



## UNITED WAY of PETTIS COUNTY Bylaws

### ARTICLE 1: NAME

The name of the corporation is the Sedalia-Pettis County United Way, Incorporated. DBA as United Way of Pettis County (hereinafter referred to as UWPC).

### ARTICLE 2: PURPOSE

#### Section 1. Purpose

The vision of UWPC is:

To be the trusted platform for creating community solutions in Pettis County.

The mission of UWPC is:

To unite people and resources to improve lives in our community.

To do this we will:

- Mobilize hundreds to action—to give, advocate and volunteer to improve the conditions in which we live.
- Connect all sectors of society—individuals, businesses, non-profit organizations, and government—to create positive social change-
- Develop the financial resources and support needed to meet the human services needs of the community.
- Offer public information and education

#### Section 2. Nonprofit Status

UWPC is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws.

#### Section 3. Missouri Nonprofit Corporation

Sedalia-Pettis County United Way is a nonprofit, benevolent corporation in the State of Missouri and subject to the laws of the state.

### ARTICLE 3: BOARD OF DIRECTORS (Board Members)

Section 1. Powers and Duties - The Board shall have all the powers necessary to enable the Board to carry out the mission of UWPC, and shall be responsible for the entire supervision of UWPC activities.

The Board will:

- Provide strategic leadership
- Utilize resources and people for the success of UWPC.
- Enhance UWPC public image
- Manage UWPC assets and resources effectively
- Support and review the performance of the Executive Director
- Participate in public policy and advocacy.
- Appoint and/or delegate individuals or committees to carry out the mission of UWPC.

#### Section 2. Number, Term of Office, and Election.

- a) Number: The Board shall consist of ~~at~~ no more than 15 members broadly representative of Pettis County. Board members shall be volunteers and shall not receive any compensation for their services.

- b) Terms: Board members are elected for three year terms. Board members are eligible for three consecutive terms (9 years). Any Board Member who serves three consecutive three year terms shall be ineligible for reelection as a Board member until a minimum of one year has elapsed after expiration of the third term. The Board retains the right to extend the term limits for additional terms if the participation of the Board member is required for the good of the organization. In addition, a Board member who has reached term limits, may serve as a non-voting Presidential appointee during the interim year. The Executive Director is responsible for keeping the roster of the terms for each member.
- c) Elections: Members of the Board shall be elected by the current Board members as required to meet the needs of the organization. Upon receiving a Board member application, new Board members will be reviewed at a future Board meeting, voted on and elected at that time. Their term will begin on the first of the month following their election and conclude on that month three years later.
- d) Presidential appointees: After serving on the Board, a Board member can be appointed by the Executive Committee as a Presidential appointee. A Presidential appointee is a non-voting member who provides consultation and support to the Board of Directors. They will be invited to all Board meetings.
- e) Board appointees: An interested community member may be nominated to serve as a Board appointee for the period of one year. A Board appointee is a non-voting member who supports the work of the Board of Directors. A Board appointee will be invited to Board meetings. A Board appointee may submit an application to fill a Board vacancy.
- f) Removal: Any Board member who has 3 unexcused consecutive absences from UWPC activities (meetings, events, fund raisers etc.) may be removed from the Board by a vote of the Board members.
- g) Exclusions: Employees of a funded partner agency may not be members of the Board of UWPC. Any possible conflict of interest of any Board member shall be disclosed by the Board member. The Board member concerned shall abstain from any voting pertaining to the conflict of interest.

### Section 3. Resignation

A member of the Board may resign at any time by giving written notice to the President.

Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the President.

### Section 4. Meetings.

- a) Regular Meetings. The Board shall hold a minimum of four (4) quarterly meetings each year. The notice of the meeting shall be provided to the Board at least seven days prior to the meeting.
- b) Quorum and Voting. At all meetings of the Board, the presence of fifty-percent-plus-one of the currently elected Board shall constitute a quorum for the transaction of business. Approval by a simple majority where a quorum is present shall be the action of UWPC. Votes may be taken via email, audio or video conferencing as deemed necessary. The deliberation period for all Board action electronically is at least 48 hours but not longer than one week from the time of transmission. To pass an electronic vote, a majority of the Board is needed. Documentation of the electronic vote will be approved at the next Board meeting.

- b) Special Meetings. Special meetings of the Board may be called by the President on forty-eight (48) hours' notice to each Board Member personally, by any acceptable method. In addition, a special meeting may be called by any Board member with the vote of 1/3 of the current elected Board members. The request for a special meeting must specify the basis for the meeting. Upon receipt of the call for a special meeting, the Board shall fix the date, time, and place for the meeting, which shall be held within fifteen (15) days after the receipt of the call for the meeting, and with five (5) days' notice of the meeting provided to the board members.
  
- c) Members participating remotely. Participation in person is preferred. Participation in any meeting of the Board or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another shall constitute presence in person at the meeting.

**ARTICLE 4: OFFICERS OF THE ORGANIZATION**

**Section 1. Number, Qualification, Election and Term of Office**

The officers of UWPC who shall be elected by the Board shall consist of a Board President; a Board Vice President, Secretary and Treasurer, all of whom shall be elected members of the Board.

- a) Term. The President shall hold office for two years. If a Board President has served two consecutive terms, they shall be ineligible for reelection as President until at least a year has elapsed. All other Executive Officers shall hold office for one year. There is no term limit for these officers.
- b) Election. The officers of UWPC shall be elected by the members of the Board of Directors in December to take office beginning in January.

**Section 2. President**

The President shall convene and preside at meetings of the Board, appoint members of special committees as needed, and call special meetings of the Board as needed. The President is an ex-officio member of all committees of the Board.

**Section 3. Vice President**

The Vice President shall perform the duties of the President in the event of their absence, resignation, or inability to perform and carry out their duties. The Vice President shall be responsible for the orientation of new Board members.

**Section 4. Secretary**

The Secretary shall record the minutes of the Executive Committee, Board meeting and Annual Meeting. The Secretary shall record the minutes of any additional UWPC meetings they attend.

**Section 5. Treasurer**

The Treasurer shall serve as Chair of the Finance Committee and shall report to the Board at each meeting on the financial condition of UWPC. The Treasurer shall serve as the liaison with all outside financial institution (banks, credit cards, endowment, accountants etc.) The Treasurer shall monitor the funds and disbursements of the UWPC. The Treasurer shall ensure all financial records and transactions are in compliance with financial regulations.

**Section 6. Immediate Past President**

The immediate Past President may continue to serve as a member of the Board and as a member of the Executive Committee until such time as there is a new Past President.



#### Section 7. Resignation

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect 30 days after submission and after all responsibilities have been delegated.

#### Section 8. Vacancies

The Board may fill any officer vacancy at any time with a majority vote of the Board to fulfill the remainder of that officer's term.

#### Section 9. Executive Director

The Executive Director shall be employed by the Board, shall provide the day to day management of the UWPC, and shall have supervision over any additional employees. The Executive Director shall report to the Board. In the absence of the Executive Director or if the Executive Director is unable to carry out the duties of the position, the President may delegate the duties of the Executive Director to another UWPC employee or Board member.

- a) Salaries. The salary and other remuneration of the Executive Director shall be fixed by the Board. Salaries and wages of other employees shall be fixed by the Executive Director based on the recommended salary ranges and subject to the approval of a general operating budget of the Board.
- b) Performance. A review of the performance and compensation of the Executive Director shall be conducted annually by the Board. The Executive Director will conduct an annual performance and compensation review of any other UWPC employees.

#### Section 10. Removal

Any officer, Board member or employee may be removed from their UWPC role for cause by a vote of 2/3 of the Board. The individual shall be provided written notice of the cause. The removal will take place 30 days from the notice.

### **ARTICLE 5: ANNUAL MEETING**

#### Section 1. Annual Meeting

The organization shall conduct an annual meeting. Donors and community partners are invited to the Annual Meeting to review the progress of the organization. The notice of the annual meeting shall be distributed through print and electronic media prior to the meeting. The notice shall include instructions on how to access the minutes of the previous annual meeting and the current Board of Directors, including officers.

#### Section 2. Annual meeting agenda

The agenda of the Annual Meeting shall include an opportunity for the assembled participants to ask questions or express concerns.

#### Section 3. Minutes

Minutes of the Annual Meeting shall be taken and placed on the website of the organization following the Annual Meeting.

### **ARTICLE 6: COMMITTEES OF THE ORGANIZATION**

#### Section 1. Committees, Task Forces, and Special Committees

The President of the Board may, from time to time, appoint committees, special committees, or task forces authorized by the Board. Volunteers from the community shall be considered for service on such committees.

#### Section 2. Standing Committees.

UWPC shall maintain the following standing committees.

- a) Executive Committee. The Executive Committee consists of the officers of the Board and

the immediate Past President. The President shall serve as chair of the Executive Committee.

The Executive Committee shall keep regular minutes of its proceedings and report same to the Board.

In matters requiring immediate action, the Executive Committee may act on behalf of the Board except to 1) amend the bylaws; 2) adopt a plan of merger or consolidation; 3) sell, lease, exchange, mortgage, pledge or make any other disposition of any of the property and assets of the organization. Any action should be communicated to the Board no later than the next regularly scheduled Board meeting.

The Executive Committee responsibilities include:

- a. evaluation and recommendation of the Executive Director's salary compensation package to the Board
  - b. review proposals and make recommendations to the Board
  - c. conduct annual review of UWPC policies and make recommendations to the Board.
  - d. recruitment and nomination for officers to be presented at the December Board meeting.
- b) Finance Committee. The Finance Committee consists of the Treasurer and at least 2 members with financial expertise. The Treasurer shall serve as chair of the Finance Committee.

The Finance committee responsibilities include:

- a. development, recommendation and management of the UWPC annual budget, the management of its financial resources (including making prudent investments), the evaluation of the financial control and accounting system, and compliance with federal and state legal requirements
  - b. review of financial statements
  - c. ensure signature cards are current for the disbursement of UWPC funds
  - d. make recommendations to the Board for a financial review or audit annually
- c) Campaign Committee. The Campaign Committee consists of at least 2 Board members. The chair of the Campaign Cabinet may be a Board member or a community volunteer. The chair of the committee will be appointed by the Board.

The Campaign Committee responsibilities include:

- a. organization and implementation of the upcoming campaign
  - b. development of short term and long term revenue goals
  - c. identification of additional sources of revenue to increase donors
  - d. development of sector leaders (business, industry, health care, community, education etc.)
- d) Other Committees. The President may appoint committees, special committees or task forces as authorized by the Board. The chair of any such committee will be appointed by the Board and the chair will identify other members. The chair will report the activities of the committee to the Board. If UWPC resources are required, the committee chair will check with the Executive Director regarding need for Board approval.



### Section 3. Affinity Groups

The Board may create Affinity Groups of supporters as a vehicle for the engagement of subgroups of donors. These groups will be created by the Board and report to the Board

## **ARTICLE 7: GENERAL PROVISIONS**

### Section 1. Nondiscrimination

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. UWPC is committed to diversity and inclusion within its own organization and the community. The UWPC Diversity and Inclusion statement is posted on the UWPC website.

### Section 2. Ethics

UWPC has an approved ethics policy and conflict of interest policy.

All Board members and employees will review and sign the statement annually.

### Section 3. Fiscal Year

The fiscal year of UWPC shall be fixed by resolution of the Board.

### Section 4. Indemnification

UWPC shall maintain Directors and Officers liability insurance, to include the Executive Director to provide coverage for Board members operating within the scope of their official duties.

### Section 5. Amendments

The Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws of UWPC by a two-thirds vote of those Board members present, and upon recommendation of the Executive Committee, and provided that written notice of the proposed amendment(s) shall be given to all Board members at least twenty-five (25) days prior to the meeting.

### Section 6. Gifts

The UWPC solicits and accepts contributions of money, in-kind donations, property, and any other item of value for use in accordance with the purpose of the corporation.

### Section 7. Property

UWPC may hold, improve, own, manage, operate, lease as lessor or lessee, sell, convey, and/or mortgage, either alone or in conjunction with others, real estate of every kind and character.

## **ARTICLE 8: DISSOLUTION**

Upon the dissolution of the UWPC Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of UWPC, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any Qualified Organization, or to the federal government, or to a state or local government. For purposes of this article, "Qualified Organizations" shall mean an exempt organization in Missouri] (i) which are described in Section 501(c)(3) of the Code, and (ii) whose purposes are closely related to, and no broader than, the charitable purposes of UWPC. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of UWPC is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to the purposes described in Article 3 above), as determined by such court.

Approved: June 23, 2023

Amended: May 18, 2023