, unless otherwise approved by the Board of Directors.
- G. The Chair of each Standing Committee will, at the end of each year, nominate the Chair of the Standing Committee for the upcoming year and present it to the Board of Directors for review and approval.
- H. The Chair of each Standing Committee will schedule regular meetings as needed and required by the responsibilities of the Standing Committee to fulfill the roles and responsibilities of the committee.
- I. The presence of one half of the membership of the committee shall constitute a quorum and any act of a majority of those in attendance and voting at a meeting which there is a quorum shall be adopted. A quorum once obtained during a meeting will continue until adjournment of the meeting, despite voluntary withdrawal of members from the meeting prior to the official adjournment. Should a quorum not be present at the start of a meeting, the meeting may be held and items that require voting may be done via email or telephone for the voting members not present on the condition that all voting members who were not present are contacted.

Section 3. Standing Committee: Community Impact Committee

The primary purpose of the Community Impact Committee is to review all program proposals for accuracy and completeness for admission as a funded Program Partner of UWFC, and to determine recommendations of funding for proposals.

- A. The Committee shall meet as needed at the call of the Chair, but no less than twice a year.
- B. The Committee shall consist of at least five members approved by the Board of Directors annually. Employees of organizations submitting a proposal for consideration of UWFC are ineligible for membership on the Community Impact Committee.
- C. Review all proposals to UWFC and make recommendations for admission, funding, and proposal response to the Board of Directors.
- D. If during the review of proposals, there are any areas of non-compliance or concern, the Committee can recommend withholding funds or changes in funding status to the Board of Directors.
- E. Periodic review of all proposal elements to assure that the partner programs comply with the terms of their Grant Agreement.
- F. Periodically review the established proposal criteria and processes and make recommendations to the Board of Directors.
- G. Maintain community resources that can help program partners to develop and improve their operations in areas such as: board and committee structure, board composition, budgetary and fiscal controls, program evaluation and direction, fundraising, etc.
- H. Handle any complaints or concerns regarding fund allocation or concerns related to Program Partners of UWFC.
- I. Perform any follow up actions deemed necessary from review of proposals.
- J. Make a recommendation to the Board of Directors for the allocation percentages of the available campaign funds for program partners.
- K. Report to the Board of Directors, any other membership or fund allocation matters as deemed appropriate by the Board of Directors.
- L. Review all funding proposals prior to the fourth quarter of each year.

Section 5. Standing Committee: Campaign Committee

The primary purpose of the Campaign Committee is to annually determine the Campaign goal, organize and support the annual fund-raising campaign, and manage all the activities associated with the annual campaign. The Committee shall carry out these duties by performing the following:

- A. The Committee shall meet as needed at the call of the Chairperson.
- B. The Committee shall consist of in addition to the Chairperson, a Vice Chair, a Pacesetter and the Past Campaign Chair and Other Business Industry Captains which represent the major fund-raising areas encompassed by the UWFC. Any

additional members needed by the Committee will be determined by the Committee Chairperson.

C. Determine the annual campaign goals.

- D. Provide support to local businesses and industries in promoting the annual campaign, its purpose, collaborating with Program Partners if needed to provide speakers, promotional information.
- E. Organize, support and manage the annual fundraising campaign.
- F. Identify and manage the overall public relations for the annual campaign.
- G. Report to the Board of Directors other campaign matters as deemed appropriate.

Section 6. Standing Committee: Finance Committee

The primary purpose of the Finance Committee is to perform an ongoing review of the financial performance of the UWFC, its expenditures, its investments, etc. and to assure the proper financial record keeping is maintained for the UWFC. All members should have experience reading and understanding financial statements, have familiarity with accounting principles and procedures, and understand the fiduciary responsibility of participating on this committee. The Committee shall carry out these duties by performing the following:

- A. The Finance Committee Chairperson shall be the Treasurer.
- B. The Finance Committee shall meet as needed at the call of the Chair, but no less than four times a year, preferably quarterly.
- C. The Finance Committee shall consist of at least three members approved by the Board of Directors annually. Employees of Program Partners of the UWFC are ineligible for membership on the Finance Committee.
- D. Prepare and present the administrative budget to the Board of Directors each year.
- E. Review unpaid pledges and shrinkage rates as determined through annual Audit procedures. Review investment funds and make recommendations to the Board of Directors concerning the investments of funds and report on a regular basis the condition of such investments.
- F. Make the annual recommendation of the independent certified public accountant(s) to be engaged by the UWFC for the annual audit.
- G. Arrange for and oversee the annual audit and report results to the Board of Directors.
- H. Monitor the effectiveness of internal controls for financial reporting.
- I. Report to the Board of Directors other financial matters as deem appropriate by the Board of Directors.

Section 7. Standing Committee: Nominating Committee

The primary purpose of the Nominating Committee is to develop slates of acceptable and interested candidates to fill Board vacancies. It shall carry out these duties by performing the following:

- A. The Committee shall meet as needed at the call of the Chairperson.
- B. The committee shall consist of at least 4 members, which will be approved by the Board of Directors annually. Employees of Program Partners are ineligible for membership on the Nominating committee.
- C. Research potential Board candidates to determine their eligibility and willingness based on the Board of Director responsibilities outlined in these bylaws to serve if elected on an ongoing basis.
- D. Annually recommends a slate of officers to fill all vacant Board of Director positions.
- E. Be mindful in their research for new Board candidates that the composition of the Board of Directors shall be a representation of Franklin County in terms of geographical location (i.e., Chambersburg, Greencastle, Mercersburg, Waynesboro, etc.) and major industries (i.e. business, healthcare, legal, industrial, etc.) and representative of the community served by the organization, as stated in Article IV, Section 1.B.
- F. The slate of officers will be presented on behalf of the Committee to the Board of Directors by the Committee Chairperson or his/her designee.
- G. Report to the Board of Directors other nominating matters as deemed appropriate by the Board of Directors.

Section 8. Special Committees

The President shall, from time to time, appoint such special committees as are authorized by the Board of Directors. These special committees will abide by the same procedures and process as the Standing Committees follow as outlined in Section 2.

ARTICLE VI - EXECUTIVE DIRECTOR

There shall be an Executive Director employed by and shall be responsible to the Board of Directors. The Executive Director shall be a non-voting ex-officio member of all committees, and shall:

- A. Provide administrative management of the UWFC office and operations, and employ such staff members as may be necessary, by and with approval of the Board of Directors, in accordance with the Personnel Policy of UWFC.
- B. Notify the members and directors of their election.
- C. Carry out the strategic plans, committee assignments and policies authorized by the Board of Directors.
- D. Provide information, support, and staff assistance for all UWFC activities.
- E. Keep the Board of Directors and key stakeholders informed of changes and/or events within the United Way system, the region, and the local community that affect the organization and its operations.
- F. Exercise and perform such other duties as set forth in the Executive Director's job description and as may be assigned to him/her by the Board of Directors.
- G. Maintain all UWFC records and documents.
- H. Manage the public relations and advertisement for the events of the UWFC using the approved media avenues available to reach the appropriate audiences.

ARTICLE VII - ADMISSION TO PROGRAM PARTNERSHIP STATUS

Applicants shall apply for Program Partnership status with UWFC and be approved by the Board of Directors subject to the recommendation of the Community Impact Committee and meets the following standards of admission and partnership:

Section 1. Standards of Admission

- A. The applicant must perform a needed service through the operation of an ongoing program in the field of health and human welfare development services within the geographic area served by the UWFC.
- B. The applicant must have a local presence in Franklin County, as determined by UWFC Board of Directors.
- C. An applicant must have a voluntary Board of Directors with local representation consisting of responsible individuals who have reasonable and active control over its operation and whose officers are not paid employees of the agency. The voluntary Board of Directors must meet at least four times a year and meeting minutes taken to document the reasonable, active control of the local Board of Directors.
- D. The applicant must be incorporated as a non-profit 501(c)(3) tax exempt organization, organized, and operated exclusively for health and human welfare development services programs, educational or recreational services within the Franklin County area.
- E. The applicant must operate in compliance with and maintain its facility in accordance with all applicable local, state, and federal laws, regulations, and codes. Each organization is responsible for knowing which laws, regulations and codes are applicable to it and its operations.
- F. All applicants shall enter into and abide by the terms of the Grant Agreement as approved by the Board of Directors.

Section 2. Special Campaigns

No Program Partner which receives funds from the UWFC Campaign shall conduct any public fundraising campaign or solicitation for operating funds, or any campaign for capital funds during the budget year in which such organization is participating, except as permitted in the Grant Agreement with consent first obtained of UWFC.

Section 3. Application for Admission

An applicant desiring to attain Program Partnership and eligible to receive support through the UWFC shall request an application packet and submit the application and all required accompanying documentation for admission to UWFC by the established deadline of each year. Such applications shall include, but not be limited to the following:

- A. A statement that the governing board or other policy-making body of the applicant is familiar with the provisions of the Bylaws of United Way of Franklin County, has voted to apply for partnership status, and agrees to cooperate with UWFC and other Program Partners in supporting the purposes and objectives of UWFC.
- B. A detailed statement about the applicant, including, but not limited to:
 - i. Mission statement and purpose;

- ii. An accurate description of its past and current programs and services in Franklin County; and,
 - iii. Its desires and plans for future activities and/or programs.
- C. Information on the applicant's annual and long-term goals and objectives for their program and/or services, including detailed data on the population served and outcome measures showing the scope and volume of such services, levels of benefits derived by those served and results obtained by the applicant's program and/or services.
- D. Complete financial information for the applicant, including, but not limited to:
- i. Its most recent certified external audit and management letter for applicant with revenues in excess of \$100,000 annually; or, for applicants with annual revenue totaling less than \$100,000, its most recent Financial Review conducted by an independent public accounting firm in accordance with the standards of the American Institute of Certified Public Accountants (AICPA);
 - a. The most recently completed IRS Form 990;
 - b. A detailed statement of its current assets and liabilities;
 - c. Full financial statements, including all revenue sources and expenditures, for the last three fiscal years (*if the applicant has not existed for three years, full financial statement for the years or year immediately preceding the application submission must be provided, if it has, in fact, existed for at least one year*); and,
 - d. The proposed budget for the upcoming fiscal year, approved by its governing body.
- E. A list of the names, affiliations, and addresses of its current Board of Directors, including identification of the officers.
- F. A copy of the most recent determination letter from the District Director of the Internal Revenue Service, or from another appropriate official of the Service, showing the applicant is tax exempt under 26 U.S.C. 501(c)(3) and that contributions made to it are tax deductible pursuant to 26 U.S.C. 170, and a signed certification that the applicant's tax-exempt status has not changed or been revoked.
- G. A copy of the applicants' policy or signed statement affirming that it is the policy of the applicant not to discriminate on the basis of race, color, creed, age, gender, sexual diversity, religion, or disabling conditions in its employment practices or in rendering its services and a signed statement certifying that its practice in regard to its personnel and in rendering these services is in conformation with this.
- H. An agreement that those engaged in the work of the applicant will actively participate in the UWFC Campaign, perform those services called for by UWFC, providing such requests for services are reasonable, and work in cooperation with UWFC and Program Partners to address community needs and issues in the most effective, efficient manner possible.

ARTICLE VIII – PROGRAM PARTNER REQUIREMENTS, RIGHTS, AND TERMINATION

Section 1. Program Partner Requirements

Upon admittance to Program Partner status, a Program Partner shall submit all documentation when and as required and maintain all standards and requirements of that Program Partner status as set forth herein and in its Program Partner agreement with UWFC.

- A. To accept the apportionment of funds made to it as approved by UWFC Board of Directors.
- B. To maintain a responsible Board of Directors with local representation, which shall meet at least four times a year to review and discuss its programs and services, any plans for changes or expansions of such programs and services, how funding support from UWFC was utilized in the previous year and its funding request and purposes of that request for the coming year, and to discuss problems, make suggestions, and promote the purpose of UWFC.
- C. Any deviation of use of funds allocated by UWFC must be approved in advance by the Board of Directors of UWFC. Use of any funding for purposes not previously approved shall result in such funding being returned to UWFC.
- D. To file with UWFC as part of the annual funding request process the most recent copy of an independent audit of its financial statements and any accompanying management letter not to exceed 18 months old; or, for Program Partners with annual revenue totaling less than \$100,000, a Financial Review conducted by an independent public accounting firm in accordance with the standards of the American Institute of Certified Public Accountants (AICPA), not to exceed 18 months old.
- E. To submit to UWFC in addition to all required annual reporting forms and financial statements, all reasonable information concerning finances, programs, etc., in such form as the Board of Directors or Community Impact Committee may require.
- F. To submit documentation necessary to demonstrate: the number of unique clients served, the hours of service provided, the nature of the services provided, that services were provided to Franklin County residents, that there is a

continuing ability to provide services to Franklin County residents, and other like information, and make its facility available for inspection upon request of the UWFC Community Impact Committee which are necessary to substantiate UWFC Program Partner compliance.

- G. In order to prevent duplication of services and benefits and effectively utilize the community's financial resources apportioned to it by UWFC, Program Partners agree:
 - i. To cooperate with other Program Partners or other organizations and use to the fullest extent possible all health and human welfare development services exchange opportunities as may be available.
 - ii. Program Partners planning or undergoing changes in mission, substantial changes or expansions in services, or collaborative efforts shall notify UWFC.
 - iii. To identify itself in every practical manner throughout the year as a Program Partner and recipient of UWFC support to the public.
- H. To participate actively **with the events and fundraising activities of UWFC.**
- I. To notify UWFC in writing immediately of any changes in operations.

Section 2. Program Partner Rights

Each Program Partner in good standing shall be allowed:

- A. To designate one (1) "member delegate," to represent and vote on behalf of the Program Partner at the annual meeting of UWFC for election of new UWFC Board Members.
- B. The use of UWFC's logo and other identifying elements in accordance with the rules and guidelines established by United Way Worldwide and conveyed to them by personnel of UWFC.
- C. To vote through their designated "member delegate" on Bylaw amendments proposed by the Board of Directors of UWFC.
- D. To receive, upon request, a copy of the annual reports, audits, and 990 of UWFC.
- E. Access to information contained in community surveys and/or needs assessments conducted by the UWFC.
- F. To participate in community planning efforts in collaboration with the UWFC.

Section 3. Temporary Suspension of Program Partner

- A. Any Program Partner determined not to be in compliance with its Grant Agreement with UWFC may be placed on temporary suspension status by simple majority vote of the UWFC Board of Directors. UWFC shall withhold funding distributions beginning on the date of notice until the Program Partner has been determined to be in compliance. The Program Partner shall be provided written notification by the UWFC Board of Directors to commence the temporary suspension period which is not to exceed ninety (90) day. The written notification of temporary suspension shall communicate the areas of non-compliance and the deadline to resolve the areas of non-compliance.
- B. The Board of Directors of UWFC may, at its discretion, extend the temporary suspension period should it determine the agency is making a good faith effort to come into compliance and a reasonable expectation that compliance can be achieved by the Program Partner. In the event of an extension of the probationary period, UWFC may release the agency's funds by simple majority vote of the UWFC Board of Directors.
- C. Failure for an agency on temporary suspension status to come into compliance shall result in automatic recommendation to the UWFC Board of Directors to terminate the Program Partner's membership. A majority vote of the UWFC Board of Directors will terminate the agency. The agency shall be provided written notification to its Executive Director and Board Chair via certified mail from the UWFC Board of Directors informing them of the termination of its partnership in accordance with the provisions of these Bylaws.
- D. Should any Program Partner be subjected to temporary suspension more than once during any one-year period (one year rolling calendar), such determination shall constitute automatic termination of that agency's Program Partnership status. The agency shall be provided written notification to its Executive Director and Board Chair via certified mail from the UWFC Board of Directors informing them of the termination of its partnership in accordance with the provisions of these Bylaws.

Section 4. Termination of Program Partner

- A. Any Program Partner shall be automatically recommended for termination to the UWFC Board of Directors upon the occurrences of:
 - i. Ceases for any reason to make available or carry on a health and human welfare development services program, character building or recreational service program in the Franklin County area that they receive United Way funds to support.

ii. Refusal to accept the provisions of these By-laws or the Grant Agreement.

1. United Way shall have the option to delay/stop/discontinue payment at any time during the term of the Grant Agreement due to the Program or Agency's failure to comply with or fulfill the terms of the Grant Agreement and/or the Program or Agency's failure to meet the stated goals of the approved Program.

iii. Other extraordinary circumstances.

- B. A majority vote of the UWFC Board of Directors to terminate the agency as a Program Partner will be the date that financial support for the agency will be withheld and the agency will no longer be considered an approved Program Partner.
- C. UWFC shall notify the Program Partner in writing of the termination and the cause. The written notice will be sent via certified mail to the agency Executive Director and Board President.
- D. If the agency has any dispute with this action, they can request a hearing. The request for the hearing has to be done in writing within ten (10) days of the date of the written termination notification. A hearing will be subsequently scheduled before the UWFC Board.
- E. Terminated Program Partners are precluded from applying for re-admittance for one (1) year, regardless of the reason for or method of termination.

ARTICLE IX - UNITED WAY AGREEMENT WITH THE MEMBERS

UWFC in its agreement with its members outlined in Article III, and in its service to the community at-large shall bind itself:

- A. To maintain a responsible, local Board of Directors that meets at least four times a year.
- B. To keep its regular books of accounts open to inspection by the head or other appropriate representatives of any UWFC member or Program Partner.
- C. To agree that all recommendations and decisions of the Community Impact Committee shall be subject to final approval by the UWFC Board of Directors.
- D. To inform UWFC Program Partners promptly of special problems confronting UWFC when such problems could potentially affect the Program Partners or their funding.
- E. To appropriately entertain concerns directed to the UWFC Board of Directors, at the request of any UWFC Program Partner. Concerns will be received by the Executive Committee for determination of appropriate response or action.
- F. To respect the autonomy of UWFC Program Partners.
- G. To promote the identity of each Program Partner in its relationship to the public.
- H. To distribute funds allocated to UWFC Program Partners on a basis decided on by the UWFC Board of Directors.
- I. In general, to permit Program Partner to accept unsolicited funds for capital needs and equipment, to accept endowments and bequests, and not to deduct the amount of such donations from the agency's UWFC allotment.
- J. To provide donors to UWFC the option of designating a portion or all of their contribution to any Program Partner, such option not to supersede specific policies regarding designations which have been or may be established for leadership giving programs.
- K. To distribute designated donations in accordance with UWFC current Donor Choice policy.

ARTICLE X - MEETING OF MEMBERS

Section 1. Annual Membership Meeting

The members of UWFC, as defined in Article III, shall meet annually. The annual meeting will be held in the first quarter of each year, the specific date and location to be determined by the Board of Directors of UWFC. The annual meeting will be for the purpose of electing of directors and officers, and to receive reports and to transact any other business presented at the meeting. Advance notice of the annual meeting must be publicized on UWFC's website at least ten (10) days prior to the day of the meeting. Notice to Program Partners shall be given via mail, at least ten (10) days prior to the date of such meeting. Each Program Partner will be allowed one vote at the annual meeting. Notice to Donor Members shall be sent via email at least ten (10) days prior to the day of the meeting.

Section 2. Special Membership Meeting

Special meetings of the membership may be held on call of the UWFC Board of Directors. Advance notice of special meetings must be publicized on UWFC's website at least ten (10) days prior to the day of the meeting. Notice to Program Partners shall be

given via mail, at least ten (10) days prior to the date of such meeting. Each Program Partner will be allowed one vote at a special meeting. Notice to Donor Members shall be sent via email at least ten (10) days prior to the day of the meeting.

Section 3. Quorum and Voting

At all meetings of the membership of the UWFC, the presence of half of the current board members shall constitute a quorum for the transaction of business, and any act of a majority of those in attendance at a meeting at which there is a quorum shall be adopted.

ARTICLE XI - Inurement.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in Section 501(c)(3). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE X – Dissolution

Upon the dissolution of this 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.

ARTICLE XII - GENERAL PROVISIONS

Section 1. Fiscal Year

The fiscal year of UWFC shall be the calendar year, January 1 through December 31.

Section 2. Conflict of Interest

UWFC will abide by its current Code of Ethics and Conflict of Interest policy.

Section 3. Organizational Loans

No loans shall be made by UWFC to its directors, officers, or employees, or to any other corporation, firm, association, or other entity.

Section 4. Amendments

UWFC Bylaws may be amended by a majority vote of the membership and voting at any annual or special meetings of the membership, provided the proposed amendment(s) has (have) been approved by the UWFC Board of Directors. Advance notice of an annual or special meeting to approve Bylaw amendments must be publicized as outlined in Article X, Section 1 and Section 2, respectively.

Section 5. Non-Discrimination

UWFC is committed to conforming to the laws and regulations regarding nondiscrimination in the selection of its officers, directors, committee members, employees and persons served.

Section 6. Meeting Telephone Participation

Directors or any Committee members designated by the UWFC Board of Directors may participate in a meeting of the Board or Committee and be counted in the quorum by means of a conference phone or similar communication equipment means provided that all persons participating in the meeting can hear each other at the same time.

Section 7. Rules of Order

All meetings of the members, directors or committees shall be conducted in accordance with the latest revised edition of Roberts

Rules of Order, except as otherwise specified in these bylaws.

Original Date: 10/19/1995

Revision Dates: 2/15/2015 1/23/2019

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