

BY-LAWS KISHWAUKEE UNITED WAY

ARTICLE 1: NAME AND REGISTERED AGENT

- 1.01 The name of the corporation is the Kishwaukee United Way, Inc. It is organized as a non-stock, not for profit 501(c)(3) Corporation under Illinois Statutes.
- 1.02 The corporation shall not have members. The Board of Directors approves qualified non-profit charitable, philanthropic, social and human service agencies as member agencies of the corporation, but they are not members within the definitions of the Illinois Statutes. Member Agency status refers only to the agencies' ability to share in the corporation's fund distribution process of its annual drive proceeds.
- 1.03 The corporation shall have a fiscal year from July 1st to June 30th.
- 1.04 The registered agent of this corporation shall be its Executive Director.

ARTICLE 2: MISSION AND PURPOSE

- 2.01 Organizational mission: *To improve lives by sharing community resources.*
- 2.02 No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in or intervening in any political campaign on behalf of any candidate for public office.
- 2.03 No part of the assets of this corporation shall inure to the benefit of any private individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a charitable fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3), 509 (a)(1), or 509 (a)(3) of the Internal Revenue Code of 1986, as may be amended.
- 2.04 The corporation shall serve the DeKalb/Sycamore and surrounding area.
- 2.05 The Kishwaukee United Way shall abide by all applicable regulations regarding equal opportunity and shall not discriminate on the basis of race, creed, color, gender, national origin or ancestry, age, physical or mental handicap, marital status, matriculation or sexual orientation.

ARTICLE 3: MEETINGS

3.01 The Annual Meeting of the corporation shall be held within the first quarter of the calendar year. Additionally, the Board of Directors shall meet at least 10 times each year. The order of business at the Annual Meeting shall be:

- Reading and Approval of Minutes of Previous Annual Meeting
- Report of Officers and Annual Audit
- Reports of Committees
- Executive Director's Report
- Old Business
- New Business
- Election of Directors
- Adjournment

3.02 Special meetings of the members may be called in one of two ways:

- (a) At the request of the President.
- (b) At the request of the Vice-President and one other member of the Board of Directors.

3.03 Reasonable notice of annual, regular and special meetings of the Board of Directors shall be given by the Executive Director to Directors and any other necessary individuals at least 48 hours in advance of such meeting.

3.04 Meetings may be conducted by telephone conference call or by other electronic means.

3.05 No Board matters shall be voted upon without a quorum and at least one officer (President, Vice-President, Treasurer, Campaign Chairperson) being present. A quorum shall be a majority of the current membership, including officers. Proxy votes or other proxies shall not be considered in establishing a quorum, but shall be considered in voting.

3.06 All board action and elections shall be approved upon a vote of the majority of the Directors voting at any meeting held under these by-laws, unless otherwise stated in this article.

ARTICLE 4: DIRECTORS

4.01 The management of the Kishwaukee United Way shall be vested in the Board of Directors who shall be nominated and elected as provided herein.

4.02 Directors of this organization shall consist of a minimum of sixteen (16) members.

4.03 Each Director shall serve a term of three (3) years. Each Director will hold office for the term for which they were elected until a successor has been elected.

- 4.04 A committee of board members appointed by the President shall select nominees for membership on the Board. The committee shall be appointed prior to January 1 of each year. The committee shall select and recommend persons to be voted on as members of the Board and shall present its slate of nominees for election by the membership at the next annual meeting. Such recommendations shall not exclude nominations from the floor.
- 4.05 Any interim vacancy occurring on the regular roster of the Board of Directors may be filled by the President with the advice and consent of the Board of Directors unless said vacancy drops Board membership below the minimum level of sixteen (16), in which case the vacancy must be filled by the President with the advice and consent of the Board of Directors.
- 4.06 Individual Board members assume obligation to regularly attend all meetings of the Directors. If any member is absent three (3) times without excuse or notification during any twelve-month period, the member shall be removed from the Board by the President without a full Board vote. Any Board member terminated under this section may petition the Board in writing for reinstatement to the Board within thirty (30) days of the member's termination and shall be reinstated by the President for reasonable good cause shown. In the case of the President, he/she may be removed by a majority vote of the Board. Any Board member removed for violation of this section twice during the member's term shall not have the opportunity for petition or reinstatement during the member's current term.

ARTICLE 5: OFFICERS AND DUTIES

- 5.01 The roster of officers of this organization will consist of the following:
- (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Campaign Chairperson
 - (e) Vice Campaign Chairperson

Ex-officio officers will be:

- (a) Executive Director
 - (b) Agency Liaison
 - (c) Campaign Past Chairperson
- 5.02 Each of the officers of the organization will be elected and approved annually by the Board of Directors. Each officer will remain in office until a successor to such office has been selected and qualified. The slate of officers shall be approved by the Board of Directors before the Annual Meeting.
- 5.03 **PRESIDENT.** The President will be the chief executive officer of this organization and the chair of the Board of Directors, supervising and controlling the affairs of the organization. The President will perform all duties incident to such office and other such duties as may be

provided in these by-laws or as may be prescribed from time to time by the Board of Directors.

VICE-PRESIDENT. The Vice-President will perform all duties and exercise all powers of the President when the President is absent or is otherwise unable to act. In the event of the President's resignation, removal, or inability to fulfill the obligations of the office, the Vice-President shall succeed to the office of the President for the remainder of the term. The Vice-President will oversee the annual allocation process, and perform such other duties as may be prescribed from time to time by the Directors.

TREASURER. The Treasurer will have charge and custody of all funds of this corporation, will review and maintain correct accounts of the corporation's and business' transactions, will render reports to the Board as required, and will perform all duties incident to the office of Treasurer and other duties as may be required by law, by the Articles of Incorporation, or which may be assigned from time to time by the Board of Directors.

CAMPAIGN CHAIRPERSON. The Campaign Chairperson will develop, organize and implement the annual drive to raise funds for the organization, will provide periodic reports to the Board, and will perform all duties incident to the office of Campaign Chairperson. The Campaign Chairperson will adhere to the regulations set forth by the Board of Directors and will perform other such duties that may be assigned from time to time by the Board of Directors.

CAMPAIGN VICE-CHAIRPERSON. The Campaign Vice-Chairperson, the designated Campaign Chairperson for the next Campaign, will serve in a learning and development capacity with the current Chairperson and the Past Campaign Chairperson.

PAST CAMPAIGN CHAIRPERSON. The Past Campaign Chairperson, the Campaign Chair from the previous campaign, will serve in a same capacity with the current general Campaign Chairperson and Campaign Vice-Chairperson.

- 5.04 **REMOVAL OF OFFICERS OR POLICY AMENDMENTS.** Any board action or election or vote relating to the termination of officers, employees or agencies, or amendment of these by-laws, shall become effective only by a vote of two-thirds (2/3) majority of a quorum of the Directors.
- 5.05 **NOMINATION OF OFFICERS.** The Nominating Committee, appointed in accordance with Section 4.04 of these by-laws, shall present a slate of officers for nomination to the Board of Directors within thirty (30) days of the annual meeting. No member of the Nominating Committee may be eligible for office.
- 5.06 **INTERIM VACANCIES.** Except as provided in Section 5.02, any interim vacancy occurring in an office shall be filled by appointment by the Board of Directors until a formal election can be held. Each officer elected to fill a vacancy will remain in office until a successor to such office

has been selected and approved by a vote of two-thirds (2/3) majority of a quorum of the Directors.

ARTICLE 6: COMMITTEES

- 6.01 EXECUTIVE COMMITTEE. The Executive Committee shall consist of the President, Vice-President, Treasurer, Campaign Chairperson and Vice Campaign Chairperson. The Executive Director, Agency Liaison and Campaign Past-Chairperson shall serve as ex-officio members of this committee. The Executive Committee shall be charged with overseeing the programmatic and personnel affairs of the organization. The Executive Committee shall report its action at each regular meeting of the Board. No action by the Executive Committee shall be final until approved or ratified by the Board of Directors.
- 6.02 STANDING COMMITTEES. This organization shall have the following standing committees appointed by the President:
- (a) Allocation Committee
 - (b) Budget Committee
 - (c) Campaign Committee
 - (d) Agency Advisory Committee
- 6.03 ALLOCATION COMMITTEE. The Allocation Committee shall consist of the full membership of the Board. The chair of the Allocation Committee shall be the Vice-President. The committee conducts the allocation process and determines the manner in which monies should be allocated and distributed among member agencies. Agency representatives, in presenting their annual budget requests, shall have the right to appear in person, by their officers, agents and representatives before an annually established Allocation Hearing Subcommittee. They also have the right to appeal their allocation to this Allocation Hearing Subcommittee and the Executive Committee within the written standards of the Agency Agreement. The final decision on the appeal will be determined by a majority of the Allocation Committee (full membership of the Board).
- 6.04 BUDGET COMMITTEE. This committee shall consist of the Executive Director and the Treasurer. The charge of this committee is to present, annually, an overall operating budget proposal to the Directors for approval.
- 6.05 CAMPAIGN COMMITTEE. The Campaign Committee shall be chaired by a Campaign Chair appointed annually by the President, with the advice and approval of the Directors. The committee will consist of additional person(s) as the Campaign Chair may name, including but not limited to the Campaign Vice-Chairperson and the Agency Liaison. The duties of the said committee shall be to plan and organize the annual campaign for the solicitation of contributions and in general supervise the conduct of the campaign and to make recommendations to the Directors.

- 6.06 AGENCY ADVISORY COMMITTEE. An agency advisory committee consisting of representatives from each of the member agencies will be convened, minimally, on a semi-annual basis. The committee's role will be to facilitate communication between the Board and the agencies, and to allow the opportunity for agency representatives to advise and recommend to the Board of Directors actions to be taken pertaining to the administration of the organization.
- 6.07 AD HOC COMMITTEES. The Board by resolution may designate and appoint ad hoc committees, as they may deem necessary.

ARTICLE 7: OPERATIONS

- 7.01 EXECUTION OF DOCUMENTS. Except as otherwise provided by law, checks, drafts promissory notes, orders for the payment of money, and other fiscal transactions of this corporation will be signed by any two of the following individuals: Executive Director, Treasurer, President, or person or persons the Board may designate. Contracts, leases, or other instruments executed in the name or on behalf of the organization will be signed by the Executive Director and countersigned by the President and/or Vice-President, if necessary.
- 7.02 BOOKS AND RECORDS. This organization will keep correct and complete books and records of accounts, per United Way of America's Records Retention Policy. The Executive Director will keep minutes of the proceedings of its members and Directors. The organization will keep at its principal office records of such minutes and the names and addresses of its membership. The organization's IL 990 form will be on file for public inspection, as required by law.
- 7.03 AUDITS. The accounts of this organization shall be audited annually by a certified public accountant and a report of the audit shall be published.
- 7.04 PARLIMENTARY PROCEDURE. All meetings of this organization shall be conducted in accordance with Roberts Rules of Order, unless otherwise provided herein.

ARTICLE 8: AMENDMENTS

- 8.01 AMENDMENT PROPOSALS. Any Board member may, by oral motion or written submission, propose any amendment during any regularly scheduled Board meeting at which a quorum is present to be voted upon after proper drafting at the next Board meeting. All amendments proposed to be voted on shall be in writing and a copy sent by email or U.S. Mail at least ten (10) days prior to the date of the meeting at which the amendments shall be up for action. The by-laws may be amended by a vote of three-fourths (3/4) majority of a quorum of Directors in good standing at any meeting called for that purpose.

ARTICLE 9: INDEMNIFICATION

9.01 INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE ORGANIZATION. The organization may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the organization) by reason of the fact that he or she is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the organization or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

9.02 INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE ORGANIZATION. The organization may indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action of suit by or in the right of the organization to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the organization, or is or was serving at the request of the organization as a director, officer employee or agent of another organization, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the organization, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the organization, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

9.03 RIGHT TO PAYMENT OF EXPENSES. To the extent that a director, officer, employee or agent of the organization has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in 9.01 and 9.02 of this ARTICLE (unless ordered by a court) shall be made by the

organization only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in 9.01 or 9.02 of the ARTICLE or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

- 9.04 DETERMINATION OF CONDUCT. Any indemnification under 9.01 and 9.02 of the ARTICLE (unless ordered by a court) shall be made by the organization only an authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in 1 or 2 of this ARTICLE. Such determination shall be made
- (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or
 - (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or
 - (c) by the members entitled to vote, if any.
- 9.05 PAYMENT OF EXPENSES IN ADVANCE. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the organization in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this ARTICLE.
- 9.06 INDEMNIFICATION NOT EXCLUSIVE. The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote or members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.
- 9.07 THE ORGANIZATION WILL PURCHASE AND MAINTAIN INSURANCE. The organization will purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the organization, or who is or was serving at the request of the organization as a director, officer, employee or agent of another organization, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the

organization would have the power to indemnify such person against such liability under the provisions of this ARTICLE.

- 9.08 NOTICE TO BOARD MEMBERS. If the organization has paid indemnity or has advanced expenses under this ARTICLE to a director, officer, employee or agent, the organization shall report the indemnification or advance in writing to any members entitled to vote with or before the notice of the next meeting of the members entitled to vote.
- 9.09 REFERENCE TO ORGANIZATION. For purposes of this ARTICLE, references to “the organization” shall include, in addition to the surviving organization, any merging organization (including any organization or corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees or agents, so that any person who was a director, officer employee or agent of another organization, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this ARTICLE with respect to the surviving organization as such person would have with respect to such merging organization if its separate existence had continued.
- 9.10 REFERENCES TO “OTHER ENTERPRISES”. For purposes of this ARTICLE references to “other enterprises” shall include employee benefit plans; references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on, or involves services by such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the organization” as referred to in this ARTICLE.

Amended by the Board of Directors of the Kishwaukee United Way at a meeting the 8th day of July 2004.

President, Kishwaukee United Way

Executive Director, Kishwaukee United Way

Signature

Signature

Date

Date

