



**UNITED WAY OF HALL COUNTY
RESTATED BYLAWS
APPROVED MARCH 27, 2013**

**AMENDED AND RESTATED BYLAWS OF
UNITED WAY OF HALL COUNTY, INC.**

ARTICLE ONE

Name and Location

1.1 Name. The name of this Corporation shall be United Way of Hall County, Inc.

1.2 Registered Office and Agent. The Corporation shall maintain a registered office in the State of Georgia, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with the requirements of the Georgia Nonprofit Corporation Code.

ARTICLE TWO

Purpose and Governing Instruments

2.1 Nonprofit Corporation. The Corporation shall be organized and operated as a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code.

2.2 Purpose. The purpose of the Corporation is exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Corporation shall at all times be operated to fulfill its mission and serve as an avenue for individuals and companies to invest in the community to address identified needs through solicitation and management of financial resources, advocacy and volunteerism.

2.3 Governing Instruments. The Corporation shall be governed by its articles of incorporation and these Bylaws.

ARTICLE THREE

Board of Directors

3.1 Authority and Responsibility. The governing board of the Corporation shall be the Board of Directors. All the powers, duties, and functions of the Corporation conferred by the articles of incorporation, these Bylaws, state statutes, common law, court decisions and otherwise shall be exercised, performed or controlled by the Board of Directors. The duties of the Board of Directors shall include but not be limited to the following:

a. The adoption of such policies and procedures for the operation of the Corporation as are designed to fulfill the mission of the Corporation.

b. The creation and oversight of committees deemed necessary for the operation of the Corporation.

c. The supervision, control and direction of the management, affairs and property of the Corporation.

d. The determination of objectives for and manner of disbursement of funds.

e. The assurance that no part of the net earnings or capital of the Corporation is used for the benefit of any director, officer, private persons or individuals or any other organization than a tax-exempt entity.

3.2 Number and Qualification. The Board of Directors shall consist of not less than twenty-seven (27) nor more than thirty-six (36) voting members. The Board of Directors shall consist of persons interested in the affairs of the Corporation and representative of the community served.

3.3 Funded Organizations. Two (2) members of the Board of Directors shall be representatives of the organizations that receive funding from the Corporation. The representatives must be Executive Directors of those organizations and selected in a manner determined by the Corporation.

3.4 Nominations. During the final quarter of the Corporation's fiscal year at a regular meeting of the Board of Directors, the Governance Committee shall present nominations for each seat on the Board which is vacant or about to expire. Additional nominations may be made from the floor at the meeting.

3.5 Elections. New Directors shall be elected at a regular meeting of the Board of Directors during the last quarter of the Corporation's fiscal year by a vote of the Directors as provided in Article 4, Section 4 of these Bylaws. Duly elected Directors and Officers will take office at the beginning of the Corporation's fiscal year.

3.6 Term of Office. The Board of Directors shall be divided into three (3) classes of Directors with the three (3) classes having staggered three year terms, so that the terms of not more than one-third (1/3) of the Board members are expiring in any one year. Each Board member shall be elected for terms of three (3) years and no Board member shall serve for more than six (6) consecutive years, unless elected to a position that entitles that person to be a member of the Executive Committee the following year. Representatives of funded organizations are elected for terms of two (2) years, and are not eligible for re-election until one year has elapsed since the end of their term. The Board of Directors may elect a member to serve for a term of less than three (3) years if that person's election serves a specific need on the Board of Directors.

3.7 Removal. Any Board member may be removed either for or without cause at any regular, special or annual meeting of the Board of Directors by the affirmative vote of a majority

of all of the Board members then in office, if notice of intention to act upon such matter shall have been given in the notice calling such meeting. A removed Board member's successor may be elected at the same meeting to serve the unexpired term.

3.8 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 nominees to the Board to fill 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.

3.9 Compensation. No Board member of the Corporation shall receive, directly or indirectly, any salary or compensation for service.

3.10 Conflict of Interest. The Board of Directors of the Corporation will from time to time adopt a conflict of interest policy which shall govern transactions between the Corporation and any Board member, or organization and/or person with which any Board member is in any way interested or involved.

3.11 Advisory Board. The Board of Directors may, at their discretion, create an Advisory Board which consists of individuals who bring unique knowledge and/or skills to offer expert advice to the elected Board of Directors. An Advisory Board does not have formal authority, neither are they bound by the legal duties imposed on the elected board members nor is the elected Board of Directors bound by their recommendations. Members of an Advisory Board are appointed by the Board of Directors with duties and responsibilities as defined in the Advisory Board Charter.

ARTICLE FOUR

Meetings of the Board of Directors

4.1 Meetings. The Board of Directors shall meet at least once each quarter. Notice of the time and place of each regular meeting shall be given no less than five (5) days before such meeting.

4.2 Annual Meeting. There shall be an annual meeting of the Board of Directors held 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. Notice of the time and place of such Annual Meeting will be given no less than fifteen (15) days before the meeting.

4.3 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board or by any five (5) of the Directors in office at that time. Notice of the time, place and purpose of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours before such meeting.

4.4 Quorum. 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.

4.5 Action Without a 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.

4.6 Attendance at Meetings. Members of the Board of Directors shall attend all meeting unless absence is unavoidable. Any member who fails to attend three (3) consecutive meetings may be removed from the board by a majority vote of the other members.

ARTICLE FIVE

Officers

5.1 Number. The executive officers of the Corporation shall consist of a Chairperson, a Chairperson-elect, one or more committee Chairpersons and Chairpersons-elect, a Secretary/Treasurer, the immediate past Chairperson and a President.

5.2 Election and Term of Office. The officers of the Corporation, including the Chairperson, the President and the Secretary/Treasurer, shall be elected by the Board of Directors of the Corporation and shall serve until their successors have been elected in accordance with these By-Laws, or until their earlier death, resignation, removal, retirement or disqualification. Those officers not engaged in the active day-to-day management of the Corporation on a full time basis shall be elected at one-year intervals and no person may serve in an office for more than three (3) terms. The term of office shall follow the Corporation's fiscal year.

5.3 Removal. Any officer elected by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation will be served thereby.

5.4 Vacancies. A vacancy in any office arising at any time and from any cause may be filled for the unexpired term at any meeting of the Board of Directors.

5.5 Chairperson. The Chairperson of the Board will preside at all meetings of the 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 Chairperson of the Board unless he/she has previously served one full year on the Executive Committee. The Chairperson of the Board attains office by automatic succession from the office of Chairperson-Elect of the Board.

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

5.7 Secretary/Treasurer. The Secretary/Treasurer assures that the minutes of all meetings of the Board of Directors and of the Executive Committee is accurately recorded by staff, assures that notice of meetings is given, oversees the maintenance of the documents of the Corporation, chairs the Finance Committee, is responsible for the oversight of all funds of the Corporation and will assure that same are paid out upon the direction and warrant of the Board of Directors, presents the Corporation's annual budget to the Board of Directors for approval and will provide financial statements to the Board of Directors and Executive Committee as requested. No person shall be eligible for the office of Secretary/Treasurer without having served at least one year on the Finance Committee.

5.8 President. The President shall be the chief executive officer of the Corporation and as such, shall exercise general supervision of all operations and personnel of the Corporation, subject to the control of the Board of Directors. The President shall perform all duties and have authority and powers as the Board of Directors prescribe.

ARTICLE SIX

Committees

6.1 Committee Chairpersons. The Chairperson of the Board, subject to approval by the Board, will appoint a Chairperson to the Marketing and Communications Committee, the Audit Committee and the Ethics Committee. The Chairpersons of the Resource Development Committee and Community Investment Committee attain office by automatic succession from the position of Chairperson-Elect. The Secretary/Treasurer is the Chairperson of the Finance Committee. The Chairperson-Elect of the Board will serve as the Chairperson of the Governance and Personnel Committee. All committee Chairpersons and Chairpersons-Elect will be members of the Board of Directors. The committee Chairpersons will recruit other members of their committees from within the Board of Directors and from community volunteers.

6.2 Executive Committee. There shall be an Executive Committee composed of the Chairperson of the Board, Chairperson-Elect of the Board, Immediate Past Chairperson of the

Board, Resource Development Committee Chairperson and Chairperson-Elect, Community Investment Committee Chairperson and Chairperson-Elect, Marketing and Communications Committee Chairperson 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 Corporation 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 Chairperson 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 Board of Directors 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 Corporation.
- h. 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.

6.3 Resource Development Committee. There shall be a Resource Development Committee whose duty it is to organize, prepare and conduct the annual fundraising campaign of the Corporation, as well as other means of resource development such as endowments, planned giving, grants and special events, and to oversee all functions related to their purpose.

6.4 Community Investment Committee. There shall be a Community Investment Committee that is organized in a manner that provides maximum volunteer participation in the alignment, coordination and oversight of the Corporation's community investment strategic priorities and resources, including but not limited to distribution of funds, community issues research and evaluation, participation in community initiatives and program services provided directly by the Corporation.

6.5 Finance Committee. There shall be a Finance Committee whose duty it is to assist the Board of Directors in ensuring the financial viability of the Corporation and whose composition and responsibilities are further defined in the Finance Committee Mandate and Governance policy.

6.6 Audit Committee. There shall be an Audit Committee whose purpose is to provide independent oversight into the Corporation's accounting and financial reporting and whose composition and responsibilities are further defined in the Audit Committee Charter.

6.7 Marketing and Communications Committee. There shall be a Marketing and Communications Committee whose duty it is to develop and implement a comprehensive marketing/communications strategy that informs and educates the community about the mission, activities, goals and accomplishments of the Corporation.

6.8 Ethics Committee. There shall be an Ethics Committee whose duties it is to establish and maintain an ethics program as defined by the Ethics Committee Charter.

6.9 Governance and Personnel Committee. There shall be a Governance and Personnel Committee whose duty it is to determine and review the Corporation's 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 Chairperson-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 Corporation serves.
- b. Enforcement of the board member term limits as defined in these 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.

6.10 Authority. All acts of any committee shall be subject to the approval of the Board of Directors.

6.11 Committee Meetings. All 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 Chairperson of the committee or of the Chairperson of the Board.

6.12 President as an Ex Officio Committee Member. The President of the Corporation shall be an ex officio member of all committees but is not considered part of any committee's quorum count and does not have a vote on the actions of the committees.

ARTICLE SEVEN

Miscellaneous

7.1 Fiscal Year. The Board of Directors is authorized to fix the fiscal year of the Corporation and to change the same from time to time as it deems appropriate.

7.2 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board of Directors and any committees having authority of the Board of Directors. The Corporation shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors.

ARTICLE EIGHT

Amendments

8.1 Power to Amend Bylaws. The Board of Directors shall be empowered to amend these 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) days notice of the meeting has been given and that the proposed amendments and alterations were presented at the previous meeting.

ARTICLE NINE

Adoption of Bylaws

9.1 Adoption. These Bylaws, as revised, were adopted on March 27, 2013 at a meeting of the Board of Directors according to Article Four and supersede all other Bylaws previously adopted.