

United Way of Merced County

Bylaws

ARTICLE I

Name

The name of this organization shall be the United Way of Merced County. The area to be served by this organization is Merced County. The Directors may take action to expand or decrease the area to be served.

ARTICLE II

Not for Profit

This corporation is a non-profit corporation as defined in Sections 167 and 5000 of the California Corporations Code. This organization is a 501 c (3) non-profit corporation as defined by the IRS.

ARTICLE III

Mission Statement and Purpose

MISSION STATEMENT: To improve lives in Merced County by mobilizing the caring power of the community.

PURPOSE – The purpose of the organization shall be:

1. To establish and maintain an effective, coordinated, fund raising program each year including an annual campaign for the support of the participating agencies and to develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community.
2. To assess the ability of human service agencies applying for funds to provide their services effectively and efficiently, and to use that assessment to determine the allocation of funds that year in such a manner that donations have maximum impact on the human service needs of our community.
3. To solicit and receive money and property and to hold, invest, expend and disburse this money and property to support community partners.
4. To encourage and assist in the development of appropriate programs dedicated to providing service to all residents of the area.
5. To enable individuals to work together to study and evaluate health, welfare, and recreation needs and services and to engage in necessary and appropriate action to help resolve such needs and improve such services, and to stimulate public awareness of problems and opportunities in these fields.
6. To encourage high standards of performance in the Community organizations agencies serving the area, to foster a high degree of coordination and cooperation among such agencies, to offer consultative service to these agencies, and to conduct, or encourage other organizations to conduct, appropriate services to maintain an optimum degree of coordination.

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7. To cooperate with and assist other community organizations with similar purposes.
 8. To cooperate with other organizations in raising funds for similar purposes.
 9. To receive, by gift or bequest, money or other property, and to use, invest, or disburse such money and property in accordance with the directions and intentions of the donor (1) specifically or by clear implications intended by the donor to be included as part of the funds raised in the annual campaign or (2) designated by the donor for some other specified purposes.

ARTICLE IV Directors

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1. The affairs of this corporation shall be under the control of a Board of Directors consisting of no more than twenty-five (25) persons, all of whom shall be volunteers and shall not be paid personnel of this corporation nor any organization receiving financial support from this corporation.
 2. The Board of Directors shall elect its Directors for 3 year terms. The number of terms served is not restricted. Directors shall annually reaffirm their obligation to fulfill the duties of a Director by signing a Director's Agreement and Conflict of Interest Statements. Those documents will be maintained in the individual's United Way file.
 3. Directors of this corporation shall serve without compensation. Directors are expected to volunteer their time and pay for their meals at committee meetings and local functions. Directors will be reimbursed for appropriate expenses incurred in transaction of the business of the corporation as defined by the Board of Directors.
 4. Any Director may be removed from office by a two-thirds vote of the Directors present at a regular meeting of the Board, upon showing of good cause or in the event the Director either has had six (6) excused absences from regular meetings of the Board or has been absent from three (3) meetings of the Board without good cause within a 12 month period.
 5. Directors are required to make an annual financial contribution to United Way.
 6. The Corporation shall maintain Director's liability insurance.
 7. A Board Development Committee shall be formed to attract, interview, and recommend nominations to the Board of those individuals who have a demonstrated or otherwise sincere concern for the health, welfare, and recreational needs of the residents of the area and who are broadly

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97 representative of all aspects and points of view in the area including, but not
98 limited to, geographic, ethnic, racial, religious, age, sex, income, management,
99 labor, professions, and other civic interests.

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101 Directors are encouraged to recruit and/or submit their recommendations for new
102 Board members throughout the year to the Board Development Committee chair
103 and/or Executive Director.

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105 The nominees shall have a desire to serve the community with an overriding goal
106 of strengthening the organization and fulfilling its mission in the community. The
107 nominee's prior participation as a United Way volunteer with the Campaign or
108 with the Allocation Committee is desirable. After the Committee review process
109 is completed, the Chair shall present the nominee applicants to the Board for
110 approval. Approval shall occur by vote of a simple majority.

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112 New Board members shall receive an orientation/training within 90 days of
113 joining the Board.

114 115 116 **ARTICLE V** 117 **Conducting Business** 118

- 119 1. It shall take a simple majority of the active members of the Board of Directors to
120 constitute a quorum.
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122 2. When less than a quorum is present at a meeting, the President may call for
123 special voting to establish a quorum. In special voting, members present will
124 conduct business in the usual manner, but absent members votes will be
125 solicited by staff using e-mail or telephone.
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127 3. Action by the Board outside of a meeting may occur through vote by phone or
128 email if all Directors are contacted, the issue for vote is clearly stated to all
129 Directors and a majority of Directors vote on the issue.
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131 4. Meetings:
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- 133 a. Regular Meeting – the Board of Directors will meet monthly, at a time and
134 place to be designated by the President. At a regular meeting, the Board
135 may transact any business whatsoever concerning the affairs of this
136 corporation. Whenever a meeting is to be held on other than the regular
137 meeting date or time, all effort will be made to give Directors notice of such
138 change by mail at least seven (7) days before the meeting.
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140 b. Special Meetings - special meetings of the Board of Directors may be called
141 by the President or anyone duly acting in his/her stead. Notice of the
142 holding of these special meetings shall be given in such a manner and in
143 such time as will afford every member of the Board a reasonable
144 opportunity to be present. The notice should specify the subject matter of
145 the meeting and the meeting may not depart from such subject matter.
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147 5. The Board of Directors shall cause the financial records of the corporation to be
148 audited annually.
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150 6. The Board of Directors shall cause an annual Budget to be prepared which shall
151 be approved by the Board.
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ARTICLE VI Associate Directors

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157 1. There shall be positions within the Board of Directors known as Associate
158 Directors.
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160 2. Associate Directors shall be donors who wish to support the efforts of the Board
161 of Directors to accomplish their mission but do not have the time to regularly
162 attend board meetings. They are always welcome to attend Board meetings and
163 are encouraged to provide insight and opinions regarding the operation of the
164 organization. Though Associate Directors are not authorized to vote on Board
165 matters, their opinions are valued and will be given due consideration by
166 Directors.
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168 3. Associate Directors will be sent a copy of Board agendas and other information
169 at the same time as agendas are mailed to the Directors.
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171 4. Associate Directors will be invited to functions of the organization and, from time
172 to time, asked to help on projects.
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ARTICLE VII Officers

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178 1. The officers of this corporation shall be the President, First Vice President,
179 Second Vice President Treasurer, Executive Director (ex officio), and the
180 immediate past President, all of whom shall be selected from members of the
181 Board of Directors, and make up the Executive Committee of the organization.
182 The officers shall be approved by a simple majority vote of the Board of
183 Directors. All officers shall hold office for one year and until their successors are
184 elected by the Board of Directors. Vacancies in these offices shall be filled by
185 the Board of Directors.
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- 187 2. The President of the corporation shall preside over all meetings of the
188 membership and the Board of Directors. He/she shall be the executive head of
189 the corporation.
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- 191 3. The First Vice President shall assume the just stated duties of the President in
192 his/her absence or his/her inability to act. He/she shall have such other duties as
193 the President may from time to time assign.
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- 195 4. The Second Vice President shall assume the just stated duties of the President
196 in the absence of both the President and the First Vice President or their inability
197 to act. He/she shall have such other duties as the President may from time to
198 time assign.
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- 200 5. The Treasurer shall supervise the Agency's compliance with proper accounting
201 procedures, and the keeping of the full and accurate accounts of receipts and
202 disbursements, in the books of the corporation. He/she will also supervise the
203 depositing of all moneys and other valuable depositories as may be designated
204 by the Board of Directors and shall render to the Board of Directors at the regular
205 meetings of the Board, or where ever they may require it, an account of all
206 transactions, and the financial condition of the corporation.
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- 208 6. The Executive Director shall provide secretarial support to the Board of Directors
209 such as the preparation of agendas, minutes, correspondence, including the
210 financial reports.
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ARTICLE VIII Committees

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- 215 1. The Board of Directors is authorized to create and maintain whatever standing and
216 special committees it may desire, including: Audit, Finance, Campaign, Board
217 Development, Allocations Community Investment and others as needed.
- 218 2. Chairs of the standing committees shall be members of the Board of Directors.
- 219 3. There shall be an Executive Committee comprised of the officers of the
220 Corporation. The Executive Committee shall meet prior to each Board meeting and at
221 such other times as the President so decides. The primary purpose of the Executive
222 Committee is to establish the business to be conducted at each Board meeting.
- 223 4. The members of the Audit Committee shall be different than the members of the
224 Finance Committee. Then Audit Committee is responsible to hire an auditor to
225 conduct an audit each fiscal year. The auditor shall report its findings to the audit
226 committee.
- 227 Every effort shall be made to include community volunteers on committees.

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ARTICLE IX Executive Director & Staff

1. The Executive Director shall be employed by and shall be responsible to the Board of Directors.
2. The Executive Director shall have day-to-day administrative and operational responsibilities for the corporation and shall direct the programs of the corporation under the general direction of the Board of Directors. He/she shall employ such professional and clerical staff as is deemed necessary, within the authorized budget, and shall have such other duties as may be assigned by the Board of Directors.
3. The Executive Director and staff shall be bonded.
4. The Executive Director and staff are "at-will" employees.
5. The Executive Director shall be supervised by the Board President and shall receive an annual written performance evaluation by the President that will also be presented to the Board by the President.

ARTICLE X Checks

All checks, or demands for money and notes of this corporation shall require two (2) signatures, one of which shall be that of an officer of this corporation, and such other person or persons as the Board of Directors designates.

ARTICLE XI Fiscal Year

The fiscal year of this corporation shall be from July 1 to June 30.

ARTICLE XII Non Discrimination

This corporation shall not in any way, in the employment of personnel, in the distribution of funds, or in any facet of its endeavors, unlawfully discriminate against any person or persons on the basis of race, color, religion, national origin, ancestry, marital status, physical disability, mental disability, sex, age, or sexual orientation.

ARTICLE XIII Amendments

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276 These bylaws may be amended, repealed, and new bylaws adopted by a two-thirds
277 majority vote of the Board of Directors at any regular or special meeting.