

UNITED WAY of PETTIS COUNTY Bylaws

Approved March 20, 2020

ARTICLE 1: NAME

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

ARTICLE 2: Principal Office

The principal office of UWPC shall be located at 3615 W Broadway Suite 303 & 307. This will be the registered office for the State of Missouri.

ARTICLE 3: 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:

- Ignite a countywide social movement, and thereby mobilize hundreds to action—to give, advocate and volunteer to improve the conditions in which we live.
- Galvanize and connect all sectors of society—individuals, businesses, non-profit organizations and governments—to create long-term social change that produces healthy, well-educated and financially-stable individuals and families.
- Raise, invest and leverage thousands of dollars annually in philanthropic contributions to create and support innovative programs and approaches to generate sustained impact in local communities.
- Hold ourselves accountable to this cause through our steadfast commitment to continually measure—in real terms—improvements in education, income and health.

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 corporation in the State of Missouri and subject to the laws of the state and may exercise all powers granted to Missouri Nonprofit Corporations 355.001.

ARTICLE 4: MEMBERS

Any individual who is a donor at the time between the upcoming and preceding Annual Meeting is considered a member of the organization.

The members of the organization will elect the Board of Directors at the Annual Meeting (as established in Article 5).

ARTICLE 5: ANNUAL MEETING

Section 1. Annual Meeting

The Members shall meet annually at the Annual Meeting of UWPC for the election of board members and for the transaction of such other business as may properly come before the meeting and at such time as may be designated by the Board of Directors. Provisions with



respect to notice, quorum, and inspections of elections shall comply with the laws of the Missouri.

Section 2. Quorum

The presence in person and/or electronic of fifty-percent-plus-one Member of the Board shall constitute a quorum at all meetings or for the transaction of other business except as otherwise provided by law. Members present at the Annual Meeting will constitute a quorum for the election of the Board.

Section 3. Minutes

Minutes of the annual meeting will be taken, reviewed, and approved by the members. Minutes of the annual meeting will be made available for public inspection.

ARTICLE 6: BOARD OF DIRECTORS

Section 1. Powers and Duties

The business and affairs of UWPC shall be under the supervision of a board of directors. The Board of Directors ("The Board") shall have the control and management of the affairs and property of UWPC. The Board shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of UWPC assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Board may delegate certain of their duties to the officers and committees of UWPC. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these bylaws.

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

- a) The Board shall consist of at no more than 16-18 persons broadly representative of Pettis County, and consistent with the diversity statement in Article 9, Section 1.
- b) Board members are elected for three years terms. Members of the Board shall be elected by the Members of the organization in accordance with Article 4. Terms start on [March 1st] and conclude on February 28th.
- c) Any board member who serves three consecutive three year terms shall be ineligible for reelection as a trustee until a minimum of one year has elapsed after expiration of the third term. Notwithstanding the foregoing limitation on Board terms, any board member who has served three] consecutive three-year terms may be reelected to fill a position as an officer of the Organization. If the term of a trustee who is a President or President-elect of the Board shall expire, he or she shall be eligible for reelection as trustee as long as they may hold the office of President or President-elect. A Director elected to an incomplete term may complete that term and remain eligible for three additional, consecutive terms.
- d) Any member of the Board of Directors who doesn't participate in at least half of the Board activities, as defined by the UW Calendar, 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 UWPC.
- e) 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 financials documents, review of the project documents and grant review sessions with the grantee. (I believe should be included in the bylaws)

Section 3. Removal of a Board member

A member of the Board may be removed from the Board with or without cause by a vote of two-thirds (2/3rds) of the Board at a meeting at which quorum is present or, if such action is taken by written consent of the Board in lieu of a meeting as permitted by Section 7(d) hereof, then by



a consent in writing signed by two-thirds (2/3rds) of the Board members then in office and in good standing, not including the Board member who is the subject of such removal.

Section 4. Resignation

A member of the Board may resign at any time by giving written notice of to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board President.

Section 5. Vacancies

All vacancies in the Board may be filled by the remaining board members according to the process in Article 6, Section 2.

Section 6. Compensation and Reimbursement

Board members shall be volunteers and shall not receive any compensation for their services.

Section 7. Meetings.

- a) Regular Meetings. The Board shall hold a minimum of four (4) regular meetings each quarter each year at such place or places as may be determined from time to time or as may be set forth in the notice of meeting, which notice shall be given not less than seven (7) days prior to the time of the meeting.
- b) Special Meetings. Special meetings of the Board may be called by the President or any President-elect of the Board on forty-eight (48) hours' notice to each board member personally, by any acceptable method; special meetings shall be called by the President, any President-elect or the Secretary of the Board in like manner on the written request of one-third of the trustees in office. The written request must specify the basis for the meeting. Upon receipt of the call for a special meeting, the Board of Directors 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.

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, and any act of a majority of those in attendance at a meeting at which there is a quorum shall be adopted. Any business may be transacted by the Board at any meeting at which a quorum is present, although held without notice, upon waiver signed by every member of the Board.

- c) Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting via mail, or electronic ballot, provided 100 percent of directors' consent to the action being taken by ballot. The deliberation period for all Board action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote provided 100 percent of all directors' consent to the action.
- d) Members participating by telephone conference. 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 7: 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; a Secretary of the Board; and Treasurer of the Board, all of whom shall be elected members of the Board.

- a) Term. All officers shall hold office for two years or until their successor is duly elected and qualified. If a President of the Board shall have served two consecutive terms, they shall be ineligible for reelection as President until a year has elapsed after the expiration of the second of such terms.
- b) Election. The officers of UWPC shall be elected by the members at the Annual Meeting.

Section 2. Resignation

Any officer may resign at any time by giving written notice of to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board President.

Section 3. Removal

Any officer, employee, or agent appointed by the Board may be removed from office, either with or without cause by a majority vote of the Board.

Section 4. Vacancies

The board may fill any officer vacancy according to Section 1 in this Article.

Section 5. President of the Board

The President of the Board shall convene and preside at meetings of the Board, shall perform such duties as may be assigned from time to time by the Board, and shall perform the duties usually delegated upon a presiding officer. The President is an ex-officio member of all committees of the Board.

Section 6. Vice President of the Board

The Vice President shall perform such duties as the Board may assign and may assist the Board President as requested. The Vice President shall preside at meetings in the absence of the President. [

Section 7. Secretary of the Board

The Secretary of the Board shall have functions and powers that follow which may be delegated to UWPC staff with oversight.

- a) Act as clerk of each meeting of the Board and all Annual and special meetings of the Board. The Secretary shall record all the proceedings and votes of such meetings and create a permanent record;
- b) Cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute and, if required by resolution at any annual or special meeting;
- c) Be custodian of the records and of the seal of UWPC and cause such seal to be affixed to all instruments, the execution of which on behalf of UWPC under its seal shall have been duly authorized in accordance with these Bylaws;
- d) See that the minutes, reports, statements, policies, and all other documents and records of UWPC required by statute are properly kept and filed;
- e) Perform all duties incident to the office of Secretary and such other duties as are given by these Bylaws or as from time to time may be assigned by the Board.

Section 8. Treasurer of the Board

The Treasurer of the Board shall also serve as Chair of the Finance Committee and shall report to the Board at each meeting on the financial condition of UWPC. The Treasurer of the Board shall be responsible for the following, which may be delegated to staff with adequate oversight:

- a) Be responsible for the funds, securities, receipts and disbursements of the UWPC; monitor the approved financial policies for adequacy and compliance;
- b) Be responsible for receiving and giving receipts for monies due and payable to UWPC from any source whatsoever; cause the monies and other valuable effects of UWPC to be deposited in the name and to the credit of the Organization in such banks or other depositories as the Board may designate or select;
- c) Cause the funds of UWPC to be disbursed by checks or drafts, with such signatures as may be authorized by the Board, upon the authorized depositories of UWPC, and cause to be taken and preserved proper vouchers for all monies disbursed;
- d) Provide to the Board, whenever requested, a statement of the financial condition of UWPC;
- e) Keep the books of account of all the business and transactions of the UWPC, and submit annually for external audit;
- f) Perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned by the Board.

Section 9. Executive Director

The Executive Director, who shall be the Chief Executive Officer of UWPC and who shall be employed by the Board, shall in general supervise and control all of the business, affairs, and property of UWPC and shall have general supervision over all of its employees and agents under the direction of the Board. In general, the Executive Director shall perform all duties incident to the office and shall see that all orders and resolutions of the Board are carried into effect. In the absence of the Executive Director, or in the event that the Executive Director is unable to carry out his or her duties, the Board President may delegate the Executive Director's powers to another UWPC employee, or the President may so delegate with the consent of the Board.

- 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. An annual review of performance and compensation shall be conducted in accordance with approved policies and IRS intermediate sanction rules and reported to the Board.

Section 10. Immediate Past President

The immediate past President of the Board shall continue to serve as a member of the Board and as an officer of the organization, as well as a member of the Governance Committee, for one year after his or her term as President has ended.

ARTICLE 8: 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, except as may be precluded by the law of Missouri or these Bylaws. The President of the Board shall annually appoint the Chair of each Committee of UWPC, special committee, or task force that has been authorized by the Board. Standing Committee chairs (and other committee chairs if so designated) shall serve as regular members

of the board during their tenure as committee chair. Members of committees shall be elected by the Board.

Section 2. Standing Committees.

UWPC will maintain the following standing committees.

- a) **Executive Committee.** The Executive Committee consists of the officers of the Board of Directors and other board members as determined by the Board and duly elected as the Executive Committee. The President of the Board shall serve as Chair of the Executive Committee. The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the law of the State of Missouri or resolutions of the Board of Directors may impose, and shall have the power to affix the seal of the corporation to all papers requiring it, when the Board is unable to meet.

A majority thereof shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board of Directors.

In matters requiring immediate action, the Executive Committee may act on behalf of the Board of Directors, 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's responsibilities shall include:

- a. evaluation and recommendation of the CEO's salary and proposal of the management compensation policy to the Board;
 - b. management of the flow of work between the Board and Board-level committees;
 - c. development and maintenance of the ethics policy;
 - d. management of relationship with organized labor; and
 - e. development of diversity policy.
- b) **Governance and Nominating Committee.** The Governance and Nominating Committee shall have responsibility for the recruitment, nomination, orientation, training, performance and evaluation of Board members, including officers. The committee may evaluate board functioning, review and compliance with the diversity and ethics policies. No later than October of year, the Board of Directors shall appoint a nominating committee consisting of five (5) persons with the first names 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 to 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.
 - c) **Audit Committee.** The Audit Committee, including appropriate expertise to be responsible for the outside and internal audits of all UWPC financial transactions, the necessary controls to ensure compliance with the organization's financial policies, and compliance with federal and state legal requirements. The Committee shall recommend to the Board the designation of an independent auditor [or: "designate the independent auditor"] each year, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, shall review the UWPC's IRS Form 990 prior to filing, and shall ensure that the Annual Report is timely prepared and submitted to the Board. The Committee may request the designated independent auditor, or any officer or employee of UWPC, to appear before it to report on the financial condition and answer any questions. The Committee will report to the Board regularly.
 - d) **Finance Committee.** The Board shall appoint a Finance Committee, at least two of the committee members must possess financial expertise (as defined by the Sarbanes-Oxley legislation). The committee will be responsible for the development 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. The Finance Committee shall also receive monthly financial statements. The Committee may request the designated independent auditor, or any officer or employee of the UWPC, to appear before it to report on the financial condition. The Committee will report to the Board regularly.

- e) Campaign Cabinet. The Campaign Cabinet will help and lead activities related to revenue and revenue growth for UWPC. Chairs or Vice Chairs of giving initiatives will serve on this committee including Division Leads and Tocqueville Cabinet or Affinity Groups. The Committee helps set short- and long-term revenue goals and oversees efforts at increasing donors and revenue.
- f) Impact Committees. The Board shall appoint an Impact Committee(s), which stewards the Community Impact-focused work of the organization in support of its goals and initiatives.
- g) Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more additional committees, provided that each such committee shall include two (2) or more directors. Any such committee, to the extent provided in the resolution of the Board which establishes it and to the extent permitted by [INSERT state] law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to any papers which may require it; provided, however, that any committee that includes members who are not directors may not exercise the authority of the Board and shall act only in an advisory capacity to the Board. Any director may be a member of more than one (1) committee.

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 these affinity groups will function under the policies and guidelines of this Board.

Section 4. Committee Operations

Each committee shall have power to make rules and regulations for the conduct of its business subject to the board's approval. A majority of the members of a committee shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for any committee action. Committee meetings may be held on forty-eight (48) hours' notice to each member personally, by facsimile or e-mail. Any action permitted to be taken at a meeting of the committee may be taken without a meeting if a written consent describing the action taken is signed by each member of the committee. Each committee shall keep regular minutes of its proceedings and transmit copies thereof to the Board. No committee of the Board may (i) authorize distributions; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

ARTICLE 9: 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. Therefore, UWPC will have an approved Diversity and Inclusion statement and/or principle and policy that takes the broadest possible view of diversity, going beyond visible differences to affirm the essence of all individuals including the realities, background, experiences, skills and perspectives that make each person who they are.



The officers, directors, committee members, employees and persons served by UWPC shall be selected in a manner to promote diversity and inclusion and entirely on a non-discriminatory basis with respect to race, religion, national origin, ethnicity, age, gender, gender identity and expression, disability, sexual orientation, veteran-status, familial status, or socio-economic status and in support of the UWPC's Diversity and Inclusion statement and/or principle and policy.

Section 2. Ethics

UWPC will have an approved ethics policy made known to all volunteers and staff associated with the organization. An Ethics Officer will be designated for the organization to establish procedures for Board, staff, and community members to submit ethical complaints and conduct investigations of complaints in a confidential manner.

Ethics policies will include a conflict-of-interest and disclosure policy. . No contract or transaction relating to the operations conducted by UWPC or for furnishing supplies to UWPC and to which UWPC is a party shall be invalidated by reason of the fact that any board member, officer or employee of UWPC has a direct beneficial interest. Any such transaction must be fully disclosed in writing to the Board for its approval prior to the contract or transaction taking effect. Each organization will also adopt an anti- sexual harassment policy.

Section 3. Organization Loans

No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by UWPC to its board members, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its board members, officers or employees are directors or officers or hold a substantial financial interest, except in a loan by UWPC to another entity having a comparable purpose to that set forth in Article 3 of these Bylaws. A loan made in violation of this section shall be a violation of the duty to UWPC by the board, officers or employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 4. Fiscal Year

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

Section 5. Corporate Seal

The seal of UWPC shall be circular in form and shall bear the name of the corporation, the state of incorporation and the year of its incorporation.

Section 6. Indemnification

The corporation shall indemnify board members, officers, employees, or agents of UWPC to the full extent permitted by the indemnification provisions of the Not-For-Profit Law of the State of Missouri as it may be amended from time to time. Any person, his or her heirs, executors, or administrators, may be indemnified or reimbursed by UWPC for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which they shall have been made a party by reason of being or having been a director, officer, or employee of UWPC, or of any firm, corporation, or organization which they served in any such capacity at the request of UWPC; provided however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which they shall finally be adjudged to have been guilty of or liable for negligence or willful misconduct in the performance of their duties to UWPC; and provided further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of (a) a court of competent



jurisdiction, and (b) the Board, acting by vote of the directors not parties to the same or substantially the same action, suit, or proceeding constituting a majority of the directors voting. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his or her heirs, executors, or administrators, may be entitled as a matter of law.

Section 7. 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 Directors present, and upon recommendation of the Executive Committee, and provided that written notice of the proposed amendment(s) shall be given to all Directors at least twenty-five (25) days prior to the meeting.

Section 8. 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 9. Property

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

ARTICLE 10: 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: [INSERT Date]

Amended: [INSERT Date as applicable]