

# CONSTITUTION AND BYLAWS

Approved by Board of Directors

*April 23, 2007*



**Davie County United Way, Inc.**

622 N. Main St., Suite 211  
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**CONSTITUTION AND BY-LAWS  
OF THE  
DAVIE COUNTY UNITED WAY, INC.**

**Article I**

**NAME**

Section 1. The name of this organization shall be the Davie County United Way, Inc.

**Article II**

**NOT FOR PROFIT ORGANIZATION**

Section 1. The organization is not for profit voluntary Organization as defined in the applicable N.C. General Statutes & Sections 501 (c) 3 and 170 (c) 2 of the Internal Revenue Service Codes.

**Article III**

**PURPOSE**

Section 1. The purpose of this organization shall be:

To unite the voluntary strength of our community to care for one another.

To promote the social welfare of Davie County by encouraging co-operation and community planning among the citizens of this county and among its civic, health, recreational and welfare agencies and department of government.

To promote high standards, economy and efficiency in all agencies, individually and collectively. To prevent waste and duplication of effort.

To advise in the undertaking of new work by existing agencies and departments of government and development of such services as needed.

To promote the proper development and support of all accepted public and private agencies dealing with social problems.

To determine which agencies and services shall receive financial support from this organization and the extent of such participation and support, and to allocate and distribute to such agencies and services funds so allocated.

To secure adequate funds for the support of the participating agencies and services by conducting once a year a single community wide fund raising campaign, thereby reducing the expense of raising funds and conserving manpower through the elimination of duplication of time and effort.

To inform the public regarding the work of the social agencies as a basis for sound public opinion and support of their work.

To conduct its affairs and require its member agencies to likewise conduct affairs on a nondiscriminatory basis in regard to race, color, religion, sex, age, national origin or physical or mental handicap for clients, employees and members of the governing board(s). The activities of this organization shall be for the purpose

Section 2. No substantial part of the activities of the organization shall be for the purpose of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

## **Article IV**

### **DURATION AND FISCAL YEAR**

Section 1. The period during which this organization is to continue is perpetual. The fiscal year of this organization shall be the calendar year.

## **Article V**

### **ADDRESS**

Section 1. The area to be served by this organization shall be the geographic area of Davie County.

The mailing address of its principal office is PO Box 744, Mocksville, NC 27028 and the physical address is 622 North Main Street, Mocksville, NC.

The name and address of its registered agent is the Executive Director employed by the Board of Directors.

## **Article VI**

### **MEMBERSHIP AND AGENCIES**

Section 1. Each contributor to the Davie County United Way, Inc. shall become an individual member of the Corporation for the year covered by the contribution and shall be entitled to attend, participate and vote at the annual meeting of the membership.

Section 2. No individual member of the Corporation shall be held personally liable for any obligation, debt or liability of the Corporation. The Corporation's Executive Director and all regular employees shall be bonded in such sums and with such sureties as the Directors may require.

Section 3. The rules governing the relationship between United Way and the Partner Agency shall be specified in the Agency Agreement. The Agency Agreement must be signed annually by representatives of each agency and representative of United Way.

Section 4. The Board of Directors shall determine the criteria and procedures for the Agency Agreement to be signed by the parties in order for there to be continued affiliation or new affiliation of agencies and must also include the criteria for expulsion of affiliated agencies.

# Article VII

## BOARD OF DIRECTORS

Section 1. The management and administration of this organization shall be conducted by a board of directors consisting of up to but not more than 28 members elected by the Board of Directors. The elected members of the board shall serve 3-year terms.

Section 2. The Board of Directors is empowered to fill any vacancy on the Board of Directors for the remainder of the unexpired term of the vacancy.

Members of the Board of Directors who miss three consecutive meetings during the year may be replaced after a letter is sent stating termination will occur if one more meeting is missed without reasonable excuse approved by the board.

Section 3. The powers and duties of the Board of Directors shall be:

To manage the affairs of this organization between meetings of the Membership.

To adopt such by-laws for the government of this organization designed to carry out the objectives of this organization.

To appoint such committees and create such departments and Committees as it may deem expedient for carrying out objectives of this organization and to supervise said committees. These Committees are to include, but not be limited to, a Campaign Committee and also a Community Investment Committee. All committees will operate under the principles, policies and procedures set by the Board of Directors.

To act on the distribution of grants to Partner Agencies and community organizations.

To employ such persons and/or contract for services as it may deem necessary for the successful execution of the objectives of this organization.

To approve the annual allocations to agencies after a review of the recommendations of the Community Investment Committee, to approve supplements or revisions of these allocations as prove advisable and necessary during the ensuing fiscal year and to make other expenditures or financial agreements as are deemed desirable and necessary in the conduct of the affairs of the Davie County United Way, Inc.

To approve the statement of purposes, organizations and activities of the committees of this organization.

To accept and negotiate the transaction of sale of any properties, real or personal, including stocks and bonds which now belong to or may be given in the future to the Davie County United Way, Inc.

The Board of Directors shall cause the financial records to be audited annually by a certified public accountant.

No director shall receive any salary or compensation for service as director.

**Section 4. Meetings.**

The January meeting of the Board of Directors shall (1) conclude the business of the previous year (2) vote in new members of the Board of Directors (3) vote in the new officers of the Board of Directors for the year.

There will be an Annual Meeting each year, which will include a report on the amount of money raised the previous year and the allocation of the said money. The Board of Directors shall hold regular meetings at least once quarterly. Special meetings of the Board of Directors may be called, for cause, at any time by the President, or at the written request of seven (7) Directors giving at least 24 hours notice to each director of the time, place and purpose of such meeting. By majority consent, the Board may waive all formalities for special meetings, which may be conducted by email or telephone.

**Section 5. In the event they are not members through election, the following shall be Ex-officio voting members of the Board of Directors:**

Campaign Committee Chairperson  
Community Investment Committee Chairperson

**Section 6. Executive Committee:**

The Officers, together with any ex-officio member, and the Committee Chairs shall constitute the Executive Committee. The Executive Committee is empowered to function in lieu of the Board of Directors between meetings in order to execute the business of the organization. Any action of the Executive Committee shall be reported to the Board.

**Section 7. Nominating Committee:**

There shall be a nominating committee named by the President with the approval of the Board of Directors. The Nominating Committee shall recruit members of the Board and shall nominate officers.

## **Article VIII**

### **OFFICERS**

**Section 1.** The officers of this organization shall be a president, a vice president/president elect, a secretary and a treasurer. These officers shall be elected from its members by the Board of Directors at its organizational meeting immediately following the annual election of directors.

**Section 2.** Duties of the officers shall be as follows:

**President:** Shall preside at all meetings of the Board of Directors, the Executive Committee and the membership. Shall appoint all Committees unless otherwise directed and shall call special meetings, for cause, whenever he deems it necessary or upon written request of (7) members of the Board of Directors, (as per Article VII, Section 4).

Vice President/President Elect: Shall perform the duties of the president in the event of his absence, resignation, or inability to perform his duties and shall assist the committees to carry out their responsibilities.

Committee Chairpersons: There shall be appointed chairs for the Community Investment and Campaign Committees who shall preside over their respective committees and carry out the functions assigned to them by these by-laws and the Board of Directors.

Secretary: Is elected by the Board of Directors to keep minutes of meetings.

Treasurer: Shall have administrative oversight over the funds of the organization. Shall be responsible for detail reporting of financial status to Board of Directors at each regular meeting. Shall specify to Executive Director the reports and details of financial transactions they deem appropriate to allow the full execution of his duties. Shall serve as chair of the Finance Committee.

## **Article IX**

### **THE EXECUTIVE DIRECTOR AND STAFF**

- Section 1. The Board of Directors will hire an Executive Director to carry out the administrative work of the Davie County United Way, Inc. The Executive Director shall be responsible for employment and management of the staff. The Executive Director shall work under the oversight of the Board of Directors. If there is not an Executive Director all staff shall be under the oversight of the Board of Directors. The Executive Director shall be an ex-officio, non-voting member of the Board of Directors. The Board of Directors may appoint other members of the staff as ex-officio, non-voting members of the Board of Directors as appropriate.

## **Article X**

### **CHECKS**

- Section 1. All checks, or demands for money and notes of this organization, shall contain two signatures and be signed by such officer, officers, the Executive Director or other employee as the Board of Directors from time to time designates.

## **Article XI**

### **QUORUM**

- Section 1. A quorum for a meeting of the Board of Directors or Executive Committee shall consist of fifty-one percent (51%) of the members of the Board of Directors (including 2 of the 5 elected officers).

## Article XII

### AMENDMENTS TO BY-LAWS

- Section 1. These By-Laws may be amended by two-thirds (2/3) majority vote of the Board of Directors present at a meeting in which a quorum exists, given:
- 1) Prior notice of the proposed By-Laws change was given not less than 30 days before the meeting the change is being considered, and
  - 2) That each Board of Director received the proposed amendment in writing at the time of the above notice (not less than 30 days before consideration).

## Article XIII

### DISPOSITION OF PROPERTY AND ASSETS

- Section 1. 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 nonprofit 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) of the Internal Revenue Code.

Adopted this 23<sup>rd</sup> day of April, 2007 by majority vote of the Davie County United Way Board of Directors.

<u>Steve Tuch</u>	President
<u>Steve Lane</u>	Vice President
<u>Neal Smith</u>	Treasurer
<u>Alan Hyland</u>	Secretary