

BY-LAWS FOR THE UNITED WAY OF KENTUCKY, INCORPORATED

ARTICLE I NAME

Section 1. The name of this corporation shall be the United Way of Kentucky, Incorporated. It shall be a not-for-profit corporation.

ARTICLE II PURPOSE

Section 1. The purpose of this corporation is to build local United Way capacity and strengthen a statewide network to meet the human services needs of all Kentuckians.

ARTICLE III MEMBERSHIP

Section 1. Membership of the corporation will be United Ways who satisfy at all times the approved United Way of Kentucky Membership Criteria, pay dues, agree to abide by the By-Laws of the corporation as provided herein, and are approved by the Board of Directors. Any membership approved by the Board of Directors may be revoked whenever in its judgment, the Board of Directors deems the revocation to be in the best interest of the corporation.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Powers and Duties. The business and affairs of the corporation shall be under the supervision of a Board of Directors which shall be known as the "Board of Directors." The Board of Directors shall have the control and management of the affairs and property of the corporation. The Board of Directors shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of United Way assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Directors may delegate certain of their duties to the officers of the corporation.

Section 2. The Board of Directors shall consist of no fewer than fifteen (15) and no more than twenty-two (22) members.

Section 3. The Board shall be composed of:

- a) Four (4) positions filled by local United Way Professionals. One of these positions shall be elected by the Professionals Council and the remaining three shall be selected to represent large, medium, and small United Ways.
- b) One (1) position representing the Kentucky State Government shall be appointed by the Governor.

- c) Five to nine (5 - 9) positions shall be filled with representatives from organizations that can help strengthen the United Way's statewide presence (i.e. organized labor, large corporations or organizations with ties to multiple United Way communities, and/or other state level organizations with common strategic interests).
- d) Five to nine (5 - 9) positions shall be filled with individuals selected for skills and experience needed to accomplish specific United Way goals (i.e. marketing, management, finance, etc.)

Section 4. Attendance at Board meetings is expected of all Directors and failure to attend at least two regularly scheduled Board meetings in a year may be a cause for removal. The Board Development Committee shall oversee the implementation of this policy.

Section 5 Directors shall be elected for a three (3) year term. Directors may serve no more than two (2) consecutive three year terms except after an absence from the Board of Directors of one year. The term for Vice-Chairs, the Chair or immediate Past Chair may be extended to allow for completion of their term. Terms of office begin on January 1st of the year and end on December 31st.

Section 6. With the exception of the position elected by the Professionals Council and the appointment made by the Governor; any vacancy on the Board of Directors or in any office, may be filled by a vote of a simple majority of the entire Board of Directors at any regular meeting upon proper notice of said meeting. Any vacancy occurring in the Board of Directors shall be filled by the affirmative vote of a majority of the remaining directors (even if less than a quorum of the Board of Directors). A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors. The Board Development Committee shall review nominee(s) and shall recommend one (1) nominee to the Board of Directors to fill each vacancy which occurs.

ARTICLE V EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the corporation shall be made up of officers of the corporation and one (1) appointed at-large member. The Executive Committee may act on behalf of the Board of Directors to supervise the affairs of the corporation between meetings of the Board of Directors, except for circumstances as outlined in Article VIII Section 5 (page 5). They shall report all actions at the next meeting of the Board of Directors.

Section 2. The Executive Committee will be responsible for:
a) developing, for review and approval by the Board of Directors, a President/Chief Executive Officer (CEO) performance review process, including goal setting and performance objectives;

- b) reviewing and recommending to the Board of Directors total compensation and rewards adjustments for the President/CEO;
- c) monitoring market practices of comparable corporations to ensure that executive compensation and reward levels are competitive and consistent with market practices;
- d) conducting periodic reviews of the corporation compensation strategy and recommending changes to the Board of Directors as needed
- e) take such other actions necessary to assure the corporation is in compliance with applicable federal and state compensation laws.

Section 3. The Executive Committee will be responsible for the outside and internal audits of all the corporation's financial transactions, the necessary controls to ensure compliance with the corporation's financial policies, and compliance with federal and state legal requirements. Further, the Committee shall recommend to the Board the designation of an independent auditor for the corporation each year, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, and shall ensure that the Annual Report is timely prepared and submitted to the Board of Directors. The Committee will report to the Board regularly and to the Members at least annually.

Section 4. A quorum shall consist of a majority of the Executive Committee.

ARTICLE VI OFFICERS

Section 1. Officers shall be Chair, First Vice-Chair, Second Vice-Chair, and Treasurer. They shall be elected by the Board of Directors for a one year term annually and may not serve more than two consecutive terms of office, with the exception of the Treasurer. The officers shall be volunteers. The President/CEO of the corporation shall serve as Secretary. The Secretary shall be without vote.

Section 2. Each officer shall hold office until a successor shall have been duly elected and shall have qualified or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

Section 3. Any officer or agent elected or appointed 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 by said removal.

ARTICLE VII DUTIES OF THE OFFICERS

Section 1. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors, establish other committees as needed, unless otherwise directed, and generally perform all of the duties usually vested in the Chair of the Board of a corporation. The Chair shall be an ex-officio member of all committees with voting privileges at all meetings.

- Section 2. The First and Second Vice-Chairs, in the order named, shall perform the duties of the Board Chair in the event of his/her absence, resignation, or inability to perform duties, in addition to other duties that may be delegated by the Board Chair. First Vice-Chair will serve as Chair of the Board Development Committee. The Second Vice-Chair shall serve as the Ethics Officer for the Corporation.
- Section 3. The Treasurer shall monitor all financial matters and report them to the Board of Directors. The Treasurer shall assist in the development of the budget, the financial reports of the corporation and investment decisions.
- Section 4. The Secretary shall keep the minutes of the meetings of the Board of Directors and Executive Committee, and shall perform other duties as instructed by the Board of Directors.
- Section 5. The President/CEO will serve as Secretary of the Corporation and a non-voting member of the Executive Committee and Board of Directors, on such terms and conditions as the Board shall choose.

ARTICLE VIII MEETINGS

- Section 1. The Board of Directors shall meet at least four times a year, upon call of the Chair, or at the request of the majority of directors.
- Section 2. Special meetings of the Board of Directors may be called by or at the request of the Chair or the majority of directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable place as the place for holding any special meeting of the Board of Directors called by them.
- Section 3. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notices delivered personally or mailed to each director at his business or home address, or by electronic communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.
- Section 4. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice. Any or all directors may participate in any meeting of the Board of Directors by, or through the use of, any means of communicating by which all directors participating may simultaneously hear each other during the meeting. A director so participating is deemed to be present in person at the meeting.

- Section 5. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors; provided, however, that the Board of Directors by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees, each of which, to the extent provided in such resolution, shall have and may exercise all the authority of the Board of Directors, but no such committee shall have the authority of the Board of Directors in reference to amending the articles of incorporation, adopting a plan of merger or consolidation, recommending the sale, lease, exchange or other disposition of all or substantially all the property and assets of the corporation otherwise than in the usual and regular course of business, recommending a voluntary dissolution of the corporation or a revocation thereof, or amending these By-Laws.
- Section 6. No director shall receive compensation for his services as director; however, any expenses incurred by any director by reason of his duties or responsibilities as such may be paid by the corporation.
- Section 7. Any action required or permitted to be taken at a meeting of the Board of Director's or Executive Committee may be taken without a meeting via mail, fax, or electronic ballot, provided a quorum of Directors consent to the such action being taken by ballot. The deliberation period for all Board action undertaken without meeting is no less than twenty-four hours 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 unanimous vote.
- Section 8. Because Board members need to discuss, deliberate and debate items before voting, proxy voting will not be permitted at Board meetings.

ARTICLE IX STANDING AND OTHER COMMITTEES

- Section 1. Standing committees may be established by the Board and will include, but not be limited to, the Board Development and Finance Committees.
- Section 2. The Board Development Committee shall be composed of a minimum of three (3) members to include the Board Chair-Elect, one United Way Professional, and one at-large Board member. The First Vice-Chair will serve as the chair. The Board Development Committee shall assess the overall needs of the Board, orient new Board members, monitor Board attendance and participation, and recommend a variety of strategies to maintain Board engagement. The Board Development Committee shall also oversee the construction/management of a structured selection process whereby nominees for Board positions are secured from local United Way communities, United Way committees, etc. The Board Development Committee shall submit its report of the nominees to the Board of Directors not less than 10 days before the date of the fourth quarter meeting by filing the same with the Secretary of the Board of Directors. Nominees will be elected by the Board of Directors at the fourth quarter meeting of the membership. The Board Development Committee may also be called upon to submit nominees for vacancies which may occur throughout the year.

- Section 3. The Finance Committee shall be composed of no fewer than three (3) members of the Board of Directors, one of which shall be the Treasurer. The Finance Committee shall be responsible for making recommendations to the Board of Directors on all policy matters relating to the financial management of the Corporation such as the development of an annual operating and capital budget, as well as review of the corporation's financial statements and investments on at least a quarterly basis.
- Section 4. Other standing and ad hoc committees may be appointed by the Chair or the Board of Directors as deemed necessary.

ARTICLE X PRESIDENT/CEO

- Section 1. The Board of Directors shall appoint and employ a President/CEO who shall be the chief executive officer, general 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. This shall include but not be limited to staffing, job classification and other responsibilities incident to a Chief Executive Officer of a business corporation. He/She shall employ and discharge such staff as he/she feels necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. He/She shall be responsible for the administrative management of the affairs of the corporation subject to the approval of and direction of the Board of Directors and be responsible to work within an approved budget established by the Board. The President/CEO shall report to the Chair of the Board and serve as the Secretary of the corporation. The length of service of the President/CEO, as well as the manner of selection, shall be at the discretion of the Board of Directors. In the absence of the President/CEO, or in the event that the President/CEO is unable to carry out his or her duties, the highest ranking staff member shall immediately inform the Board Chair of the absence. Within two (2) business days, the Chair shall convene a meeting or conference call of the Executive Committee to name an Acting President/CEO and implement the succession plan.

ARTICLE XI NON-DISCRIMINATION

- Section 1. The members, officers, directors, committee members and employees of, and the persons served by this corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, handicap and national origin.

ARTICLE XII AMENDMENTS

- Section 1. The By-Laws of this corporation may be altered or repealed by the Board of Directors by the vote of two-thirds of those present at any meeting called for that purpose. Notification of proposed changes must be submitted in writing at least two (2) weeks prior to the meeting.

ARTICLE XIII
PARLIAMENTARY PROCEDURE

Section 1. Robert's Rules of Order Revised, when not in conflict with these By-Laws, shall govern the proceedings of this corporation.

ARTICLE XIV
EXECUTION OF LEGAL PAPERS, DOCUMENTS, AND INVESTMENTS

Section 1. All legal papers, documents, and checks in excess of \$1,000 shall be signed by the President/CEO or other authorized person, together with any one of the officers, to-wit: Chair of the Board, First Vice-Chair, Second Vice-Chair, Treasurer, or such other authorized personnel as may be named by the Executive Committee of the Board. Checks for less than \$1,000 require only a single signature. All employees of the corporation shall be bonded by a satisfactory fidelity company.

Section 2. All investments of the corporation's funds shall be in accordance with the investment policy approved by the Board of Directors.

ARTICLE XV
INDEMNITY OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS

Section 1. Right of Indemnity
The corporation shall indemnify and advance expenses to all directors, officers, employees or agents of the corporation who are, were or are threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, to the fullest extent that is expressly permitted by the statutes of the Commonwealth of Kentucky and all other applicable law.

Section 2. Right Insures to Estate et. al.
The right of indemnity shall inure to the estate, executor, administrator, heirs, legatees, or devisees of any person entitled to indemnification hereunder.

Section 3. Insurance
The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of the corporation against any liability and expenses asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have power to indemnify him against such liability and expenses.

ARTICLE XVI
DISSOLUTION

Section 1. In the event of the dissolution of this corporation, or in the event it shall cease to exist for the stated purpose, all members, Directors, officers, and employees of the corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding-up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a Court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or education corporation which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereinafter be amended, or to the Federal, State, or local government for exclusively public purposes.

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