

# **BYLAWS**

## **UNITED WAY OF NORTH CAROLINA**

## **Article I Membership**

**Section 1.** The members of the corporation shall consist of the members of the boards of directors and professional staff of supporting local United Ways, together with the members of the Board of Directors and the members of the standing committees of United Way of North Carolina, and such other persons who may be nominated by committee and approved at the Annual Meeting.

**Section 2.** The rights of these members shall be determined by the Board of Directors.

## **Article II Annual Meetings**

**Section 1.** Annual Meetings of the membership of the corporation shall be held within 120 days after the close of the fiscal year. The Board of Directors may, by resolution, fix the time, place and date of such Annual Meetings.

**Section 2.** The date, time and place of the Annual Meeting shall be publicized in a reasonable manner.

**Section 3.** A quorum of the Annual Meeting of the membership of the corporation shall consist of the members present. Any action by the majority of those present shall be the action of the membership.

## **Article III Directors**

**Section 1.** A Board of not less than 15 or more than 50 persons who shall be chosen from the membership shall manage the business and property of the corporation. One-third of the Directors shall be elected annually for a three-year term to replace those whose terms shall have expired. All duly elected Directors shall serve until the election and acceptance of their duly qualified successors. All vacancies on the Board occurring between annual meetings of the membership may be filled by the board until the next Annual Meeting.

**Section 2.** No Board member may be elected for more than two consecutive terms of three years after the first election by the members. Exceptions may be made when a Board member is elected to become an officer of the corporation during his/her second term of board service. A director's board service may then be extended in accordance with the officer term limits as defined in Article V, Section 1.

**Section 3.** The immediate past Chair of the Board of Directors shall remain a voting member of the Board for the year following his or her term of office. This year may be in addition to his or her defined terms of service.

**Section 4.** Directors shall be eligible for reelection to additional terms after a lapse of one year, on the same basis as their original terms.

**Section 5:** Any Director may be removed at any time with or without cause by a two-thirds vote of the Board of Directors.

## **Article IV Board Meetings**

**Section 1.** Meetings of the Board of Directors shall be held in the principal offices of the corporation, or at some designated place in the State of North Carolina at the call of the Chair of the Board (or in his/her absence, by the First Vice-Chair of the Board). Each Director shall be given notice of such meetings not less than five days before the holding of such meeting by written notice mailed to each Director's last known addressor by telephone.

**Section 2.** The Board of Directors shall meet at least quarterly. A board meeting may be held in conjunction with the Annual Meeting.

**Section 3.** A quorum of a meeting of the Board shall consist of not less than one-half of the members of the Board, and any action by the majority of those present shall be the action of the Board.

**Section 4.** Special meetings of the Board may be called by the Chair, the President, or any five Directors. Notice must be given at least one week in advance by any usual means of communication to each board member, who must confirm receipt of the notice.

**Section 5.** Any meeting of the Board may be held in a form other than physical presence, such as conference calls or teleconferences, if all members can simultaneously hear one another.

## **Article V Officers**

**Section 1.** The officers of the corporation shall be the Board Chair, First Vice-Chair (who shall be Chair-elect), Second Vice-Chair (who shall succeed the First Vice-Chair), the President, Secretary, Treasurer, and immediate Past Board Chair. All officers except the President shall be elected by the Board of Directors from among their own members.

**Section 1.1.** The Board Chair, the First and Second Vice-Chairs and the immediate Past Board Chair shall serve for a period of one year (or until their successors have been duly elected and qualified), and may then be re-elected for an additional one-year term. Both the Secretary and the Treasurer shall serve for a period of two years (or until their successors have been duly elected and qualified), and may then be re-elected for an additional two-year term.

**Section 1.2.** Officers shall be elected on or about the date of the Annual Meeting of the membership, but no later than March 1, of the year they are elected.

**Section 2.** Vacancies in any office caused by resignation or other reason may be filled by the Board of Directors for the balance of the unexpired term.

**Section 3.** The Board Chair shall preside at all meetings of the membership and the Board of Directors, and shall perform all such duties as are incident to this office or are required of him/her by the Board of Directors.

**Section 4.** In the event of absence or other reason causing the Chair to be unable to serve, the Vice-Chairs in their order shall assume the duties of the Chair.

**Section 5.** The Treasurer shall have, under the direction of the Board of Directors, the custody of all monies, securities and other property of the corporation. The funds of the corporation shall be deposited in such depositories as shall be designated by the Executive Committee. The Treasurer shall perform all duties incident to his/her office or that is required of him/her by the Board of Directors and, if required by the Board of Directors, shall give bond for the performance of his/her duties including reviewing fiscal information on a regular basis.

**Section 6.** A President shall be appointed by the Board of Directors and shall issue notices of all meetings, shall keep the minutes, shall have charge of the corporate books, and shall make such reports and perform such other duties as shall be required of him/her by the Board of Directors or Executive Committee and shall be an ex-officio member of the board of Directors and all committees. He/she shall give bond with approved surety for the performance of his/her duties, in such amounts as shall be fixed by the Board of Directors. The President is responsible for operation of corporation including the hiring and termination of all staff.

**Section 7.** No officer of the corporation, other than the President, shall receive any salary.

## **Article VI Committees**

**Section 1.** The Board of Directors shall appoint committees to assist with the work of the corporation. The on-going standing committees include Governance, Personnel and Finance, Membership Services, Public Policy, Audit, 2-1-1, and Customer Relations/Evaluation. Committee chairs shall be appointed by the Chair of the Board.

**Section 1.1.** The Board may appoint other committees, such as Strategic Planning, that are needed to carry out the programs and policies of the corporation but may not be active every year. The Vice-Chair/Chair-Elect shall serve as the Chair of the Strategic Planning Committee during periods when it is active. In addition, ad hoc committees may be appointed from time to time as deemed necessary by the Board Chair.

**Section 2. Executive Committee.** The Board Chair, two Vice Chairs, President, Secretary, Treasurer, immediate past Board Chair and standing committee chairs shall compose the Executive Committee. The current Board Chair shall be the Chair of the Executive Committee.

**Section 2.1.** The Executive Committee shall meet at the call of the Chair, the President, or any two other members. A quorum of any Executive Committee meeting shall consist of no less than five members.

**Section 2.2.** The Executive Committee shall have and exercise the powers of the Directors in the management of the business of the corporation except the powers to fill vacancies in the membership of the Board of Directors, or among the corporate officers, to amend the Bylaws, and to set the annual budget. This power will be used in between regularly scheduled Board Meetings.

**Section 3. Governance Committee.** The Board of Directors shall appoint a Governance Committee of not less than three or more than nine persons. They may be selected from both the Board and the membership.

**Section 3.1.** The Governance Committee shall be responsible for overseeing all aspects of board service, including identifying, recruiting and orienting qualified persons for election to the Board, ensuring their involvement in the organization (including committee service), on-going board education (including periodic board retreats), and evaluating the board's performance.

**Section 3.2.** All recommendations and decisions of the Governance Committee shall be reviewed and approved by the Board of Directors.

**Section 4. Member Services Committee.** The Member Services Committee shall be responsible for providing guidance, leadership, and support in the development of networking, consultation, and training that will enhance the productivity and impact of member United Ways. The Committee shall facilitate, convene, coordinate, and collaborate around critical issues that affect North Carolina United Ways.

**Section 5. Public Policy Committee.** The Public Policy Committee shall be responsible for making recommendations to the Board of Directors concerning government matters of importance to local United Ways. At the beginning of each calendar year, a Public Policy Agenda shall be developed that is reflective of the most critical concerns and issues facing local United Way communities. This agenda shall be approved by the Board of Directors. Public Policy activities include advocacy, education, relationship building and lobbying.

**Section 6. Personnel and Finance Committee.** The Personnel and Finance Committee, in conjunction with the Board Treasurer, shall be responsible for providing oversight to the corporation's fiscal operations, for reviewing and recommending changes to the corporation's Personnel Practices, and for providing general guidance on personnel issues. Committee activities include monthly review of the corporation's income and expenses and periodic review of the corporation's personnel policies and practices.

**Section 6.1.** The President shall consult with the Chair of the Personnel and Finance Committee prior to finalizing any outside contracts.

**Section 7. 211 Committee.** The 211 Committee shall be responsible for recommending to the corporation's Board of Directors any addition or discontinuation of 211 services in North Carolina. Duties include setting 211 operational and data standards, helping raise resources for the 211 system and collaborating with NC 211.

**Section 8. Audit Committee.** The Audit Committee shall be responsible for reviewing and analyzing the corporation's Annual Audit. Duties include reporting any audit findings to the corporation's Board of Directors on an annual basis and assuring that all board members have a basic understanding of the audit.

**Section 9. Customer Relations/Evaluation Committee.** The Customer Relations/Evaluation Committee's purpose is to improve the corporation's real and perceived value to member United Ways, other affiliates, and partner organizations. It shall be responsible for designing and executing all survey work among member United Ways, evaluation of UWNC programs and activities, developing recommendations for the organization's work plan based on findings, and for creating and executing approaches to communicate the value of UWNC to local United Way professional and volunteer leaders and appropriate external constituencies (as defined above).

## **Article VII Fiscal Year**

**Section 1.** The fiscal year of this corporation shall be the calendar year.

## **Article VIII Amendments to Bylaws**

**Section 1.** The Bylaws may be amended, repealed, or altered in whole or in part, by a majority of the members of the corporation or by the Board of Directors after having given 15 days notice in writing or electronically of the proposed amendment(s) to the Bylaws in the call to the meeting.

## **Article IX Indemnification**

**Section 1.** Every person who is or shall have been a director or officer of the United Way of North Carolina shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit, or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, except in relation to such matters as to which he or she shall finally be adjudicated in such action, suit, or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of his or her duty as such director or officer. "Costs and expenses" shall include, but without limiting the generality thereof, attorney's fees, damages, and reasonable amounts paid in settlement.

## **Article X Dissolution and Distribution of Assets**

**Section 1.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of the liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation, to such successor organization as the Board of Directors shall determine; or in the absence of any successor organization, the said assets shall be distributed among the Member organizations. In no event shall any assets of the corporation inure to the benefit of any organization that does not qualify as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

6/24/2014

Amended 2/12/1999, 11/8/2006 and 12/5/2006