

**BYLAWS**  
**FOR THE**  
**UNITED WAY, INC.**

**ARTICLE I**  
**NAME**

The name of this Connecticut not-for-profit corporation shall be the United Way, Inc. (hereafter referred to as the United Way).

**ARTICLE II**  
**PURPOSE**

The purpose is to be the organization people turn to through which they give their time and their money and by so doing contribute to the development of a community that values people and sees diversity as a strength and where all children are afforded the opportunity to grow into adults capable of succeeding.

**ARTICLE III**  
**UNITED WAY PARTICIPATING ORGANIZATIONS**

The Board of Directors shall adopt reasonable and uniform procedures governing the distribution of campaign proceeds to the human service organizations participating in the United Way. As a condition of participation, all organizations shall agree to comply with these standards and furnish an annual audit to the United Way.

**ARTICLE IV**  
**LIMITATIONS ON ACTIVITIES**

The general purpose for which the United Way is formed is to operate exclusively for such charitable purposes, as described in Article II, as will qualify it as an exempt organization under Internal Revenue Code section 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt under the Internal Revenue Code.

1. No part of the net earnings or assets of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or any other private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article II hereof. On liquidation or dissolution, all properties and assets of the United Way remaining' after paying or providing for all debts and obligations shall be distributed and paid over to such funds, foundation or corporation organized and operated for charitable purposes as the Board of Directors shall determine, and shall at the time, qualify as a tax-exempt

organization under Internal Revenue Code Section 501(c)(3), or as the same may be amended.

2. The United Way shall not, as a substantial part of its activities, carry on propaganda or lobbying or otherwise attempt to influence legislation.
3. The United Way shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

#### **ARTICLE V** **AREA SERVED**

The United Way shall serve participating human service organizations in connection with their services rendered in, and shall conduct its annual campaign in, those communities in and around Hartford, Connecticut, as the Board of Directors shall determine from time to time and in those communities that have chosen, or may subsequently choose, to affiliate with the United Way of the Capital Area.

#### **ARTICLE VI** **MEMBERS**

1. The corporation shall have one class of members consisting of each individual and corporate contributor to the United Way's annual campaign in the preceding calendar year.
2. An annual meeting of the members of the United Way shall be held each year on such date and at such time and place as the Board Chair shall fix, for the purpose of electing Directors and other business as may properly come before the meeting.
3. Special meetings of the members may be called by the Board Chair. Special meetings shall be called by the Board Chair or the President upon the written request of a majority of the Board of Directors or a minimum of 5% of the members. Upon receipt of the call for a special meeting, the Board of Directors shall fix the date, time and place for the meeting, which shall be held within sixty (60) days after receipt of the call for the meeting.
4. The date, time and place of the annual and any special meeting, and the purpose of any special meeting, shall be announced not less than fifteen (15) days prior to the date of the meeting in a newspaper of general circulation within the area served by the United Way.

At the annual or any special meeting, twenty-five (25) members shall constitute a quorum, and a majority of the members present shall be sufficient for approval of any matter properly before the meeting. Each member shall be entitled to one vote and there shall be no votes by proxy.

#### **ARTICLE VII** **BOARD OF DIRECTORS**

1. No person shall serve as a Director unless that person is also a member as defined in Section I of Article VI.
2. The Board of Directors shall be responsible for the management of the Corporation and the establishment of general policies.
3. The Board shall be representative of the communities served by the United Way. Directors shall be selected on the basis of community experience, management skills and dedication to the purposes of the United Way. No member of the Board shall be the chief volunteer officer or an employee of a United Way participating organization, or an employee of the United Way.
4. The Board shall consist of:
  - (a) Between twenty-five (25) and forty (40) persons. Each director shall be elected to a three-year term. There shall be three classes of directors, each class consisting of no fewer than eight (8) and no more than fourteen (14) directors. The three-year terms of each class of the Directors shall expire at each annual meeting. A new class of Directors shall be elected by the members at each annual meeting.
  - (b) The Board Chair and immediate Past Board Chair shall serve as ex-officio members of the Board of Directors with full voting privileges.
  - (c) The General Campaign Chairperson shall be an ex-officio member with full voting privileges for so long as he or she holds such position.
  - (d) Each affiliated United Way organization may appoint one representative to the United Way Board of Directors, and the duly elected Chair (or designee) of each Regional Advisory Board that may be established by United Way from time to time for the purpose of distribution of campaign proceeds and other charitable activities in communities previously served by a former affiliate of United Way shall be an ex-officio member of the United Way Board of Directors with full voting privileges. Each such appointment shall be for a term of one year.
  - (e) The Board Chair, acting with the consent of the Board, may designate as ex officio Directors with full voting privileges persons who are then serving as the Chairperson of any United Way committee. Such designation shall be effective from the date of designation until the first meeting of the Board following the annual meeting of members.
  - (f) The Board Chair may appoint to the Board of Directors two persons identified by Community Health Charities of Connecticut. These persons shall be non-voting Directors, but shall otherwise enjoy all other privileges as Directors. Such designation shall be effective from the date of designation until the first meeting of the Board following the annual meeting of members.

5. The Directors shall be nominated in either of the following ways:
  - (a) By the United Way Nominating and Governance Committee or
  - (b) In writing signed by 300 of the members and filed in the United Way office 30 days prior to the Annual Meeting. No other nominations shall be received.
6. A vacancy occurring in the Board may be filled by the vote of the remaining Directors. A Director elected to fill a vacancy shall serve for the remainder of the un-expired portion of the term of the Director being replaced.
7. No person other than the Treasurer shall be eligible for election as Director if he or she has, within one year of the date of his or her proposed election, completed two consecutive three-year terms of service as an elected Director.
8. The Board Chair shall establish a schedule of periodic regular meetings each year. Special meetings of the Board may be called by the Board Chair or President upon written request of ten (10) Directors. Notice of the date, time and place of a meeting, and the purpose of any special meeting, shall be given to each Director not less than five (5) days prior to the date of the meeting.
9. One-third of the Board of Directors shall constitute a quorum and action may be taken by majority vote of those present.
10. A Director may resign at any time by filing a written resignation with the Board.
11. Directors shall serve without compensation.

## **ARTICLE VIII**

### **OFFICERS**

1. The officers of the United Way shall be the Board Chair, President, Treasurer, Secretary and other officers as deemed necessary by the Board. All officers shall be elected by the Board of Directors. Except for the President and Secretary, all officers shall be elected from among the directors and shall serve without compensation. With the consent of the Board, the President may function as the Secretary to the Board.
2. The Board shall, after the close of the annual campaign but prior to the annual meeting, elect officers who will take office at the next annual meeting of the ensuing calendar year. The officers shall serve from annual meeting to annual meeting until their successors are elected or until resignation or removal. Incumbent officers are eligible for re-election to these positions.

3. The Board Chair shall preside at meetings of the members, the Board of Directors and the Executive Committee, shall be an ex-officio member of all committees and shall have the duties usually vested in such office and other duties as may be delegated by the Board of Directors.
4. The Chairman may not serve for more than two consecutive one-year terms unless 75% or more of the Directors vote to extend the Chairman's term for an additional one-year term.

**ARTICLE IX**  
**EXECUTIVE COMMITTEE**

1. The Board Chair shall appoint from among the Directors an Executive Committee consisting of the officers, the immediate Past Board Chair, the Chairperson of the Campaign and a minimum of three (3) and a maximum of ten (10) other Directors.
2. The Executive Committee shall be authorized to act on behalf of the Board between meetings of the Board on all matters, except that the Executive Committee may not elect or terminate officers, alter or amend the budget, alter or amend allocations, or terminate an affiliate's contract. The Executive Committee shall establish the compensation for the Senior Executives (defined as any position Vice President and above) and present to the Board for review and approval. The Executive Committee may perform these and other functions on behalf of the Board as may be expressly delegated to it from time to time by resolution of the Board.
3. The Executive Committee shall keep minutes of its meetings, and may, designate portions of the minutes confidential and not for disclosure. Such designation shall be made only for good cause, such as in the case of personnel matters, contract negotiations and prelitigation and litigation matters. One-half of the membership of the Executive Committee shall constitute a quorum and action may be taken by majority vote of those members present.

**ARTICLE X**  
**OTHER COMMITTEES**

1. There shall be a Nominating and Governance Committee and such other Committees as the Board of Directors may designate from time to time to accomplish the purposes of the United Way. The Board Chair may, from time to time and as needed, establish other non-standing Committees. Committees shall be limited in scope and power to the powers expressly delegated by the Board of Directors. The Board Chair and Committee Chairpersons shall report to the Board from time to time on the status and activities of committees.

2. All Committee Chairpersons and members of such committees shall be appointed by the Board Chair. All appointments are subject to approval of the Board.
3. The Committee members, including the Chairs, shall serve at the pleasure of the Board Chair.
4. The Board Chair and President shall be ex-officio members of all Committees.
5. Any action required or permitted to be taken at any meeting of any committee thereof may be taken without a meeting if a written consent to such action is signed by unanimous consent of such committee, and such written consent is filed with the minutes of proceedings of committee.
6. A committee member may participate in a meeting of the committee by means of conference, telephone or similar communication equipment enabling all members participating in the meeting to hear one another, and participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
7. The Nominating and Governance Committee shall nominate persons for election to the Board of Directors and as officers of the United Way, and shall submit nominations to fill vacancies which occur among the officers and directors. The committee shall consist of five (5) to eleven (11) members, and at least two (2) of the Nominating and Governance Committee members shall also be members of the Executive Committee.

## **ARTICLE XII** **PRESIDENT**

The Board of Directors shall appoint and employ a President who shall be a salaried employee of the United Way. The President shall be responsible for the administration of the United Way's activities pursuant to the policies and budgets established by the Board. The President shall employ and discharge such staff as he or she deems necessary in accordance with budget provisions and personnel policies and practices established by the Board. The President shall be an ex-officio member, without vote, of the Board of Directors, the Executive Committee, and all other committees of the United Way.

## **ARTICLE XIII** **CONTROL OF FUNDS AND PROPERTY**

The United Way is authorized to receive funds and property through gifts, endowments, bequests, devises and any other lawful means. The United Way may use and dispose of such funds and property for the United Way's lawful purposes. The Board of Directors shall have responsibility for and authority over the funds and property of the United Way. The Board shall have the authority to invest and reinvest said funds and property, subject only to the applicable

federal laws and the laws of the State of Connecticut and the conditions of any special endowments and contributions. No action may be taken which is a prohibited transaction or would result in revocation of the United Way's tax-exemption as a publicly supported charitable organization under Section 501(c)(3) of the Internal Revenue Code and the applicable Regulations.

**ARTICLE XIV**  
**FISCAL YEAR**

The fiscal year of this corporation shall end on June 30th.

**ARTICLE XV**  
**HUMAN RELATIONS POLICY**

The United Way is fully committed to assuring equal opportunity, consideration and dignity to all individuals serving this organization as employees or volunteers. It is the policy of the United Way to be inclusive of all persons, without regard to race, color, religious creed, age, marital status, familial status, national origin, ancestry, sex, mental retardation, mental disability, learning disability, lawful source of income, sexual orientation or physical disability, including but not limited to, blindness or deafness. The United Way shall promote the full realization of this policy through appropriate action

**ARTICLE XVI**  
**SEAL**

The seal of this corporation shall be circular in form and shall bear the name of the corporation, the words "State of Connecticut" and the year of its incorporation.

**ARTICLE XVII**  
**AMENDMENTS**

The Bylaws may be repealed or amended, or new Bylaws may be adopted at any regular or special meeting of the Board of Directors, at which a quorum shall be present, by an affirmative vote of not less than two-thirds of those voting. However, notice of such intended change shall be presented or mailed to each member of the Board at least fifteen (15) days prior to the meeting at which such action is to be taken.

**ARTICLE XVIII**  
**FINANCIAL RESPONSIBILITY**

The financial records of the United Way shall be audited annually by an independent certified public accountant designated by the Board of Directors. A report of the audit shall be open for inspection by members at the United Way's office during business hours. Every officer

and employee of the United Way shall be bonded for the faithful performance of his or her duties.

Adopted April 2003

Revised April 2007

Revised January 2008

Revised April 2008

Revised June 2009