

Constitution and By-laws

Sedalia-Pettis County United Way, Incorporated

Amended: May 1965; April 1968; June 1973; April 1988; March 1997; October 1999, December 2005, December 2007, October 2012, November 2015, January 2016, May 2016, June 2016, November 2016; November 2017; February 2018; August 2018

ARTICLE I – NAME

Section 1

The name of this organization shall be the Sedalia-Pettis County United Way, Incorporated.
DBA United Way of Pettis County

ARTICLE II – PURPOSES

Section 1

The purpose of the Sedalia-Pettis County United Way is to unite people and resources to improve lives in our community.

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.

Advocate-United Way Worldwide (UWW) encourages communication with law makers on issues that would impact UWW and local UW in a positive way.

Section 3

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 which is organized and operated exclusively for charitable purposes which has established its tax-exempt status under Sections 501 (c) (3) and 509 (a) (1), (2) or (3) or the Internal Revenue Code of 1954.

ARTICLE III — MEMBERS

Section 1

The members of this organization shall be individual(s).

- (a) Anyone of this community agreeing to give service through this organization may become an individual member of the Sedalia-Pettis County United Way, Incorporated.
- (b) Each contributor to the Sedalia-Pettis County United Way, Incorporated, during the past year

shall be a member of this organization.

ARTICLE IV — Board of Directors

Section 1 — Number of directors and term of service

- (a) The management and administration of this organization shall be conducted by the elected Board of Directors twenty-four (24) elected members. There shall not be more than nine (9) affiliate members (also known as presidential appointees), plus the chairman of the standing committees and ex-officio members as appointed by board. The elected members shall serve three (3)-year terms. All elected directors shall have equal rights and powers.
- (b) Appointed affiliate (presidential appointee) and ex-officio members shall serve as non-voting members to provide advice and information to the board.

Any member of the Board of Directors who doesn't participate in at least half of the Board activities throughout the year will be considered a resignation, unless the Board for good cause waives this provision. Employees of a member agency may not be members of the Board of Directors of the Sedalia-Pettis County United Way.

Board of Directors shall identify a minimum of one committee while serving as a Board of Directors of the Sedalia-Pettis County United Way.

- (c) When a Board Member is unable to attend in person for whatever reason, the Board Member may attend by any electronic means available. All minutes and financials shall be presented to the Board of Directors at their monthly meeting or by e-mail if there is not an immediately upcoming Board of Directors meeting. When a Full Board action items vote is required, an electronic vote may be conducted with approval of two executive committee members.
- (d) To qualify as a voting member for annual grant designations, a board member must attend 1/3 of the grant review meetings. Opportunities include the review of grant financial documents, review of the program documents and grant review sessions with the grantee.

Section 2 — Nomination and Election or Appointment

- (a) Elected members. No later than October of each year, the Board of Directors shall appoint a nominating committee consisting of five (5) persons with the first named to serve as chair. It shall be the duty of the nominating committee to select nominees with a view of keeping the Board of Directors representative of the important geographic, economic, ethnic and other interests of the community. The nominating committee shall recommend the slate of officers and board members to be approved by the Board of Directors.
- (b) Affiliate members (presidential appointee). Immediately following his/her election, the president may nominate as many as nine (9) persons as affiliate members (presidential appointees) of the Board of Directors, and upon ratification by a majority of the elected members of the Board present, such persons shall become affiliate directors and serve until the annual meeting of the

Board in the following year.

Section 3 — Interim Vacancies

The Board of Directors shall fill any vacancy occurring in the Board of Directors for the remainder of the unexpired term.

Section 4 — Duties

The duties of the Board of Directors shall be:

- (a) To adopt such policies and procedures for the operation of this organization as may be consistent with the by-laws and designed to carry out the purposes of this organization,
- (b) To appoint such committees as it may deem expedient for the carrying out of the purposes of this organization,
- (c) To Raise funds for the operations of the organization,
- (d) To control the distribution of funds collected,
- (e) To employ such persons as it may deem necessary for the successful performance of the purposes of this organization, in addition, thereto, the Board of Directors may employ an Executive Director.
- (f) To give at least once a year a full and complete report of its activities at a meeting of the members of the organization.

Section 5 – Code of Ethics and Conflict of Interest

The Board shall develop and abide by the Code of Ethics and Conflict of Interest policy adopted by the Board that governs the directors and all volunteers, staff, and other representatives of the Sedalia-Pettis County United Way.

ARTICLE V — OFFICERS

Section 1

- (a) The officers of this organization shall be a president, a vice-president a treasurer, a secretary who shall be elected from among its members by the Board of Directors at an organizational meeting prior to the end of the fiscal year.
- (b) The Board of Directors shall fill any vacancies occurring among the officers for the remainder of the un-expired term
- (c) All officers are elected for terms of two years or until their successors are elected and qualified. There will be a maximum of (2) 2-year term limits of each officer.

Section 2 — The duties of the officers shall be:

(a) President — To preside at all meetings of the members and the Board of Directors; to appoint all committees as soon as practical following the annual meeting, unless otherwise directed; to call special meetings whenever he/she deems it necessary; and to carry out such other duties as usually pertain to this office.

a. —Vice-president shall perform the duties of the president in the event of his/her absence.

(b) Treasurer — To have custody of all funds of the organization and to pay out the same upon the direction and warrant of the Board of Directors. He/she shall give bond with approved surety for the faithful performance of his/her duties, in such amounts as shall be fixed by the Board of Directors, cost of such bond to be borne by this organization. The Treasurer shall chair the Finance Committee.

(c) Secretary — Duties of the secretary shall be to give notice of all meetings, keep the minutes and records of the organization and its Board of Directors and special committees, and to perform such other duties as the Board shall assign.

ARTICLE VI — COMMITTEES

Section 1 — Resource Development Committee

(a) Purpose of the Committee: As a committee of the Board of Directors, helps the Board carry out its due diligence function related to assuring fiscal health through philanthropy and fund development. Partners with staff to institutionalize the philanthropic process within the Board and its individual members, assuring a donor-centered organization.

(b) Members include both Board and non-board members.

(c) Devises and recommends philanthropy and fund development policies and recommends to the Board for action.

(d) Establishes the donation contribution goals for the annual budget; devises the annual fund development plan for action by the Board; and, recommends results and benchmarks for action by the Board.

(e) Helps the Board articulate the case for philanthropic support directed at specific audiences.

(f) Establishes task forces to carry out specific fund development activities. Monitors task force performance.

(g) The duties of the Resource Development in regard to the campaign is to Lead and direct the annual campaign in support the strategic direction of the SPCUW as defined by the Board of Directors.

Section 2 — Financial Review Committee

(a) The Financial Grant Review Committee shall consist of not less than five (5) members. Finance Committee members are automatic members of the Financial Review committee, but other interested board members may also be appointed.

(b) The duties of the Financial Review Committee shall be to review all financial components of the SPCUW grant applications, including, but not limited to budgets, audits, internal controls, etc. This committee shall then make recommendation to the Full Board concerning these matters. All acts of the Financial Review Committee shall be subject to the final approval of the Board of Directors.

Section 3 —Marketing and Communications Committee

A Marketing and Communications Committee may be appointed and consist of at least 3 persons.

- (a) The duties of the Marketing and Communications Committee may be to supervise and direct a continuous educational and publicity program subject to the supervision and direction of the Board of Directors.
- (b) The Marketing and Communications Committee chairperson, or their representative, may be a member of the Campaign Committee.

Section 4 — Finance Committee

The Finance Committee shall consist of at least three (3) persons including the Treasurer of the Board of Directors.

The duties of the Finance Committee

The Finance Committee is responsible for developing and reviewing: fiscal procedures, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. Monthly reports are required to be submitted to the Board showing income, expenditures and pending income.

- (a) Support the Resource Development committee
- (b) Review the fundraising plan

Section 5 — Strategic Direction Committee

- (a) Strategic Direction Committee shall consist of at least five (5) members of the Board of Directors. The Committee will create and monitor long terms plans for creating lasting changes in community conditions, subject to the supervision and direction of the Board of Directors.
- (b) The Committee will collaborate with the Resource Development Committee to insure resources are in place to implement long term plan.
- (c) The Committee will report to the Board of Directors at least Quarterly as to the progress of the long-term plan.
- (d) The Committee will take the lead on reviewing and following up on the programmatic information submitted with the annual grant application and make funding recommendations to the SPCUW Board.

Section 6 — Executive Committee

- (a) There shall be an Executive Committee consisting of the officers of the organization, campaign chair, past president, and executive committee member at large with the president serving as its chairman. The Executive Director serves as an ex officio (non-voting) member of the executive committee.
- (b) The Executive Committee shall have the power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum. Recommendations and actions of the

Executive Committee shall be reported to the Board of Directors.

- (c) The executive committee shall evaluate the performance of the executive director annually. Said evaluation shall be in writing and shall be reviewed with the executive director within 30 days after the end of the fiscal year. The amount of the salary of any paid employee will be recommended by the committee to the Board of Directors.
- (d) Executive Director — Under the authority of the Board of Directors the Executive Director shall be responsible for the general direction of the affairs and operation of the organization, informing the community of the role and services of the United Way and its member agencies; and to perform such other duties as the Board of Directors shall assign. If an Executive Director is not employed, these duties shall be the responsibility of the Board.

ARTICLE VII — GENERAL PROVISIONS

Section 1 — Designation

Any contributor to the Sedalia-Pettis County United Way, Incorporated, may designate the member or non-member organization to which he/she desires his/her gift to be credited; but if the total amount designated to any organization shall exceed its budget allowance, the Board of Directors shall determine whether an adjustment in the allowance will be made.

ARTICLE VIII — MEETINGS

Section 1 — Members

There shall be an annual meeting in the first quarter of each year at such time and place as the Board of Directors shall choose for the purpose of transacting any business presented to it. The annual meeting is a standing meeting and not included in the number of monthly board meetings held annually.

Section 2 — Board of Directors

- (a) The organization meeting of the Board of Directors shall be held annually for the purpose of electing officers and appointing committees and transacting such other business as may come before it.
- (b) The Board of Directors shall meet at least six times per year, except such meetings may be rescheduled if the Board so decides. Meeting schedules are as follows:

Month	Full Board (3rd Friday of the Month)	Campaign	Executive	Finance and Resource Developme nt	Strategic Direction	Marketing Committee (As needed)
January	X	X	X	X	X	

February	X (Annual Meeting)	X	X	X	X	
March	X	X	X	X	X	
April	X	X	X	X	X	
May	X	X	X	X	X	
June	X	X	X	X	X	
July	X	X	X	X	X	
August	X	X	X	X	X	
September	X	X	X	X	X	
October	X	X	X	X	X	
November	x	X	X	X	X	
December	X	X	X	X	X	

(c) Special meetings of the Board of Directors may be called at any time by the president, and shall be called on the request of three (3) or more members of the Board.

ARTICLE IX — QUORUM

Section 1

A quorum for a regular or special meeting of membership of this organization shall consist of at least one (1) delegate from at least one-third of the recipient agency members, plus fifteen (15) individual members.

Section 2

Nine (9) members of the Board of Directors present at any meeting, regular or special, shall constitute a quorum.

Section 3

A majority of the members of any committee shall constitute a quorum.

ARTICLE XI — 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 age, sex, race, religion sexual orientation and national origin.

ARTICLE XII— AMENDMENTS

Section 1

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 members of the Board present at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting, providing that a quorum is present.

Section 2

Any amendments, alteration, changes, additions or deletions from these by-laws, made by the members of the Board of Directors, shall be consistent with the laws of this state which define, limit or regulate the powers of this corporation or the Directors of this corporation.