

# UNITED WAY OF NORTH ROCK COUNTY, INC.

## BYLAWS Revised April 13, 2004

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### ARTICLE I - NAME

The name of this corporation is United Way of North Rock County. The corporate office is located in Janesville, Wisconsin.

### ARTICLE II - MISSION AND MEANS

#### Section 1 - Mission

The mission of the United Way of North Rock County is: *Mobilizing Our Communities, Improving Lives.*

#### Section 2 - Vision

We will build a stronger north Rock County by measuring and identifying needs to effectively impact people's lives and communicate results.

### ARTICLE III - MEMBERSHIP

Membership in this corporation shall be by Contribution, Agency and Honorary.

A. Contribution Members – shall be all persons and organizations that have made contributions or pledges to this corporation during the most recent campaign. Each contributing person and organization shall have one vote in the affairs of the corporation.

B. Agency Members – shall be organizations and partners, which participate in the proceeds of this corporation's financial campaign. Agency members shall be non-voting members.

C. Honorary Life Members – shall be individuals recognized by the corporation for outstanding and devoted service to the United Way of North Rock County. Not more than two persons may be so honored in any single year. Such persons shall be selected by the board of directors and shall be voting members.

### ARTICLE IV - MEETINGS

#### Section 1 - Annual Meeting

The annual meeting of the members of the corporation shall be held during the first quarter of each year at a time and place determined by the president. The purpose of the annual meeting shall be:

- A. To elect the directors of the corporation
- B. To receive the annual reports of officers, and
- C. To transact other business which is within the power of the members.

#### Section 2 - Special Meetings

Special meetings of the members may be called at any time by the chairperson of the board or a majority of the board of directors, or shall be called by the chairperson on the written request of seventy-five (75) members of the corporation. Such written request of members shall state the purpose of the meeting. A special meeting shall be held within three weeks of receipt of such written request and at a time and place designated by the chairperson.

#### Section 3 - Notice of Meetings

Notice of any annual or special meeting of members shall be given as follows:

- A. By notifying each member of the board of directors in writing at least ten (10) days in advance of the meeting;
- B. By publishing in a newspaper, with circulation in north Rock County, at least ten (10) days in advance of the meeting, an announcement stating the time, place, and general nature of the meeting; and

C. For the annual meeting, by publishing the names of nominees for the board of directors as submitted by the executive committee.

**Section 4 - Quorum**

Twenty-five (25) members shall constitute a quorum for the transacting of business at any regular or special meeting of the members of this corporation.

**ARTICLE V - DIRECTORS**

**Section 1 - Composition**

A. The board of directors shall be composed of not fewer than fifteen (15) nor more than twenty-four (24) members elected in accordance with Section 4 of this Article. In addition, the directors shall include: the immediate past chairperson of the board of this corporation, all officers appointed under Article VII.

B. Ex-officio members may be elected at the discretion of the board with full voting rights.

**Section 2 - Meetings**

The board of directors shall meet annually as soon as possible after the annual election of directors, for the purpose of electing officers and completion of the board organization. Thereafter, the board of directors shall meet at least quarterly. The board shall meet at the call of the chairperson, the president or upon written request of a majority of the board members.

**Section 3 - Quorum**

A quorum of the board of directors shall consist of 50% of the members. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present, shall be regarded as an act of the board of directors, unless a greater number is required by law or by the Articles of Incorporation or by the Bylaws.

**Section 4 - Election and Term of Office**

A. Up to one-third of the directors shall be elected each year at the annual meeting of members for terms of three years each, from and after the date of the annual election and until their successors have been elected.

B. No director (with the exception of the Treasurer) shall be elected to more than two consecutive three-year terms.

C. The term of any director who fails to attend 75% of board meetings shall end unless extended by board action after taking into consideration special circumstances, including excused absences.

**Section 5 - Vacancies**

Vacancies in the board of directors may be filled by vote of the directors at any regular or special meeting of the directors. Each director so elected shall hold office for such unexpired term and until his or her successor is elected.

**Section 6 - Responsibilities and Authority**

The board of directors shall oversee the affairs of this corporation and be responsible for establishment of policies and objectives and for any other decisions required for the corporation. The board may delegate any responsibility except the following:

1. Approval of the annual operating budget
2. Establishment of an annual campaign goal
3. Approval of new member agencies and programs, and agency disaffiliation – a three-fourths majority vote of directors present shall be necessary on any question of affiliation or disaffiliation
4. Approval of the annual allocation of funds to participating agencies
5. Appointment of a president who will be the chief executive officer, and
6. Appointment of certified public accountants to conduct the annual audit.

**ARTICLE VI - EXECUTIVE COMMITTEE**

**Section 1 - Composition**

The executive committee shall consist of the elected officers of the corporation, the immediate past board chair and two (2) at large members of the board of directors, elected annually by the board.

**Section 2 - Responsibilities and Authority**

A. The executive committee shall have and exercise all the powers of the board of directors, in the interval between meetings, except that the executive committee shall have no power as to the election of officers or the filling of vacancies in the board or the executive committee, and, the executive committee shall have no power specifically given to the board as listed in Article V, Section 6.

B. The executive committee shall oversee matters relating to:

1. Finance
2. Personnel
3. Facilities
4. Board and officer nominations, and
5. Other issues as deemed appropriate by the board of directors, chair or president.

C. The executive committee shall meet upon call of the chairperson or president or any three (3) of its members.

**ARTICLE VII - OFFICERS****Section 1 - Officers**

A. The officers of this corporation, to be elected from among its members by the board of directors at an organizational meeting, shall be:

1. A chair of the board who shall serve as chief volunteer officer
2. A vice chair of the board
3. A president who is chief executive officer and who shall serve as secretary, and
4. A treasurer.

B. The board of directors may elect such additional officers as they may deem for the best interest of the corporation and the communities of north Rock County.

**Section 2 - Term of Office**

All officers, with the exception of the president and the treasurer, shall be elected to a term of one year or until their successors are elected, and may be elected to no more than two (2) consecutive years in the same office. The president is elected at the pleasure of the board. The treasurer may be elected to no more than six (6) consecutive years.

**Section 3 - Responsibilities**

The responsibilities of the officers shall be as follows:

A. **Chair of the Board** - The chair shall be the chief volunteer officer of the corporation and shall, subject to the control of the board of directors, have general oversight of the affairs and officers of the corporation. He or she shall preside at all meetings of the members, board of directors and the executive committee. The chair shall be an ex-officio member of all committees.

B. **Vice Chair of the Board** - In the absence or disability of the chair, the vice chair shall perform all duties of the chair and, when so acting, shall have all the powers and duties of the chair. The vice chair is the chair elect.

C. **President** - The president shall be the chief executive officer of the corporation and shall be ex-officio member of all committees. The president shall serve as secretary of the corporation and shall keep or cause to be kept minutes of all meetings of the corporation and of the board of directors, shall give or cause to be given notice of all meetings of members and of the board of directors. The president shall perform such other duties as may be delegated to him or her by the board of directors or the Bylaws. He/she shall sign, with the appropriate officer(s), in the name of the corporation, all contracts authorized by the board of directors and when necessary shall affix the corporate seal thereto. The president shall maintain a policy manual.

D. **Treasurer** - The treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the financial transactions of the corporation. He or she shall deposit, or cause to be deposited all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. He or she shall disburse or cause to be disbursed, the funds of the corporation in such manner as may be ordered by the board of directors. He/she shall render to the chair and directors, or cause to be rendered, whenever requested, an account of the financial condition of the corporation.

Section 4 - Vacancies

A vacancy in any office caused by death, resignation, disqualification or any other cause shall be filled by the board of directors.

**ARTICLE VIII - ORGANIZATION**Section 1

A. Board organization shall be:

- Community Building
- Resource Development, and
- Brand Strategy and Marketing

B. Special Board Committees - Special committees, as are deemed advisable by the board of directors, may be appointed in the manner prescribed in Section 2 of this article.

Section 2 - Appointment and Terms of Office

A. Chairs and members shall be appointed by the chair of the board and ratified by the board of directors, except as directed by the Bylaws. Members may, but need not be members of the board of directors.

B. The term of office shall be as specified at time of appointment or until their charge is complete.

Section 3 - Community Building

A. Community Building shall consist of not less than seven (7) nor more than twelve (12) members, at least five (5) of whom shall be members of the board of directors.

B. Community Building shall oversee all matters relating to:

1. Agency relations and programs
2. Fund distribution
3. Admissions
4. Venture grants
5. Volunteer recruitment
6. First Call
7. Volunteer Network, and
8. Community building.

Section 4 – Brand Strategy and Marketing

A. Marketing shall consist of not less than five (5) nor more than nine (9) members, at least three (3) of whom shall be members of the board of directors.

B. Marketing shall oversee all communications and marketing matters relating to the organization.

Section 5 – Resource Development

A. Resource Development shall consist of not less than seven (7) nor more than fifteen (15) members, at least seven (7) of whom shall be members of the board of directors.

B. Resource Development shall oversee all matters relating to:

1. Campaign
2. Volunteer recruitment
3. Donor relations
4. Planned giving
5. Leadership giving
6. Union relations, and
7. Alexis de Tocqueville Society.

**Section 6 – Meetings and Quorum**

Board organization groups shall meet at least quarterly. A majority shall constitute a quorum for transacting business. When a quorum is present, every act or decision made by a majority of the members present shall be regarded as an act of the body.

**ARTICLE IX - MISCELLANEOUS****Section 1 - Fiscal Year**

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

**Section 2 - Procedures**

In all matters of procedure not otherwise herein provided for, Roberts Rules of Order, Revised Edition, shall prevail.

**Section 3 - Disbursing of Funds**

All checks, drafts, warrants or orders for payment of money of the corporation and such notes of the corporation as may be authorized shall be signed in the manner prescribed from time to time by the board of directors.

**ARTICLE X - AMENDMENTS****Section 1 - By Members**

New Bylaws may be adopted and these Bylaws may be amended or repealed at any meeting of the members of the corporation by two-thirds (2/3) majority vote of the members present, provided that:

- A. Notice of such meeting shall state that amendment of the Bylaws shall be considered as an item on the agenda of the meeting
- B. A copy of the proposed changes or amendments shall be available for inspection by the members at the office of the corporation, and,
- C. No amendment may be adopted which is not consistent with the Articles of Incorporation.

**Section 2 - By Directors**

New Bylaws may be adopted and these Bylaws may be amended or repealed at any meeting of the board of directors by two-thirds (2/3) majority of the members present at a meeting duly called for the purpose, provided that:

- A. Notice of such meeting together with a copy of such proposed amendment or amendments shall be sent to each director at least ten (10) days in advance of such meeting, and,
- B. No amendment may be adopted which is not consistent with the Articles of Organization.

**ARTICLE XI - DISSOLUTION**

Upon the dissolution of this corporation for any cause, the properties then in the possession of the corporation shall be turned over to such successor qualified charity (as determined under IRC 501(c)(3) as the board of directors with a two-thirds (2/3) majority vote shall determine; or in the absence of any successor organization the said properties shall be distributed among partner agencies who are determined to be 2503(c) organizations by the Internal Revenue Service, in such manner as the board of directors by a two-thirds (2/3) majority vote shall determine.