

BY-LAWS for UNITED WAY of WINNESHIEK COUNTY

ARTICLE I Membership and Voting

Section 1. The members of the Corporation shall consist of the members of the Board of Directors of the Corporation, elected elsewhere in these by-laws.

Section 2. Each member shall have one vote at any election or upon any motion coming before a meeting of the membership.

ARTICLE II Meetings of Board of Directors

Section 1. Place and Time: The Board of Directors shall determine the place, hour and date of the Annual Meeting of the Board of Directors at least 10 days in advance thereof. Annual Meeting shall be combined with the January meeting of the Board of Directors.

Section 2. Public Notice: Written notice of the Annual Meeting of the Board of Directors shall be emailed by the Secretary to each member at least 10 days prior to the date in which such meeting will be held. Such notice shall specify the hour, day and place of said meeting.

Section 3. Special Meetings: Special Meetings of the Board of Directors shall be called by the Board of Directors. Notice of a Special Meeting shall be given by the Secretary in the same manner as for the Annual Meeting, except that the notice shall also specify the purpose of the meeting. Business conducted at a Special Meeting shall be confined to such expressed purpose.

ARTICLE III Fiscal Year

Section 1. The fiscal year of this Corporation shall commence on April 1 of each year.

ARTICLE IV Amendments

Section 1. These By-laws may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present and voting, provided that notice of the proposed amendment, in substance, is contained in the notice of the meeting.

ARTICLE V
Board of Directors

Section 1. The affairs of this Corporation shall be under the control of a Board of Directors, all of which shall be volunteers.

Section 2. The Board of Directors shall be persons representative of diverse elements of the community including taxpayers, donors, users of community services and persons affiliated with agencies and organizations serving the community.

Section 3. Members shall be elected to a three-year term on the Board of Directors, with staggered terms, so that ideally one-third of the Board is chosen each year. The Board term will be effective in January. Is this something we want to amend as well?

Section 4. Board Members shall attend at least 70 percent of the scheduled board meetings. In advance of expected absence Board Members should notify the Secretary or other Officer of the Board. The Secretary of the Board will notify the Executive Committee when a member fails to attend the appropriate number of meetings.

Section 5. Nominations: Any member of the board of directors may make nominations to the Executive Committee for a number of persons at least equal to the number of vacancies on the Board of Directors to be filled by election at the Annual Meeting. The Executive Committee shall present to the Board the names of such candidates in advance of the Annual Meeting of the United Way of Winneshiek County or any regular meeting for the vote of the membership. In nominating Directors, the Board of Directors shall have due regard for:

- a. establishing and maintaining, insofar as practicable, an equitable distribution of all Directors among all segments of the community as provided in the Articles of Incorporation, as they may be amended
- b. availability and willingness to discharge the duties of a Director
- c. the best interests of the Corporation
- d. including individuals with understanding and appreciation of the social welfare needs and resources of the community.

Section 6. Allocations Committee: The President shall appoint an Allocations Committee of no more than five, no less than three members. The Chair shall be designated. Members shall review all organizations' applications for allocations and make recommendations to the Executive Board for their approval. Agency members of the Board shall not be on the Allocations Committee. Also responsible for reviewing penalties under Article 8, Section 5, items (f) and (g) with each Agency at time of allocations review.

Section 7. Vacancies: In the event of any vacancy among the Directors through death, resignation or otherwise, the Board of Directors may elect a successor to hold office for the unexpired portion of the term.

Section 8. Quorum: Fifty percent of the Board of Directors shall constitute a quorum for the transaction of business. If such number of members shall not be present in person, those present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified.

Section 9. Active Participation: Board Members agree to be active participants in the campaign process and are expected to be involved in planning, solicitation, publicity/public relations and events as needed. Lack of participation during the campaign process may result in termination from the Board.

ARTICLE VI Officers

Section 1. Nomination and Election: The Board of Directors shall submit to the Executive Committee a list of nominees for the various offices. The Executive Committee shall present to the Board the names of such candidates in advance of the Annual Meeting of the United Way of Winneshiek County or any regular meeting for the vote of the membership.

Section 2. The officers and their duties and terms shall be:

- a. President: The President shall preside at all meetings of the United Way of Winneshiek County, act as Chair of the Board of Directors and of the Executive Committee, appoint all committees, be an ex-officio member of all committees, and shall perform such duties as usually pertain to such office. The President will fulfill this role for one year and will then take on the duties of Past President. The President may be recalled for cause by a majority vote of the Directors.
- b. Vice President/Campaign Chair: The Vice President shall discharge the duties of the President in the event of disability or other inability to act or in absence of the President. The Vice President will also serve as Campaign Chair and shall coordinate the fundraising campaigns and provide direction for the campaign team leaders. The Vice President/Campaign Chair will fulfill this role for one year and will then take on the duties of President. The Vice President may be recalled for cause by a majority vote of the Directors.
- c. Treasurer: The Treasurer shall have charge of all funds and securities of the United Way of Winneshiek County and shall keep full and accurate accounts of receipts and disbursements in books, belonging to the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors. All checks and evidence of withdrawal shall be signed or countersigned in such manner as the Board of Directors shall determine. The Treasurer shall render to the Board of Directors at the regular meetings, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation. The Treasurer shall fulfill this role for a term of one year or until their successors are elected and qualify; and may be recalled for cause by a majority vote of the Directors.
- d. Secretary: The Secretary shall keep the books and records of the Corporation and the following duties
 - a. Shall keep the minutes of the Board of Directors
 - b. Shall keep the minutes of the Executive Committee in order to compile an agenda for the regular Board meetings
 - c. Shall issue all notices of meetings in conformity with these By-laws
 - d. Shall perform such other duties as may be delegated and as are usually incident to the office, shall have custody of the original copy of the by-laws and all amendments thereof.The Secretary shall fulfill this role for a term of one year or until their successors are elected and qualify; and may be recalled for cause by a majority vote of the Directors.
- e. Financial Secretary: The Financial Secretary shall deposit all moneys or other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Financial Secretary shall fulfill this role for a term of one year or until their successors are elected and qualify; and may be recalled for cause by a majority vote of the Directors.
- f. Past President: The Past President shall serve in an advisory capacity to the current President and Vice President. The Past President will fulfill this role for one year.
- g. Vacancies: All vacancies among the officers arising from any cause whatsoever shall be filled by a majority vote of the Board of Directors. Pending the filling of such vacancies, the Executive Committee shall designate a person to act in place of the officer whose office has become vacant.

ARTICLE VII Executive Committee

Section 1. Selection and Powers: The Executive Committee shall have full power to manage and conduct the business of the Corporation between meetings of the Board of Directors by the Certificate of Incorporation, these by-laws or by state law, may be exercised by the Executive Committee, whether or not specifically indicated in each case.

Section 2. Members: The Executive Committee shall consist of the President, Vice President/Campaign Chair, the Treasurer, the Secretary, the immediate past President of the Board of Directors regardless of whether the Past President is a current member of the Board of Directors, and other members of the Board of Directors, as designated by the President, such as Chairs of the standing committees.

Section 3. Quorum: A quorum of the Executive Committee shall consist of three members and a majority vote of the members present shall prevail.

Section 4. Vacancies: Vacancies on the Executive Committee shall be filled for the unexpired term by appointment of the President, subject to approval by the Executive Committee.

ARTICLE VIII Policies Relating to Organizations Receiving Support

Section 1. Single Cooperative Annual Campaign: To eliminate duplication of efforts that would be required by individual solicitation for each organization desiring support, there shall be but one annual combined fund-raising campaign in which all organizations requesting financial support and having been approved by the Board of Directors of the United Way of Winneshiek County will cooperate. Participating organizations must meet and adhere to the following guidelines to qualify for designations:

- a. The organization is a 501(c) 3 tax-exempted organization, or a qualifying local, state, or federal government agency.
- b. Funding is to provide or promote a health or human service.
- c. Funding must not be used to sustain or promote political, religious, scientific, animal welfare or cultural goals. If the function or program of an organization is unclear or in dispute the Executive Committee will meet with the organization to demonstrate how it promotes health or human services.
- d. The organization must serve people within Winneshiek County in the state of Iowa.
- e. United Way of Winneshiek County must have a completed application from a participating agency that meets the specified deadline and requirements.
- f. The organization must have been in existence for a minimum of three years.

Section 2. Application for Support: Any organization desiring support of the United Way of Winneshiek County shall make application in writing to the Board of Directors to include:

- a. A statement by the head of the organization that the governing board is familiar with the provisions of the Articles of Incorporation and the By-laws of the United Way of Winneshiek County; has voted to apply for support; and agrees to cooperate with other participating organizations in furthering the purposes of the United Way of Winneshiek County.
- b. A statement of the background, purpose, services provided, current accomplishments, and functions of the organization.
- c. The names and addresses of representatives to be contacted.

Section 3. Annual Requests: An organization desiring to participate in the proceeds of the United Way of Winneshiek County financial campaign shall submit every year a list of its officers and directors, financial statements, detailed reports of services rendered and program accomplishments. It shall also submit a request for the coming year and a proposed budget together with explanation or justification of the amount requested. That same organization must annually complete the “Application for Financial Allocation.”

Section 4. Acceptance by United Way of Winneshiek County. Applications for support shall be referred to the Allocations Committee. The Allocations Committee shall review all requests in the light of anticipated fund-raising potential compared with relative effectiveness and need of the participating organization, and in a proposed budget shall recommend specific amount to the Board of Directors, where final actions shall be taken.

Section 5. Obligations of Participants. In accepting financial support participating agencies agree:

- a. To conduct no benefit campaigns, or solicitations for financial assistance for ordinary purposes during the months of the official United Way of Winneshiek County Campaign from March 1st through April 30th nor any similar campaigns for special financial purposes within the geographic area included in the United Way of Winneshiek County except with prior consent obtained from the Board of Directors.
- b. To accept the apportionment of funds made to it by the Allocations Committee and approved by the Board of Directors.
- c. To maintain responsible management, with a qualified board of unpaid directors or administrative committee.
- d. To keep complete and regular books of account open to inspection by the duly accredited representative of the United Way of Winneshiek County.
- e. To abide by the rules and regulations promulgated by the Board of Directors of the United Way of Winneshiek County.
- f. Member agencies will agree to attend meetings designated by the Board of Directors. Member agencies should designate a specific staff person, board member, volunteer, or other person who will act on behalf of a single recipient organization and participate in the United Way Campaign activities. These representatives are required to attend 100 percent of the designated meetings March through June. If unable to meet this requirement, the Executive Committee will review participation and reserves the right to penalize the agency by loss of up to 25 percent of their allocation
- g. Member agencies also agree to be active participants in the campaign process and are expected to be involved in planning, solicitation, publicity/public relations and events as needed. Lack of participation during the campaign process may also result in loss of allocations as noted in item (f).
- h. Any agency representative may make recommendations during the open floor discussions at regularly scheduled board meetings.

In addition to the By-laws for United Way of Winneshiek County, the Code of Ethics and Diversity Statement (adapted in 2007) shall be honored by the Board, volunteers, member agencies and community partners.

Revised in 2006.

Revised in 2007.

Revised in April 2012.

Revised in May 2016.

Revised in March 2018.

Revised in April 2023.