

United Way of Wayne and Holmes Counties, Inc.

Code of Regulations

ARTICLE I NAME AND LOCATION

- A. The name of this Corporation shall be United Way of Wayne and Holmes Counties, Inc., hereinafter referred to as “United Way” or “Corporation.”
- B. The primary place of business of the Corporation is 215 South Walnut Street, Wooster, OH 44691.

ARTICLE II MISSION, VISION AND PURPOSES

- A. The Mission of this Corporation shall be: Mobilizing community resources to help people measurably improve their lives
- B. The Vision of this Corporation is to become *the* community leader in identifying the community’s most pressing health and human services issues and then facilitating partnerships which bring about long-term, sustainable solutions.
- C. The Purposes of this Corporation shall be as follows:
 - 1. To engage and inspire the community to create a shared vision for the future of Wayne and Holmes Counties, and to set goals for collective action to achieve that shared vision by focusing resources on root causes of key health and human service issues.
 - 2. To achieve measurable, lasting changes in community conditions and mobilize the resources necessary to improve lives.
 - 3. To provide the needed resources, both human and financial, to support community defined United Way goals.
- D. In implementing the Mission, Vision and Purposes, this Corporation shall be considered as acting for the community and the contributors to the United Way, and shall operate through a Board of Trustees.

ARTICLE III ASSOCIATIONS/PARTNERSHIPS

- A. Members
 - 1. Each contributor to the United Way annual campaign shall hereby become a Member of this Corporation for the year in which the contribution was given.

B. Agency Partners

1. Any non-profit agency or organization as determined by the IRS, serving wholly or partly in the Wayne or Holmes Counties area which provides health and human service programs that impact the community directed core impact areas, is eligible to request program funding from the Corporation.
2. Any agency which accepts funding for a program must sign an agency partnership agreement for the year in which the funding is received. Such agreement will obligate the agency or organization to conform to any requirements found in the agency partnership agreement itself, the provisions of this Code of Regulations, and any other pertinent Corporation policies set by the Board of Trustees, including any fund distribution policies.
3. Funded partner agencies will not be entitled to examine any information unless the Board of Trustees has determined such information to be available to the general public.

ARTICLE IV MEETINGS OF MEMBERS

A. Annual Meeting

1. The Annual Meeting of this Corporation shall be held in the first quarter of the year, at such time and place as shall be designated by the Board of Trustees. Members must physically attend the annual meeting in order to vote and cannot vote through “authorized communications equipment” as that term is used in Ohio Revised Code §1702.17(C).
2. Notice of the Annual Meeting shall be given through the Corporation’s website (<http://www.uwwh.org/>), not less than ten days prior to the meeting.

B. Special Meetings

1. Special Meetings of the Members may be called by the President or Executive Director, and shall be called by either of them at the request of a majority of the Board of Trustees. Members must physically attend a Special Meeting in order to vote and cannot vote through “authorized communications equipment” as that term is used in Ohio Revised Code §1702.17(C).
2. Notice of a Special Meeting shall be given through the Corporation’s website (<http://www.uwwayneholmes.org/>), not less than ten days prior to the meeting.

C. Quorum

1. At any Members' meeting, 12 Members shall constitute a quorum. At any meeting where less than a quorum is present, the meeting may be adjourned to a later date by those who attend without further notice other than the announcement of such meeting.

ARTICLE V BOARD OF TRUSTEES

A. Composition and Election

1. The fiduciary oversight, governance and leadership of the Corporation shall be vested in and exercised by a Board of Trustees consisting of a minimum of 12, but not more than 18, Trustees who shall serve until the election and acceptance of their duly qualified successors.
2. In order to be eligible to serve on the Board of Trustees, a Member must reside or work in Wayne or Holmes Counties. Trustees will be selected based on their skills, community connections and their ability to further the vision of the Corporation. The Board of Trustees will make its best effort to recruit Trustees who reflect the diversity of the service area.
3. One-third of the Trustees shall be elected at each Annual Meeting for terms of three years each. Trustees elected at the Annual Meeting shall be eligible to serve two, consecutive three year terms but must leave the Board of Trustees for a minimum of one year after serving two consecutive terms.
4. The election of the new trustees will take place at the Annual Meeting; any vacancies which occur during the year shall be filled by majority vote of the remaining members of the Board of Trustees for the unexpired term. An individual filling an unexpired term shall be deemed to be in their first term on the Board of Trustees. Trustees joining the Board of Trustees in the last year of an unexpired term shall be eligible to be elected to serve two additional, consecutive, three year terms following their appointment.
5. Election of the President, Vice President, and Treasurer shall be voted upon by current Trustees of the Board at the Annual Meeting.
6. New Trustees and those current Trustees accepting a second, three year term shall be voted upon by Members at the Corporation's Annual Meeting.
7. Any Trustee may resign at any time by giving written notice to the Executive Director of the Corporation or Board President. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance.

8. Unless specifically excused by the Board President, a Trustee's absence at three or more consecutive Board of Trustees Meetings shall be considered a constructive resignation.
9. Any Trustee may be removed from such office by a two-thirds vote of the Board of Trustees at any regular or special meeting of the Board of Trustees.

B. Individual Duties and Responsibilities of the Board of Trustees

Trustees are expected to participate in all regularly scheduled meetings, including the Annual Meeting. Additionally, they must do the following:

1. Serve on at least one of the Corporation's standing committees;
2. Assist in the solicitation of donors to the Corporation's annual campaign;
3. Make a personal donation to the annual campaign;
4. Study issues under advisement and read materials provided in advance of Board of Trustees meetings;
5. Attend fundraising or thank-you events such as the Leadership Givers Celebration, campaign kickoff and the Annual Meeting, and;
6. Support Board of Trustees decisions in public and promote a positive public image of the Corporation.

C. Functions of the Board of Trustees

1. The Board of Trustees protects and preserves organizational values on behalf of the Corporation's Members, partner agencies, and the community-at-large. The Board of Trustees shall have the authority and responsibility to assure that the purposes and goals of the Corporation are achieved.
2. The duties of the Board of Trustees shall be to establish the general policies of the Corporation, ascertain United Way's compliance with those policies and all applicable laws and regulations, to set the strategic direction of the organization, and to make sure the Corporation maintains operational excellence and is in compliance with United Way World's regulations.
3. The Board of Trustees shall appoint and employ the Executive Director who shall be the day-to-day manager and fiscal agent responsible for administration of the Corporation's program, finances, and personnel within the framework of the policies, principles and practices established by the Board of Trustee to manage the business affairs of the Corporation, and they shall review said Executive Director and his/her salary yearly.

4. The Board of Trustees shall approve the Annual Budget of the Corporation
5. The Board of Trustees shall participate in fundraising and other resource development activities.
6. A Trustee may serve on one or more of the boards of Partner Agencies, but shall adhere to United Way's Code of Ethics and Conflict of Interest Policy.

D. Board of Trustee Meetings, Voting, and Quorum

1. Regular meetings shall be held as required by normal business activities of Corporation and/or the Board of Trustees. A minimum of one meeting per quarter must be held.
2. Special meetings of the Board of Trustees may be called at any time by the President, Executive Director, or a majority of the Board of Trustees, provided that 24 hours notice must be given to each Trustee of the time, place and purpose of such special meeting. The Trustees may hold their meeting in such places as a majority of the Board of Trustees may determine.
3. One-third of the Trustees shall constitute a quorum for the transaction of business and, if at any meeting of the Board of Trustees there be less than a quorum present, a majority of those present may adjourn the meeting.
4. The President or Vice-President may, if necessary, poll the Trustees on any matter by telephone, electronic mail or facsimile. The purpose and results of the poll must be acknowledged in writing at the next regular meeting. Such a consent shall have the same force as a vote taken at a regular or special meeting and may be accepted without further inquiry and shall be written into the minutes as written consent at said Board of Trustees meeting.
5. No Trustee shall receive any salary or compensation for his or her service as Trustee.

E. Minutes and Notices

1. The minutes of the regular, special and Annual Meetings shall be recorded, transcribed, and sent by mail, electronic mail or facsimile to the Board of Trustees for review prior to the next regular meeting. The minutes will be reviewed and become a part of the consent agenda at the following regular meeting.
2. All minutes shall be maintained in the Corporation's Master Binder.

3. Notice of the day, time and place of any meeting of the Board of Trustees shall be given at least 24 hours prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice.

ARTICLE VI OFFICERS

A. Election and Terms

1. The Board of Trustees will review and vote on the nominations for President, Vice President, and Treasurer at the last regularly scheduled Board of Trustees' meeting held prior to the Annual Meeting. The election of the President, Vice President, and Treasurer will take place at the Annual Meeting.
2. The President and Vice President shall be nominated by the Nominating Committee at the last regularly scheduled Board of Trustees' meeting held prior to the Annual Meeting.
3. The President's term shall be one year, with a renewal of an additional one year term being optional. Should the President choose to serve only the one year term, the Vice President will automatically assume the presidency.
4. The Vice President's term shall be two years. The Vice-President shall automatically assume the presidency at the end of that time, or after one year if the presiding President elects not to serve a second optional term.
5. The Treasurer shall be nominated by the President and approved by the Board of Trustees at the Annual Meeting. The Treasurer's term shall be one year and may be renewed for up to three consecutive terms.
6. The President, Vice President, and Treasurer must be Trustees of the Corporation
7. The Executive Director shall be the Secretary. The Executive Director, however, is not a Trustee and does not have voting authority.

B. Duties

1. The President shall be the Chief Volunteer Officer of the Corporation and, in the recess of the Board of Trustees, shall have the general oversight of its business and affairs subject to the right of the Board of Trustees to delegate any specific powers (except such powers as may be exclusively conferred upon the President by this Code of Regulations) to any other officer or officers of the Corporation. He or she shall preside at all meetings of the Trustees and all meetings of the members. The President has signature authority on all checks, certificates of deposit, and all other contracts authorized by the Board of Trustees.

2. Should the office of the President become vacant by death or resignation, or the President is absent or otherwise unable to discharge the duties of his or her office, the duties of the President shall be transferred to the Vice President. The Vice President shall then do and perform the duties of the President, as well as such other acts as the Board of Trustees may authorize him or her to do. The Vice President has signature authority on checks, certificates of deposit, and all other contracts authorized by the Board of Trustees.
3. The Treasurer shall be responsible for and oversee all financial administration of the Corporation and have the following duties:
 - a. Serve as Chairperson of the Executive Committee;
 - b. Present reports and recommendation from this committee to the Board of Trustees in regards to financial, personnel and related matters;
 - c. Have signature authority on checks, certificates of deposit, and all other contracts authorized by the Board of Trustees;
 - d. Review the monthly bank statements which shall be sent directly to the treasurer from the financial institution, prior to reconciliation by the Corporation's designated staff;
 - e. Monitor the annual audit and records of the Corporation.
4. The Executive Director shall be the active executive and administrative officer of the Corporation and shall keep the minutes of all meetings of the Members and Board of Trustees in the Corporation's master binder. The following duties shall also be part of the Executive Director's responsibilities:
 - a. The Executive Director shall maintain, compile and keep records of budgets and activities of the Corporation, and;
 - b. The Executive Director shall sign with the President and/or other officers in the name of the Corporation all contracts authorized by the Board of Trustees;
 - c. The Executive Director shall have charge of such books and papers as the Board of Trustees may direct, all of which shall, at all reasonable times, be open to the examination of any Trustee upon application at the office of the Executive Director;

d. The Executive Director shall perform such other duties as may be delegated by the Board of Trustees.

C. Indemnification of Officers and Directors

1. Except in relation to matters as to which an individual is finally adjudged to have acted in bad faith, this Corporation shall indemnify each Trustee and officer of this Corporation in connection with any action, suit, prosecution, proceeding or claim, whether civil, criminal or administrative, or any appeal therefrom, to which he or she is made or is threatened to be made a party by reason of their being a Trustee or officer.
2. The foregoing indemnification shall be subject to the following conditions:
 - a. The indemnified party shall promptly notify the Corporation in writing of any potential claims; the failure to so notify the Corporation shall not relieve the Corporation of any liability it may have to the indemnified party hereunder, except to the extent that the Corporation has been materially prejudiced thereby.
 - b. The Corporation shall have sole control of the defense and all related settlement negotiations. The indemnified party shall have the right, but not the obligation, to participate at his or her expense in the defense of any claim or action through counsel of his or her own choosing.
 - c. The indemnified party shall cooperate fully to the extent necessary, and execute all documents reasonably necessary for the defense of such claim.

ARTICLE VII BOARD OF TRUSTEES COMMITTEES

A. Executive Committee

1. The Executive Committee shall consist of not fewer than five Trustees, including the Officers of the Corporation and other current Trustees, as appointed by the Board of Trustees.
2. The Executive Committee, between meetings of the Board of Trustees, has the authority to exercise all powers of the Board of Trustees pertaining to the management and administration of the affairs of the Corporation, except the power to appoint new members or fill vacancies on the Board of Trustees, to amend the Articles of Incorporation or this Code of Regulations, or to perform such other acts as prohibited by law or this Code of Regulations.

3. The Executive Committee shall also have the following responsibilities:
 - a. Hold primary responsibility for creating and approving an annual budget and recommending said budget for approval and ratification to the full Board of Trustees;
 - b. Conduct periodic reviews of the Corporation's policies, including but not limited to personnel policies, retirement plan policies, director and officers' liability policies, and the fiscal policy;
 - c. Assist the Executive Director in human resource matters;
 - d. Oversee facilities management, including planning the long-term updating and maintenance of the building, and;
 - e. Direct the President to perform the annual performance review and compensation review of the Executive Director. The Executive Committee will discuss the findings of the President's review and present its recommendations to the full Board of Trustees for their approval.

B. Development Committee

1. The Development Committee shall be composed of current Trustees who shall have the following responsibilities:
 - a. Hold primary responsibility for developing a marketing and communications plan for the agency;
 - b. Develop as fully as possible the financial contributions necessary to meet the human service needs of the community, thus allowing the organization to accomplish its mission;
 - c. Develop a calendar of community events which help build loyal individual members and ultimately raise more community dollars, and;
 - d. Develop a plan for building of the endowment fund to secure the long term stability of the Corporation.

C. Campaign Committee

1. The Campaign Committee shall be composed of current Trustees and appointed community leaders who shall have the following responsibilities:
 - a. Provide structure and leadership to United Way's annual community campaign;

- b. Assume leadership roles on the Campaign Cabinet;
- c. Act as liaisons to the Board of Trustees, keeping them engaged and informed of the annual campaign;
- d. Assist staff in the recruitment and follow up of all campaign volunteers, and;
- e. Assist in a review of the campaign process and engage in enhancing the process through thoughtful planning and individual activities.

D. Impact Committee

- 1. The Impact Committee shall be composed of current Trustees who provide oversight to each of United Way's Impact/Vision Councils and act as liaisons to the Board of Trustees on the progress and achievements of the Councils. Trustees on the Impact Committee shall have the following responsibilities:
 - a. Regularly attend meetings of one of the Impact/Vision Councils;
 - b. Engage in developing the strategies and outcome measurements of initiatives created by the Councils, and;
 - c. Deliver regular reports to the full Board of Trustees concerning the work of each Council.

E. Fund Distribution Committee

- 1. The Board of Trustees may create a Fund Distribution Committee of Trustees to oversee the process of distributing community investment funds. Such Trustees shall have the following responsibilities:
 - a. Fill the three leadership positions of the Allocations Committee which moves up in succession each year for the Community Allocations process;
 - b. The first vice-chairperson of the committee shall succeed the chairperson at the conclusion of his or her final term of service. If the first vice-chairperson declines to serve as chairperson, the President must appoint a new chairperson with the approval of the Board of Trustees.
 - c. With the approval of the Board of Trustees, the second vice-chairperson of the committee shall succeed the first vice-chairperson at the conclusion of his or her final term as first vice-chairperson.

- d. The President may request that the succession of committee leadership be reviewed by the Board of Trustees at any time.
- e. Provide oversight to the allocations process, including deciding how best to define how Corporation dollars should be invested;
- f. Assist in the creation of the Request for Proposal or RFP that needs to be completed by grant applicants;
- g. Assist in the recruitment of community volunteers, and;
- h. Bring recommendations to the full Board of Trustees as to the basic criteria necessary for agencies that want to request funding.

F. Nominating Committee

- 1. During the last regularly scheduled Board of Trustees' meeting of the year, the President shall call into being a Nominating Committee chaired by the immediate Past President. If he or she is unable to serve, the President may appoint another Trustee to serve as chairperson with the approval of the Board of Trustees. The committee shall be made up of Trustees serving in either the last year or next to last year of their second term, the Executive Director, and any other Members appointed to the committee by either the President and/or Vice President.
- 2. Such Nominating Committee shall have the following responsibilities:
 - a. Contact current Trustees of good standing who are in the third year of their first full, elected term and confirm their willingness to serve an additional three years as part of their second board term;
 - b. Identify within the community potential candidates for nomination and election to the Board of Trustees using the eligibility requirements specified in the Code of Regulations;
 - c. Select from the current Trustees, a candidate or candidates for nomination as President, Vice President, and Treasurer. To be considered, the candidate would have to have the required number of years of eligibility remaining in his or her Board of Trustees tenure;
 - d. Report the recommended slate to the Board of Trustees for approval at the last regularly scheduled Board of Trustees' meeting held prior to the Annual Meeting for their approval, and;

- e. Present the slate of nominees for election before the Members during the Annual Meeting.

ARTICLE VIII MISCELLANEOUS

- A. The fiscal year of this Corporation shall be the calendar year.
- B. The officers, Trustees, committee members, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, and national origin.
- C. Robert's Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by the bylaws or by specific rules of procedures adopted by the Board of Trustees.

ARTICLE IX REVIEW OF CODE OF REGULATIONS AND OTHER POLICIES

- A. The Executive Committee will review the Code of Regulations and all other policies, including the agency partnership agreement, fund distribution policies, fiscal policy, and the employee handbook at a minimum of every two years.

ARTICLE X AMENDMENTS TO CODE OF REGULATIONS

- A. This Code of Regulations may be amended or repealed at any meeting of the Board of Trustees called for that purpose by a vote of at least a majority of all Trustees; provided that the proposed changes shall first have been provided to all Trustees for their review, not less than seven (7) days prior to such meeting.

The Code of Regulations was completely revised, and approved by the Board of Trustees at its meeting on December 12, 2015, and approved by the membership on April 13, 2016.