



# **CONSTITUTION**

**AND**

**BYLAWS**

**United Way of Hall County, Inc.**

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

**ARTICLE I - NAME**

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

**ARTICLE II - MISSION**

The mission of the organization shall be: Uniting people, organizations and resources to improve lives in Hall County.

**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 Review and Allocations Sub-Committee of the Community Building 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 Hall 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 Hall 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 six (36) members nor less than twenty seven (27) members.

Two members shall be representatives of the organization's Partner Agencies. The representatives must be Executive Directors of one of the Partner Agencies and will be nominated in a manner chosen by the Partner Agencies. The Executive Directors of the Agencies will submit their nominees to the Governance and Personnel Committee.

During the final quarter of the fiscal year, at a regular meeting of the Board, the Governance and Personnel Committee shall submit to the Board the names of the volunteers it recommends to replace Board members whose terms are expiring, the board officers and the name(s) of the proposed representative(s) of the Partner Agencies. 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 Governance and Personnel 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 (9) members elected each year. No director who has served two consecutive three-year terms shall be eligible for re-election until one year has elapsed, unless he has been elected to a position that would entitle him to serve on the Executive Committee for the following year.
- b. The term of office for each Partner Agency Representative shall not exceed two (2) years. Such members will be eligible to serve again after one year has elapsed.
- c. 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.

### **Section 3 - Meetings**

The Board of Directors shall meet at least quarterly and on the call of the Chair of the Board. 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. Any member who fails to attend three (3) consecutive meetings 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.

From time to time special situations arise when action by the Board of Directors is required between scheduled meetings. In these limited situations, electronic voting by email or fax is permitted. This method should be used only for issues when approval by the Board is fairly certain and discussion is not required. An affirmative vote by two-thirds of the total number of directors is required to approve any action voted on in this manner. The deliberation period for all Board action undertaken without meeting is not less than one week from the date of transmission. 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 vote during a meeting. If the criteria for email/fax voting are not met, the item will be included in the agenda for the next regularly scheduled Board meeting.

### **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 Governance and Personnel 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 Hall County. The duties of the Board shall include but not be limited to the following:

- a. 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.
- b. Admission and defunding of Partner Agency Members.

- c. Appointment of needed committees and the supervision of the work of all committees.
- d. Review and approval/disapproval of all fund distributions to Partner Agencies, and non-member organizations based upon the recommendations of the Review and Allocations Sub-Committee of the Community Building Committee or the Executive Committee.
- e. The submission of a report of its activities at the annual meeting of the membership.
- f. 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.
- g. Authorization of all new initiatives, programs, official collaborations and activities assuring consistency with the mission of the United Way of Hall County.

## **ARTICLE V – OFFICERS**

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

The officers of the United Way of Hall County shall consist of Chair of the Board, Chair-Elect of the Board and Secretary/Treasurer. The Chair-Elect of the Board and the Secretary/Treasurer shall be elected by a majority vote of members of the Board of Directors present at a monthly meeting during the final quarter of the fiscal year.

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

Each officer shall serve for a term of one year beginning May 1<sup>st</sup> and until his 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 Governance and Personnel 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.

**Chair 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 Chair of the Board unless he/she has previously served one full year on the Executive Committee. The Chair of the Board attains office by automatic succession from the office of Chair-Elect of the Board.

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

**Secretary/Treasurer** 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.

**Secretary/Treasurer** in the role of Treasurer will chair the Finance Committee; 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.

## **ARTICLE VI – STAFF**

There shall be a President/Chief Professional Officer appointed by and responsible to the Board of Directors who shall administer the office of the United Way. The President 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 Chair of the Board of Directors, with the approval of the Board, will appoint a Chair to the Marketing and Communications Committee. The Chairs of the Resource Development Committee and Community Building Committee attain office by automatic succession from the position of Chair-Elect. The Secretary/Treasurer is the Chair of the Finance Committee. The Chair-Elect of the Board is the Chair of the Governance and Personnel Committee. 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 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: Chair of the Board, Chair-Elect of the Board, Immediate Past Chair of the Board, Chair Resource Development Committee, Chair-Elect Resource Development Committee, Chair of the Community Building Committee, Chair-Elect of the Community Building Committee, Chair of the Marketing and Communications Committee, and the Secretary/Treasurer. The President/Chief Professional Officer 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 Chair of the Board shall chair the Executive Committee.
- c. The Executive Committee may meet monthly or at the call of the Chair of the Board.
- d. A quorum shall consist of five (5) 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 be responsible for acquiring the information necessary to assist the United Way Board in identifying and determining how best to fulfill its mission.
- g. The Executive Committee will be responsible for the administration and enforcement of the Executive Compensation Policy for the organization.
- h. In the event of a temporary short-term planned or unplanned absence of the President/Chief Professional Officer, the Executive Committee is authorized to develop and implement a temporary staffing strategy that may include the appointment of an acting President/Chief Professional Officer.
- i. 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. In no event shall the Executive Committee act contrary to action theretofore taken by the Board of Directors.

### **Section 3 - Resource Development Committee**

There shall be a Resource Development Committee whose duty it is to organize, prepare and conduct the annual fund raising campaign of the organization as well as other means of resource development such as endowments, planned giving, grants and special events and to perform all related functions incident thereto.

- a. The Chair and Chair-Elect of the Resource Development Committee shall be members of the Executive Committee.
- b. The Chair attains office by automatic succession from the position of Chair-Elect.

### **Section 4 - Community Building Committee**

There shall be a Community Building Committee whose duties are defined in the Community Building Committee Charter.

- a. The committee shall perform such other duties as may be assigned to it from time to time by the Board of Directors.
- b. The Chair and Chair-elect of the Community Building Committee shall be members of the Executive Committee.
- c. The Chair attains office by automatic succession from the position of Chair-Elect.
- d. There will be a **Review and Allocations Sub-Committee**, a Sub-Committee of the Community Building Committee, whose duties will be to investigate all applications from Partner Agency members for funding allocations to meet their

budgeted needs, and to submit to the Board of Directors its findings and recommendations for action with respect to such allocations.

1. Members of the Sub-Committee will be recruited volunteers from the community and will reflect the diversity of the community.
2. The Chair of the Sub-committee attains office by automatic succession from the position of Vice-Chair.
3. The Chair of the Community Building Committee will appoint a Vice-Chair, such appointment subject to approval by the Board of Directors.

### **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 Secretary/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.

- a. The Committee shall be composed of at least three members appointed by the Board of Directors, one of which shall have financial expertise.
- b. The functions and responsibilities of the Audit Committee will be defined in the Audit Committee Charter and include but are not limited to:
  - i. Retaining and terminating the independent auditor.
  - ii. Reviewing the terms of the auditor's engagement every five years.
  - iii. Overseeing the performance of the independent audit.
  - iv. Conferring with the auditor to ensure that the affairs of the organization are in order.
  - v. Recommend approval of the annual audit to the Board of Directors.
  - vi. Overseeing policies and procedures for encouraging whistleblowers to report questionable accounting or auditing matters of the organization.
  - vii. Approving any non-audit services performed by the auditing firm.
  - viii. Reviewing adopting and implementation of internal financial

- controls through the audit process.
- ix. Monitoring the organizations response to potentially illegal or unethical practices within the organization, including but not limited to fraudulent accounting.

### **Section 7 - Marketing and Communications Committee**

There shall be a Marketing and Communications 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 Marketing and Communications Committee is a member of the Executive Committee.

### **Section 8 – Governance and Personnel Committee**

There shall be a Governance and Personnel Committee whose duty it is to set, review and make recommendations of changes to Personnel Policies and advise the President/Chief Professional Officer on any personnel issues. The committee shall consist of seven to ten members from the board and be chaired by the Chair Elect of the Board. The committee members will be submitted to the board of directors for final approval. Additionally, the Governance and Personnel Committee has the duty of board development. These responsibilities include but are not limited to:

- a. Vetting and nominating potential new board members to assure that the board is composed of qualified members who fairly represent the community which the organization serves.
- b. Enforcement of the board member term limits as defined in the bylaws.
- c. Assure oversight to the training of Board members.
- d. Develop, implement and assess results of methods for evaluating the performance of the Board and its members.

### **Section 9 – Ethics Committee**

There shall be an Ethics Committee whose duties it is to establish and maintain an ethics program as prescribed by the Ethics Committee Charter. The Chairman of the Committee is appointed by the Chair of the Board of Directors subject to approval by the Board of Directors. The Chair will convene the full committee as warranted to fulfill the duties and responsibilities of the committee.

### **Section 10- 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 11- Authority**

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

### **Section 12 - 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 Chair of the Board.

### **Section 13 - Chair of Board of Directors as an Ex Officio Committee Member**

The Chair of the Board of Directors shall be an ex officio member of all committees of UWHC except for the Executive Committee. The Chair of the Board has the right, but not the obligation, to participate in the proceedings of all committees. The Chair 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 Hall County and the laws of the City of Gainesville, Hall County, the State of Georgia 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 May 1 to April 30.

## **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 Georgia 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) (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 NOVEMBER 16, 2011 AT A MEETING OF THE UNITED WAY OF HALL COUNTY BOARD OF DIRECTORS ACCORDING TO ARTICLE IX AND SUPERSEDE ALL OTHER BYLAWS PREVIOUSLY ADOPTED.**