

United Way of Licking County, Inc. Constitution and Bylaws

Article I – Name

The name of this corporation shall be the United Way of Licking County, Ohio, Incorporated. (hereinafter “UWLC”)

Article II – Not for Profit Corporation

UWLC is an Ohio non-profit corporation as defined by Ohio Revised Code Section 1702.01(C).

Article III – Purposes/Political Limitations/Winding Up

1. UWLC operates for the following purposes:
 - a) To assess, on a continuing basis, the need for health and human service programs; to proactively seek solutions to human problems; to assist in the development of new or the expansion or modification of existing health and human service programs; to promote prevention programs; and foster cooperation among local, state and national partners serving Licking County.
 - b) To develop, as fully as possible, financial and other resources needed to meet the health and human service needs of Licking County.
 - c) To distribute financial support to maximize the resources available for services aimed at the current needs of Licking in County, including those supplied by organizations now receiving United Way funding.
 - d) To encourage community support and commitment for UWLC through a communications program that both speaks and listens to Licking County.
 - e) To receive by gift, grant, device, bequest or otherwise, and from any private or public source(s), personal or real property. To hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor(s) of such property, or in the absence of such directions, as the UWLC may deem appropriate in fulfilling its mission.
 - f) To convene and encourage collaboration with community partners and other organizations for the furtherance of UWLC’s mission.
2. UWLC will not engage in the support of any political candidates or causes but may engage in public policies that align with the mission and purposes of UWLC.
3. The property of UWLC is irrevocably dedicated to charitable purposes. Should UWLC ever cease to operate/exist the remainder of any property shall be distributed to a charitable organization with an established tax exempt status under the Internal Revenue Code. Should UWLC cease to exist, any and all lawful debts and obligations of UWLC shall be paid prior to the distribution of any residual properties

to a designated charitable organization. In no case shall the residual property of UWLC be distributed for the benefit of any private person.

Article IV – Duration

It is the intent of UWLC to operate in perpetuity.

Article V – Statutory Address and Agent

The statutory address of the United Way shall be 50 South Second Street, 2nd Floor, Newark, Ohio 43055. The statutory agent shall be the Executive Director.

Article VI – Board of Directors

1. The affairs of this corporation shall be under the control of a Board of Directors consisting of fifteen to twenty (15 to 20) persons. All directors shall be volunteers and none shall be paid personnel of this corporation or of any organization receiving financial support from this corporation, with the exception of the chair of the United Way Community Partners Council. If the number of Board directors falls below the minimum, the remaining directors can act only to appoint a new director to the Board in accordance with Section 4 of this article.
2. Directors shall be volunteers and shall not receive any compensation or stipend for their services as directors. The Board may, by resolution, authorize the reimbursement of reasonable expenses incurred by a director for United Way business, including, for example, attendance at meetings or conference that take place outside of the regional area or which include a charge to attend.
3. Potential directors shall be recommended by the Board Development Committee and considered by the entire Board of Directors prior to formal vote at the annual meeting. Director nominees for the Board of Directors shall be elected by those members present each year at the annual meeting of the members of the UWLC and shall serve for a term of three years beginning July 1 of that year.
4. The Board of Directors shall, at its option, fill any Board opening with up to twenty (20) persons, on the Board of Directors effective immediately for the remainder of the vacated term. If the selected person is completing another person's term, the Board member will then be eligible for two successive three year terms if nominated and selected at subsequent annual meetings.
5. The Board may declare a vacancy if a director is absent for three consecutive board meetings.
6. The chair of the United Way Community Partners Council (CPC) shall serve as a full voting director.

Article VII – Duties of the Board of Directors

1. The Board of Directors, by a two-thirds (2/3) vote at a regular meeting at which a quorum is present, may adopt such policies for the governance of this corporation as are consistent with these By-laws and designed to carry out the purposes of this corporation. Voting will be permitted at a meeting conducted via electronic means.

2. The Board of Director shall effectively oversee the management of UWLC.
4. The Board of Directors shall have custody of funds and properties of UWLC.
5. The Board of Directors shall apply the funds of UWLC toward its purposes in accordance with the provisions in Article XIII.
6. The Board of Directors on an annual basis shall review the Ethics Statement and Conflict of Interest Policy, which each director will then affirm by signing.
7. Any director of the board may be removed for cause. In addition, if it has been determined that a director of the Board of Directors has been involved in or convicted of any criminal activity, the Board may automatically terminate that director.
8. Each director shall also serve upon at least one of the corporations operating committees or divisions every year.
9. Each director shall keep information obtained in board meetings in confidence unless and until the Board of Directors agrees that information can be shared publicly. Members of the Board of Directors will further ensure that public inquiries about UWLC policy are best answered by referral to the executive director or president of the Board of Directors.

Article VIII – Members, Meetings, Notices, and Quorum

1. Each contributor to UWLC shall be a member of UWLC with the right to vote at the annual meeting of the members during the fiscal year. in which they made a contribution.
2. Robert’s Rules of Order, Revised, when not inconsistent with these by-laws, will govern all meetings of this corporation.
3. The annual meeting of the members of this corporation shall be held during the first six months of each calendar year to elect nominees for the Board of Directors, to receive reports, and transact any business presented to them. Twenty-five (25) members shall constitute a quorum. Any action by a majority of members where a quorum is present shall be the action of the membership of UWLC. Additional meetings of the members may be held on call of the Board of Directors or on petition of not less than fifty (50) individual members.
4. Notice of any meeting of the members, annual or special, stating time and the place, shall be served by any medium of general circulation in Licking County, Ohio, not less than ten (10) nor more than twenty-one (21) days before the meeting.

Article IX - Board Meetings

1. Meeting of the Board of Directors of this corporation shall be held at least six (6) times a year. Additional meetings may be held on the call of the President, or if the President is absent, unable or refuses to act, meetings may be called by any officer or by any five directors. Meetings may be conducted via electronic means at the request of the President of the Board.

2. Notice of any meeting of the directors, regular or special, stating the time and place where it is to be held shall be sent to Board Members via any of the following formats: USPS mail, email, or fax, not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the meeting notice and matters germane thereto.
3. To constitute a quorum, greater than half of the directors serving on the Board must be in attendance. A quorum for meetings conducted via electronic means, such as electronic mail, will still require a majority of the entire Board of Directors.
4. The Board of Directors of UWLC may exercise such powers and do such lawful acts and things that are in addition to those duties that are required by statute or by these by-laws which are required by, duty or otherwise, to be exercised by the members or officers.

Article X – Officers

1. The officers of the United Way shall consist of the president, first vice president (president elect), the treasurer, the immediate past president, and a vice-president for each operating division. All officers shall be elected from, and by, the Board of Directors at its organizational meeting immediately following the annual membership meeting.
2. All officers shall be elected by the Board of Directors at the Annual Meeting for a term of one (1) year, such term to begin on July 1 of that year. All officers shall be elected for successive terms of one year or until their successors are elected. With exceptions noted herein, no officer for more than two additional consecutive terms. The vice-presidents for the Marketing, Funds Development, Community Impact, Planning, Finance and Governance Divisions will be eligible for a maximum of two additional consecutive terms (total of four years) if a term addition is approved by the Board of Directors each year at election. Whenever a new vice-president of Community Impact Division is elected and, if this is before final funds distribution appeals have been decided in the funding cycle, the outgoing vice-president of Community Impact Division will continue in office until the final appeals are decided by the Board. During this period, both outgoing and incoming Community Impact Division vice-presidents will have a vote as a Board director and Executive Committee member.
3. A vacancy in any office during the year, from whatever cause, shall be filled by the Board of Directors and that person shall serve until the next annual meeting.
4. It shall be the duty of the president to preside at all meetings of the Board of Directors, to appoint committees as directed by the Board, and to call special meetings whenever deemed necessary, or upon written request of five directors of the Board of Directors.
5. The treasurer shall keep, or cause to be kept, the accounts of this organization. The treasurer shall be responsible for ensuring that all controls are in place to keep proper custody of all funds and securities. At each regular meeting of the Board of Directors, the treasurer shall make, or cause to be made, a statement of the financial

condition of the organization and at the annual meeting of the membership of the organization, may submit a report of the financial transactions of the organization for the preceding fiscal year.

6. In addition to the above-mentioned officers, the Board of Directors shall select and employ an executive director, who shall serve as secretary to, but not a member of, the Board of Directors.
7. The executive director shall serve as secretary of the organization, the Board of Directors, and the Executive Committee. The executive director shall staff the organization in accordance with the budget and policies approved by the Board of Directors.
8. The executive director shall be bonded in the amount set by the Board of Directors to insure the faithful performance of the executive director's official duties. The cost of such bond shall be paid by the organization.

Article XI – Committees

1. The executive committee shall consist of the officers and such other directors as the Board of Directors shall appoint from the board. The executive committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of Ohio or resolutions the Board of Directors may impose. They shall also perform other duties as assigned by the Board of Directors. Any action taken by the committee must be reviewed at the next regular Board of Directors meeting.
2. The Governance Division shall consist of the immediate past president, executive director, and one additional director. The committee shall present a slate of nominees for election to membership on the Board of Directors at the annual meeting of members and, if requested, to the Board of Directors during the year. Other nominations for members on the Board of Directors may be made by members from the floor at the annual meeting. The committee shall also present a slate of officers for election by the Board of Directors.
3. The Finance Division shall consist of the treasurer of the Board of Directors serving as chair and at least three other members, one (1) of which must be a UWLC Board Member, as the President of the Board of Directors shall appoint. At least one member of the committee should have worked or have a professional certification in finance or accounting and be able to assess the capabilities of the outside audit firm. Consideration will be given to individuals with expertise in finance and all members should be financially literate. The committee shall be responsible for soliciting and selecting the independent auditor, initiating the annual audit and overseeing the presentation of the audit results to the Board of Directors. The committee shall advise the executive director on matters related to the management of corporate financial resources. The Finance Division will receive and review the quarterly earnings statements of any trusts or endowments that may be established in the future. The Finance Division will make an annual recommendation to the full board regarding the reinvestment or disbursement of the earnings of any trusts or endowments for United Way of Licking County.

4. Responsibility for the organization's Human Resource policies will reside with the Board's Executive Committee.

Article XII – Operating Divisions

The functions of the UWLC shall be carried out through divisions as outlined herein. The duties are delegated to the divisions by the Board of Directors. The chair of each division shall be a vice president of this organization, elected by the Board of Directors. Divisional meetings shall be held at least four times per year. Non-board division volunteers shall serve three (3) year-terms and may be re-elected and/or re-appointed for successive three (3) year-terms and are not subject to any term limits.

The Divisions and their duties are as follows:

1. The funds development division shall consist of at least three (3) members, the majority of whom must be Board directors, and its duties shall be to:
 - a. Assure continuity year to year in fundraising strategies to ensure a year-round focus on fundraising.
 - b. Oversee the development and annual update of a Funds Development Plan to enhance and expand the total dollars raised.
 - c. Perform other duties as assigned by the Board of Directors
2. The Community Impact Division shall consist of five (5) person evaluation teams for each funded panel. At least one (1) director will serve for each funded panel team. Community Impact division duties shall be to:
 - a. Assign directors and volunteers to panel teams to evaluate all requests for program funding and recommend action for allocation.
 - b. Monitor programs and agency operations to assure adherence to the Statement of Agreement.
 - c. Participate and review of all requests for new agencies and programs
 - d. Perform other duties assigned by the Board of Directors.
3. The Outreach division shall consist of at least a five (5) person team, one of whom shall be a director, and its duties shall be to:
 - a. Oversee the development and implementation of marketing and communication plans in support of the UWLC.
 - b. Perform other duties as assigned by the Board of Directors.
 - c. Oversee and implement annual UWLC events and coordinate with grass roots committees.
 - d. Monitor UWLC social media platforms and ensure compliance with United Way Worldwide branding requirements.

4. The Planning Division shall consist of a minimum of a five (5) person team, one of whom shall be a director. Planning Division duties shall be to:
 - a. Work with all divisions to ensure that our mission, vision, strategic plan and policies are aligned to support Community Impact relations.
 - b. Facilitate activities to solve community problems and improve the quality, efficiency and impact of community services. Promote the well-being of the community through such activities as the continuous study of health and human service needs and resources; facilitate collaborative planning and participation of individuals and social service agencies, whether governmental or voluntary in matters of common concern; and the education of the public concerning health and human services issues and programs.
 - c. Conduct regular assessments of ongoing community needs.
 - d. Monitor UWLC internal programs/services
 - e. Assist other divisions by reviewing UWLC ethics or conflict of interest issues and make recommendations to the Board.
 - f. Perform other duties as assigned by the Board of Directors.
 - g. Consider advocacy issues that UWLC may want to engage in.
 - h. Perform reviews and updates of UWLC strategic planning processes.

Article XIII – Management of Funds

1. Funds shall be distributed in accordance with the budgetary allocations approved by the Board of Directors.
2. Funds for investment or capital purposes must be managed in accordance with established policies.
3. To the extent practicable, funds directed by donor designations shall be distributed in a manner such that the intent or wishes of the donor are met.
4. Financial management and documentation shall be in accordance with generally accepted accounting practices and applicable federal and state law.

Article XIV – Fiscal Year

The Fiscal year shall be the period of July 1 through June 30 of the next calendar year.

Article XV – Nondiscrimination

The members, officers, directors, committee members, volunteers and employees of this corporation and persons served by this corporation shall be selected and served entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and disability.

Article XVI – Amendments

The by-laws of this corporation may be altered or repealed by the members by a vote of two-thirds of those members present at an annual or special meeting called for that purpose. Proposed amendment may be submitted by the Board of Directors or by signature of fifty (50) members submitted to the Board of Directors at least sixty (60) days before the Annual Meeting. Proposed amendments must be submitted by the Board of Directors to a meeting of the membership. A meeting announcement to the members must indicate if by-law amendments will be considered at an annual meeting and that copies of the changes or deletions are available beforehand at the United Way office.

Any amendments, alterations, changes, additions or deletions from these by-laws, shall be consistent with the laws of this state which define, limit or regulate the powers of this corporation or the directors of this corporation.

Article XVII – Indemnification of Officers and Directors

The United Way of Licking County, Ohio shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, board member of the corporation against all expense and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided by any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding to have acted in bad faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

Revisions and approvals:

March 18, 2008

March 19, 2009

March 18, 2010

March 17, 2011

April 26, 2012

March 15, 2013

May 6, 2017

April 4, 2019