

**CONSTITUTION  
AND  
BYLAWS  
United Way of Knox County, Inc.**

## TABLE OF CONTENTS

Article	Page
I. Name	4
II. Mission	4
III. Members	4
Section 1 - Types of Members Designated	4
Section 2 - Individual Members	4
Section 3 - Partner Agency Members	4
Section 4 - Honorary Members	4
Section 5 - Membership Meetings	5
IV. Board of Directors	5
Section 1 - Number	5
Section 2 - Term of Office	5
Section 3 - Meetings	6
Section 4 - Quorum	6
Section 5 - Vacancies	6
Section 6 - Duties	6
V. Officers	7
Section 1 - Officers Designated	7
Section 2 - Term of Office	7
Section 3 - Duties	7
VI. Staff	7
VII. Committees	8
Section 1 - Committee Chairs	8
Section 2 - Executive Committee	8
Section 3 - Resource Development Committee	8
Section 4 - Community Building Committee	9
Review and Allocations Sub-Committee	9
Section 5 - Finance Committee	10
Section 6 - Audit Committee	10
Section 7 - Marketing and Communications Committee	11
Section 8 - Governance and Personnel Committee	11
Section 9 - Other Committees	11
Section 10 - Authority	11
Section 11 - Committee Meetings	11
Section 12 - Chair of Board of Directors	11
as an Ex Officio Committee Member.	3

VIII. General Provisions 12  
Section 1 - Adoption of Policies 12  
Section 2 - Rules Governing Meetings 12  
Section 3 - Fiscal Year 12  
IX. Amendment of Constitution & Bylaws 12  
X. Non-Profit Corporation 124

**CONSTITUTION AND BYLAWS  
UNITED WAY OF KNOX COUNTY, INC.**

**ARTICLE I - NAME**

The name of the organization shall be the United Way of Knox County Indiana, Inc.

**ARTICLE II - MISSION**

The mission of the organization shall be: Improving lives by mobilizing the caring power of the community to create lasting change in community conditions.

**ARTICLE III – MEMBERS**

**Section 1 - Types of Members designated**

The membership of the organization shall be composed of individual, partner agency, and honorary members.

**Section 2 - Individual Members**

Each contributor to the organization shall be a member.

**Section 3 – Partner Agency Members**

- a. Any human service agency providing services consistent with the mission of the organization and desiring to participate in the united fund raising campaign and in the funds so raised, may make application to be a United Way Partner Agency Member, following the application policy and procedure then in affect. Partner Agency status will be conferred upon applicant agencies following the approval of the United Way Board of Directors and will include a funding allocation.
- b. Partner Agencies will receive subsequent funding allocations following a process of application, review by the United Way Allocations Committee and approval of the United Way Board of Directors.
- c. Partner Agencies shall abide by the terms as set forth in the Statement of Agreement between the Partner Agency and the United Way of Knox County.
- d. The Board of Directors may revoke a Partner Agency’s membership status by following the **Defunding Policy** in effect at the time.

**Section 4 - Honorary Members**

From time to time, the Board of Directors may elect one or more individuals as honorary members of the Board of Directors of the United Way of Knox County. The selection of such honorary members shall be made in recognition of outstanding and unselfish service to the organization and to the public welfare. Membership so conferred is permanent and attendance at regular and called meetings of the Board is optional. Honorary Members shall not count against the total number of members of the Board of Directors as set forth in Article IV – Section 1. Nominations for Honorary Membership shall be made in accordance with such policies and procedures as the Board of Directors may adopt.

### **Section 5 - Membership Meetings**

There shall be an annual meeting of the membership during the first quarter following the end of the fiscal year, at such time and place as the Board of Directors shall determine, for the submission and consideration of reports and for other such business as may be presented.

Additional meetings may be called by the Board of Directors and must be called if not less than fifteen (15) members of the Board of Directors petition in writing for the call of an extraordinary meeting.

## **ARTICLE IV - BOARD OF DIRECTORS**

### **Section 1 – Number and Election**

The governance of the organization shall be vested in an active, responsible Board of Directors. The Board shall be composed of not more than thirty four (34) members nor less than twenty four (24) members.

During the second quarter of the fiscal year, at a regular meeting of the Board, the Board Recruitment and Nominating Committee shall submit to the Board the names of the volunteers it recommends to replace Board members whose terms are expiring. A majority vote of members of the Board of Directors present at that meeting of the Board is required for the election of each individual recommended.

At any time during the year, at a regular meeting of the Board, the Board Recruitment and Nominating Committee may submit to the Board the name(s) of volunteer(s) it recommends to fill any unfilled positions on the Board. A majority vote of members of the Board of Directors present at that meeting of the Board is required for the election of each individual recommended.

### **Section 2 - Term of Office**

- a. The term of office for each community volunteer member of the Board shall be three years with not less than nine (8) members elected each year. The Board term begins in July.
- b. The Board may elect a community volunteer to serve for a term of less than three years when, in the opinion of the Board, that volunteer would fill a specific need of the Board.
- c. The Board may remove a member from the Board for unprofessional behavior, failure to attend meetings or other circumstances as deemed appropriate by two-thirds vote at any regularly scheduled meeting.

### **Section 3 - Meetings**

The Board of Directors shall meet monthly and on the call of the President of the Board. **The Campaign Kick-off will replace the August meeting.** Additional meetings may be called upon the written request of not less than fifteen (15) members of the Board. At least five (5) days notice of any meeting shall be given. Board members are expected to attend all meetings. Failure to attend at least 50% of the meetings may at the discretion of the Board be considered a resignation. Any member unable to attend at least 50% of the meetings per year may be removed from membership by a majority vote of the other Board members.

#### **Section 4 - Quorum**

Provided that proper notice, as defined in Article IV, Section 3 of these Bylaws, of the meeting has been distributed, a quorum for any meeting of the Board of Directors shall consist of one-third of the total number of directors and any action by the majority of those present shall be the action of the Board of Directors. Those members present at a duly organized meeting of the Board of Directors may continue to transact business until adjournment, notwithstanding the withdrawal of members of the Board from such meeting. Proxy votes will not be accepted

#### **Section 5 - Vacancies**

The Board may fill vacancies occurring on the Board of Directors due to resignation or removal of a sitting Board member for the unexpired term of that member. When requested by the Executive Committee, the Board Recruitment and Nominating Committee shall submit names to the Board for such a vacancy. New members shall be elected by a majority vote of members of the Board of Directors present at a subsequent regular meeting of the Board.

#### **Section 6 – Duties**

The Board of Directors shall have general control, management and supervision of the funds, property, business and affairs of the United Way of Knox County. The duties of the Board shall include but not be limited to the following:

- a. Determining the mission, and review it as necessary to assure that the mission remains relevant to the changing environment.
- b. Adoption of such policies and procedures for the operation of the organization as may be consistent with this Constitution and Bylaws and designed to carry out the mission of the organization.
- c. Employing such persons as it may deem necessary for the successful prosecution of the objects of this organization.
- d. Admission and defunding of Partner Agency Members.
- e. Appointment of needed committees and the supervision of the work of all committees.
- f. Review and approval/disapproval of all fund distributions to Partner Agencies, and non-member organizations based upon the recommendations of the Allocations Committee or the Executive Committee.
- g. The submission of an annual report of its activities at the annual meeting of the membership.
- h. Adoption of the Annual Financial Plan and Administrative Budget for this United Way in accordance with the formation and adoption of the annual Business Plan.

- i. Authorization of all new initiatives, programs, official collaborations and activities assuring consistency with the mission of the United Way of Knox County.
- j. Authorization the financial records to be reviewed or audited annually by an independent certified public accountant as required by state or federal law for such a not-for-profit organization.

## **ARTICLE V – OFFICERS**

### **Section 1 - Officers Designated**

The officers of the United Way of Knox County shall consist of President of the Board, First and Second Vice-President, Treasurer and Secretary who shall be elected from among its members of the Board of Directors at the organizational meeting following the annual election of directors.

### **Section 2 - Term of Office**

Each officer shall serve for a term of one year beginning July 1<sup>st</sup> and until his/her successor is elected and qualified. No person shall serve in an office for more than three (3) consecutive terms. The Board of Directors may fill vacancies occurring during such terms from names submitted by the Board Recruitment and Nominating Committee.

### **Section 3 - Duties**

The duties of the officers shall be as follows, together with such other duties as may be assigned by the Board of Directors from time to time.

**President of the Board** will preside at all meetings of the members, Board of Directors and Executive Committee; will appoint all Committee Chairs unless noted otherwise in these Bylaws; will call meetings herein provided for and such other meetings as are deemed necessary; and will perform such other duties as usually pertain to this office. No person shall be eligible for the office of President of the Board unless he/she has previously served one full year on the Executive Committee. The President of the Board attains office by automatic succession from the office of First Vice-President of the Board.

**Vice-Presidents of the Board** will serve in support of and at the direction of the President of the Board; will serve as leader of the Board of Directors in the President's absence and preside at meetings of the Board of Directors and Executive Committee in the President's absence; and will serve as the Parliamentarian for the Board of Directors and Executive Committee. The Vice-Presidents of the Board will have such duties as specifically designated to such person by the Board of Directors.

**Secretary** in the role of Secretary assures that the minutes of all meetings of the members, Board of Directors and of the Executive Committee are accurately recorded by staff; assures that notice of meetings is given; and will oversee the maintenance of the documents of the organization.

**Treasurer** in the role of Treasurer will be responsible for the oversight of all funds of the organization and will assure that same are paid out upon the direction and warrant of the Board

of Directors; will present the organization's Financial Plan to the Board of Directors for approval; will provide financial statements at all meetings of the members, Board of Directors and Executive Committee. No person shall be eligible for the office of Treasurer without having served for at least one year on the Finance Committee.

#### **Section 4 - Bond**

The Board of Directors, at its expense, shall secure a bond on behalf of the Treasurer and Executive Director and at its discretion may secure bonds on any other officers or any employee of this Corporation conditioned upon the faithful performance of the duties of the 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 or whatever kind in his/her possession or under his/her control belonging to the Corporation.

#### **ARTICLE VI – STAFF**

There shall be an Executive Director appointed by and responsible to the Board of Directors who shall administer the office of the United Way. The Executive Director shall employ by direction of the Board such staff as are deemed necessary to provide the support needed to assist the volunteers in carrying out the plans and policies of the Board.

#### **ARTICLE VII - COMMITTEES**

##### **Section 1 – Committee Chairs**

The President of the Board of Directors, with the approval of the Board, will appoint a Chair to all standing committees. All Committee Chairs and Chairs-Elect will be members of the Board of Directors. The Committee Chairs will recruit members of their committees from within the Board of Directors and may recruit from community volunteers and inform the Executive Committee of the names of recruited members.

##### **Section 2 - Executive Committee**

There shall be an Executive Committee composed as follows: President of the Board, First and Second Vice-Presidents of the Board, Immediate Past President of the Board, Secretary and Treasurer. The Executive Director shall serve as an ex-officio member of the Executive Committee.

- a. The Executive Committee shall exercise all of the powers of the Board of Directors and shall supervise the business of the organization between meetings of the Board, subject to the approval of the Board, however it shall not have the power to fill vacancies in the Officers or Board of Directors, amend this Constitution and Bylaws or exercise other powers expressly prohibited it.
- b. The President of the Board shall chair the Executive Committee.
- c. The Executive Committee may meet monthly or at the call of the President of the Board.
- d. A quorum shall consist of three (3) persons and any action by the majority of those present shall be the action of the Executive Committee.
- e. The Executive Committee shall keep regular minutes of its meetings and submit the same for examination and approval to the Board of Directors.
- f. The Executive Committee shall function as the Planning Committee gathering the information necessary to assist the United Way Board in identifying and determining how

best to fulfill its mission; conducting retreats and workshops needed for goal setting; and periodically reporting the progress toward the achievement of those goals.

- g. In an emergency situation, the Executive Committee shall have and may exercise all the necessary powers of the Board of Directors in the management of the Corporation during the intervals between the meetings of the Board of Directors. While they have the authority to act on behalf of the Board in an emergency situation, if necessary, action items will normally be reserved for regular Board of Directors' meetings. In no event shall the Executive Committee act contrary to action theretofore taken by the Board of Directors.

### **Section 3 – Campaign Committee**

There shall be a Campaign Committee whose duty it is to organize, prepare and conduct the annual fund raising campaign of the organization. The Campaign Committee of this Corporation shall consist of the campaign chairman, an individual appointed by the President. The campaign chairman shall serve as chairman of this committee. The duties of the Campaign Committee shall be to supervise and direct the campaign for funds subject to the supervision and direction of the Board of Directors.

The Campaign Chair with the Campaign Committee plans campaign strategy, sets a timetable, sets a goal, develops a theme, oversees the campaign and is responsible for raising the maximum funds.

### **Section 4 - Allocations Committee**

There shall be an Allocations Committee whose duty it is to consider and make recommendation in regard to all matters pertaining to special appropriations; the admission of partner agency members; the study of budgets of all participating organizations, recommending allocations to agencies, increases or reductions of budgets, and payment to agencies in accordance with these budget allowances and all other matters incident thereto. All acts of the Allocations Committee shall be subject to the final approval of the Board of Directors

- a. The Chair of the Media Committee is appointed by the President of the Board.
- b. The Allocations Committee shall consist of at least five (5) members appointed by the President.
- c. Board of Directors employed by a Partner Agency may not serve on the Allocations Committee.

### **Section 5 - Finance Committee**

There shall be a Finance Committee whose duty it is to create an organizational Financial Plan to recommend to the Board of Directors that would include but not be limited to the amount of funds budgeted for income from the annual campaign and other sources, allocations and other community investments, administrative and fundraising expenses, collection loss and all other organizational expenses.

- a. The Committee will work with staff to create an annual administrative budget for approval by the Board and will monitor income and expenses on an on-going basis during the year.

- b. Members of the Committee will review the monthly financial reports bringing any concerns to the attention of the Treasurer for reporting to the Executive Committee and the Board.
- c. The Committee has oversight to assure that the organization adheres to the Financial Policies, Procedures, and Practices in place at the time.
- d. The Chair of the Finance Committee shall be the Treasurer and is a member of the Executive Committee.

### **Section 6 – Audit Committee**

There shall be an Audit Committee whose purpose is to provide independent oversight into the organization's accounting and financial reporting. The Audit Committee is a sub-committee of the Finance Committee

- a. The Committee shall be composed of at least three members appointed by the Board of Directors, one of which shall have financial expertise.

### **Section 7 - Media Committee**

There shall be a Media Committee whose duty it is to develop and implement a year-round marketing/communications plan that helps inform and educate the community about the mission, activities, goals and accomplishments of the organization and its funded agencies and all related matters.

- a. The Chair of the Media Committee is appointed by the President of the Board.

### **Section 8 – Board Recruitment and Nominating Committee**

There shall be a Board Recruitment and Nominating Committee whose duty is to work to identify and recruit new Board members, provide oversight to the training of Board members, development and implement methods for evaluating the performance of the Board and its members, and develop plans to keep all Board members actively engaged in the work of the organization. Additionally, the Board Recruitment and Nominating Committee has the duty to make nominations for the annual election of Officers and Directors of the Board as otherwise noted in these Bylaws. The Committee shall also make nominations to fill any vacancies that may occur among the Directors and Officers.

- a. Nominations for the annual election shall be presented to the Board ten (10) days prior to the meeting of the year designated for elections, which shall be held in the second quarter of the fiscal year.
- b. The Committee along with the Board President are responsible for the appointment of the Campaign Chair.
- c. The Chair of the Board Recruitment and Nominating Committee is appointed by the President of the Board.

### **Section 9 – Personnel Committee**

There shall be a Personnel Committee whose duty it is to set, review and make recommendations of changes to Personnel Policies and advise the Executive Director on any personnel issues. The Committee shall consider and make recommendations in regard to all matters pertaining to personnel including, but not limited to, salary, performance and hiring and firing issues. All acts of the Personnel Committee shall be subject to the final approval of the Board of Directors.

- a. The Chair of the Personnel Committee is appointed by the President of the Board.
- b. The Personnel Committee shall conduct the annual performance review of Executive Director.

#### **Section 10 – Strategic Planning Committee**

The Strategic Planning Committee shall consist of at least four (4) members appointed by the president. They shall develop a five year Strategic Plan and monitor the future direction of the UWKC. The committee shall be responsible for the Strategic Planning Retreat.

- a. The Chair of the Strategic Planning Committee is appointed by the President of the Board.

#### **Section 11 – Policy and Procedure Committee**

The Policy and Procedure Committee shall consist of at least five (5) members appointed by the president. The committee shall be responsible to review and recommend to the board all policy and procedure issues. In addition, once a year following the annual audit shall review the audit recommendation and recommend revisions or changes to the current policy and procedure.

- a. The Chair of the Policy and Procedure Committee is appointed by the President of the Board.

#### **Section 12 – Other Committees**

The Board of Directors may establish such other committees as shall be necessary for the effective operations of this United Way consistent with its mission.

#### **Section 13 - Authority**

All acts of aforementioned committees shall be subject to the approval of the Board of Directors.

#### **Section 14 - Committee Meetings**

All standing committees shall hold meetings with such frequency and at such times and places as may be agreed upon by a majority of the members thereof, or upon the call of the Chair of the committee or of the President of the Board.

#### **Section 15 – President of Board of Directors as an Ex Officio Committee Member**

The President of the Board of Directors shall be an ex officio member of all committees of UWKC except for the Executive Committee. The President of the Board has the right, but not the obligation, to participate in the proceedings of all committees. The President of the Board is not considered part of any committee's quorum count and does not have a vote on the actions of the committees.

### **ARTICLE VIII - GENERAL PROVISIONS**

#### **Section 1 – Adoption of Policies**

The Board of Directors shall adopt policies governing the actions of volunteers, staff, and funded organizations consistent with the mission of the United Way of Knox County and the laws of the City of Vincennes, Knox County, the State of Indiana and the United States.

### **Section 2 - Rules Governing Meetings**

Robert's Rules of Order shall govern all meetings conducted pursuant to these bylaws.

### **Section 3 - Fiscal Year**

The fiscal year of this corporation shall be January 1 to December 31.

## **ARTICLE IX - AMENDMENT OF CONSTITUTION AND BYLAWS**

The Board of Directors shall be empowered to amend this Constitution and Bylaws at any meeting of the Board, assuming a quorum is present, by an affirmative vote of two-thirds (2/3) of the members present, provided that five (5) day notice of the meeting has been given and that the proposed amendments and alterations were presented at the previous meeting.

## **ARTICLE X - NON-PROFIT CORPORATION**

The purpose for which the corporation is organized is exclusively charitable within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and to engage in any other act or activity permitted by said Code section and by the Indiana Non-Profit Corporation Code. The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the net earnings of the corporations shall inure to the benefit of or be distributable to, its directors, 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 set forth herein. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, 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 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under 170(c) 13 (2) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue law). Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under 501(C) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

THESE BYLAWS, AS REVISED, WERE ADOPTED ON \_\_\_\_\_ AT A MEETING  
OF THE UNITED WAY OF KNOX COUNTY BOARD OF DIRECTORS ACCORDING TO  
ARTICLE IX AND SUPERSEDE ALL OTHER BYLAWS PREVIOUSLY ADOPTED