

# UNITED WAY OF RICHLAND COUNTY CODE OF REGULATIONS

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(Amended 01-27-2010)

## ARTICLE I

### PURPOSES

#### Section 1: Mission Statement

The mission of this Corporation is to increase the capacity of Richland County citizens to care for one another by bringing together all elements of the community to plan, support, deliver, and monitor quality human services.

#### Section 2: Major Functions

The Corporation shall evolve around the following core strategies (in no particular order of priority):

##### A. Community Assessment

United Way should act as a catalyst to the community to identify and, where possible, resolve health and human-care problems.

##### B. Inclusiveness

United Way is conceived of as an optimally inclusive community system for providing health and human-care services. United Way should be as inclusive as possible with regard to people, agencies and services, and service areas.

##### C. Single Community-Wide Campaign

United Way should manage a single community-wide campaign for the most cost-effective voluntary fundraising for health and human-care services at the community level.

##### D. Year-round Communications

United Way should conduct a year-round community-wide communications program that listens to, educates, and involves people.

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### E. Flexible Community Fund Distribution

United Way should develop, install, and operate a flexible community fund distribution system (also referred to herein as allocations.)

### **Section 3: Other Purposes for which the Corporation is formed are:**

A. To manage United Way operations effectively, and to offer assistance to agencies wishing to improve their management skills.

B. To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and 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 or donors of such property, or in the absence of such directions, as the Corporation may deem best from time to time, for the promotion of any or all of the foregoing objects or purposes.

### **Section 4: Lobbying**

Although it is the responsibility of the Corporation to make its views known with regard to legislation which may impact the Corporation, 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 (including the publishing or distributing of statements), any political campaign on behalf of any candidate of public office.

### **Section 5: Restriction of Asset Usage**

No part of the net assets of this Corporation shall inure to the benefit of any private individual. The property of this Corporation is irrevocable 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 benefit 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 Sections 501 (C) (3) and 509 (a) (1), (2), or (3) of the Internal Revenue code of 1954.

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## **ARTICLE II**

### **SERVICE AREA**

The area to be served by this corporation shall be Richland County except for those areas served by other United Ways.

### **ADDRESS**

The Post office address of the principal office is 35 NORTH PARK STREET, MANSFIELD, OHIO 44902-1775.

## **ARTICLE III**

### **MEMBERS**

#### **Section 1: Eligibility**

The voting members of this Corporation shall be individuals who are representative of diverse elements of the Community including taxpayers, donors, users of community services, persons affiliated with agencies and organizations servicing the community. For example,

- A. Any person who gives voluntary service on behalf of this Corporation,
- B. Any person who serves on the governing body of an organization affiliated with this Corporation and/or
- C. Any person who makes a financial contribution to the Corporation.

#### **Section 2: Powers and Responsibilities**

The members of this Corporation shall have the following powers and responsibilities; to elect The Board of Trustees, to amend the Code of Regulations; to request and receive from the Board of Trustees an accounting of its activities, both orally and in written reports; and to make recommendations to the Board of Trustees.

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## ARTICLE IV

### MEMBERSHIP AND AUTHORITY OF THE BOARD OF TRUSTEES

#### Section 1: Governing Authority

The corporate powers, property and affairs of the Corporation, subject to the limitations contained in the Ohio Revised Code, this Code of Regulations and Articles of Incorporation, shall be exercised, conducted and controlled by the Board of not less than twenty-two (22) and not more than twenty-five (25) Trustees elected by the members of the Corporation. Chairpersons of standing committees who are not otherwise serving on the Board of Trustees, each of whom shall be a member of the Corporation, shall be volunteers and not paid personnel of this Corporation or any organization receiving financial support from this Corporation. They shall be citizens of the United States of America and residents of the State of Ohio.

Chairpersons for the annual campaign, who are not otherwise a Trustee of the United Way of Richland County, shall be eligible for honorary membership for the term of one (1) year from the appointment as Chair. Honorary members, upon approval of the Board, shall have full voting rights and privileges

#### Section 2: Method of Election

- A. At the first Annual Meeting of the members, seven members shall be elected to serve for one year, seven for two years, and eight for three years. Thereafter, seven or eight members shall be elected each year at the Annual Meeting of the members for terms of three years each and until their successors have been elected. No person, other than the Treasurer, shall be eligible to serve as a Trustee for more than two (2) consecutive three-year terms or a maximum of eight (8) years except after an absence from Board membership for a period of at least one-year.
- B. The Nominating Committee shall submit to the membership at the Annual Meeting, after determining the willingness of the nominees to serve a single slate of nominees for membership on the board of Trustees. It shall be the duty of the Nominating Committee to select nominees who represent diverse geographic, economic, cultural and other special interests areas.
- C. Additional nominations may be made from the floor by any member of the Corporation provided the persons nominated have agreed to serve if elected.
- D. If additional nominations have been made, the election of Board members shall be by written ballot otherwise, voice ballot is acceptable.

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- E. The Nominating Committee shall also submit, at such time as a vacancy shall occur in the Board of Trustees, a nomination to fill that vacancy. See Article V, Section 2H for procedure.

### ARTICLE V

#### MEETINGS, NOTICES, QUORUM, ABSENCES, VACANCIES

##### Section 1: Annual Membership Meeting

- A. There shall be an annual Meeting of the Corporation members within ninety days after the beginning of each fiscal year, at such time and place as the Board of Trustees shall determine, for the purpose of electing the Board of Trustees, receiving reports and transacting any business presented to the members of the Corporation.
- B. Notice of the annual meeting of the Corporation shall be by announcement in two separate issues of a newspaper of general circulation in Richland County, the second publication shall be at least ten days, and not more than sixty days, before the date of such meeting.
- C. Special meetings of the members for any purpose may be called pursuant to a resolution of the Board of Trustees, and shall be called by the President or Secretary at the request in writing of one-third of the Trustees in office. Such request shall in any case state the purpose or purposes of the proposed meeting. Business transacted at all special meeting shall be confined to the subjects stated in the call and matters germane thereto.
- D. The presence in person of not less than eighteen members entitled to vote shall constitute a quorum at all meetings of members, of the elections of Trustees or for the transaction of other business, except as otherwise provided by law or by these Code of Regulations. If such number of members shall not be so present in person, those present shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally notified.
- E. Any action by a majority of members where a quorum is present shall be the action of the membership of this Corporation.

##### Section 2: Board of Trustees Meeting

- A. The organizational meeting of the Board of Trustees shall be held annually, as soon after the Annual Membership Meeting as may be possible but within at least forty-five days (45), for the purpose of electing officers, appointing committees and transacting such other business

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as may come before it.

- B. Meetings of the Board of Trustees shall be held throughout the year, at such times and intervals as the Code of Regulations shall prescribe, except that at least six meetings of the Board must be held each year. If possible, the regular meetings of the Board of Trustees shall be scheduled monthly throughout the year; however, the Board may elect not to meet in July and August.
- C. Special meetings of the Board of Trustees may be called at any time by the President or if he/she is absent, unable or unwilling to act, by any officer or on the written request of five members of the Board.
- D. All meetings of the Board of Trustees shall be open to the public unless the presiding officer calls for an executive session.
- E. All meetings of the Board of Trustees, regular or special, stating the time and the place to be held shall be served personally or by mail, postage prepaid, or through electronic mail with a request for a read-receipt upon each Trustee not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
- F. 50% of the current list of active members of the Board of trustees, which ever is greater, shall constitute a quorum for the transaction of business.
- G. If any elected member of the Board of Trustees, except honorary members, is absent for three consecutive meetings without giving notice of reason for their absence, that fact alone may be considered by the Board of Trustees as a resignation. Meetings missed because of illness, or absence from the area, will not count as absences for the purpose of applying this rule.
- H. The Board of Trustees shall temporarily fill, by election, any vacancy occurring among the elected members of the Board. At the next Annual Meeting, the vacancy shall be filled for the remainder of the unexpired term by election by the members of the Corporation.

All vacancies in the Executive Committee whether caused by failure to elect, resignation, death or otherwise may be filled by the Board of Trustees at any stated or special meeting.

In case there is a vacancy in any office of the Corporation, whether caused by failure to elect, death, resignation or otherwise, such vacancy may be filled by vote of the Board of Trustees at any regular or special meeting. Such officers so elected to fill vacancies shall serve until the next Annual Meeting of members and until their successors are elected and

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qualify.

I. A simple majority vote shall be sufficient for transacting business except as otherwise stated in these Code of Regulations.

## ARTICLE VI

### POWERS AND DUTIES OF THE BOARD OF TRUSTEES

#### Section 1: Duties of Board

In managing the affairs and carrying out the objectives of this Corporation between meetings of the members thereof, the Board of Trustees shall have, but not be limited to the following powers and duties:

- A. To adopt and amend policies and procedures for the operation of the Corporation as may be consistent with the Articles of Incorporation and this Code of Regulations.
- B. To employ such professional persons as it may deem necessary for the successful prosecution of the objects of the Corporation.
- C. To authorize all appropriations of United Way of Richland County funds.
- D. To give, at least once a year, a full and complete report of its activities at a meeting of the members of the Corporation.

#### Section 2: Additional Powers

In addition to the duties described above in these Code of Regulations, the Board of Trustees of this Corporation may exercise such powers and do such lawful acts as are not by statute or by these Code of Regulations required to be exercised by the members of the Corporation.

## ARTICLE VII

### OFFICERS

#### Section 1: Officers of the Corporation

- A. The officers of this Corporation shall be a President, President-elect, Past President and Treasurer, all of who shall be elected from among its members of the Board of Trustees at an organizational meeting following the annual election of Trustees.

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B. The Executive Director of the Corporation shall serve as Secretary but shall not be a member of the Board of Trustees.

### **Section 2: Nomination and Terms**

A. Officers shall be elected from a slate of nominees submitted by the Nominating Committee, who shall first have determined the willingness of the persons nominated to serve.

B. Additional nominations may be made from the floor by members of the Board.

C. Election shall be by written ballot if more than one candidate is nominated for any position, otherwise, by voice ballot.

D. All officers shall hold office for terms of one year or until their successors are elected and qualify. No officer, other than the Treasurer shall hold the same office for more than two successive terms.

### **Section 3: Duties of the Officers**

A. The president shall preside at all meetings of the members and the Board of Trustees; shall appoint all committees not otherwise provided for, subject to the approval of the Board of Trustees; shall appoint the Chairpersons of all committees unless otherwise provided; shall call special meetings when necessary.

B. The President-elect shall perform such duties as may be assigned from time to time by the President; shall perform the duties of the President in the event of the President's absence, resignation, inability or refusal to perform the required duties. The President-elect shall have primary responsibility for the Executive Committee's strategic planning concerns.

C. The Treasurer shall have custody of the funds and securities for the Corporation and shall make reports of receipts and disbursements, in such form as the Board of Trustees may direct, at each of its regular meetings; shall ensure that the fiscal policies and practices of the Corporation are properly observed and carried out shall supervise the maintenance of its financial records; and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Trustees.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Trustees, taking proper vouchers for such disbursements, and shall render to the Board of Trustees at the regular meetings of the Board, or whenever they may require it, an account of all transactions and of the financial condition of the Corporation.

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The Board of Trustees shall require the Treasurer, and may, at its discretion, require any other officer, or any employee of this Corporation to be bonded in a sum and with one or more sureties satisfactory to the Board of Trustees, conditioned upon the faithful performance of the duties of such office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in the Treasurer's possession or under the Treasurer's control belonging to the corporation.

The Board of Trustees shall cause the financial records to be audited annually by an independent Certified Public Accountant.

D. The Executive Director, acting as Secretary, shall attend all meetings of the board of Trustees and all annual or special meetings of members and shall act as clerk to each meeting, recording all votes and the minutes of all proceedings; shall provide a Recording Secretary for all Committees; shall cause notice to be given of all meetings of members or of the Board of Trustees when notice is required by these Code of Regulations; shall maintain all papers, documents and records of the Corporation; to have, exercise, and perform such other powers and duties as may be assigned herein or from time to time by the Board of trustees.

### **Section 4: Duties of the Executive Director**

The Executive Director shall be the active executive and administrative officer of the Corporation, charged with the direction of its activities and the measures for the accomplishment of its purposes, subject to the supervision and control of the Board of Trustees; to employ, within the budgetary limitations set by the Board of Trustees, such staff as may be necessary; to render an Annual Report to the members and such other reports as the Board of Trustees shall from time to time request; to advise, cooperate with and furnish information and assistance to all committees of the Corporation; and to fulfill the duties and responsibilities as defined in the Board-approved position description.

### **Section 5: Duties of the Labor Liaison**

The Labor Liaison shall help develop and mobilize health, welfare and recreational services, both voluntary and tax-supported, to meet the needs of people and enable union people to come to know what these services are, how to use them and develop an awareness of these programs, encourage participation in these services and support their operations through contributions of time and/or resources.

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## ARTICLE VIII

### COMMITTEES

#### Section 1: Appointments

The President shall designate the Chairperson of each committee unless otherwise stated in this Code of Regulations and shall also have the power to fill vacancies for the unexpired portion of any term in any committee with the approval of the Board.

#### Section 2: Accountability

All committees shall finally be responsible to, and report to, the Board of Trustees. In addition to the duties and responsibilities specified hereafter, each committee shall have such other and further duties and responsibilities as the Board may assign from time to time.

#### Section 3: Term

- A. Whenever a one-year term of committee membership is provided for in this article, such term shall expire at the close of the Annual Meeting following the date of the appointment of that term.
- B. Whenever a committee membership term of two or more years is provided for in this article, or by the Board, the President shall initially divide as equally as possible the number of members of the committee into as many groups as there are years in the term of membership specified for that committee. The President shall then appoint, in the manner provided for in this article, the first group to a one-year term, the second group to a two-year term, and so on. The term of membership on a committee shall extend from the date of appointment until the close of the Annual Meeting in the year in which the term expires, or until a successor has been appointed.

#### Section 4: Meetings

- A. All standing and special committees shall meet upon call of their Chairperson, the President of the Board of Trustees or the Executive Director.
- B. At any meeting of any committee, the members of that committee present shall constitute a quorum; minutes of the committee actions and a record of the votes, if any, shall be kept.

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### **Section 5: Executive Committee**

- A. The Corporations shall have an Executive Committee which shall consist of the officers of the board, the immediate past President, Labor Representative and Chairperson of the following standing committees: Administrative/Finance Committee, Community Impact Committee, Campaign Cabinet, Marketing Committee, Nominating / Human Resources Committee and Community Relations Committee.
- B. The Executive Committee shall meet on call by the President and a majority of the members shall constitute a quorum. In the interim between Board meetings, wherever possible and practical, the Executive Committee shall make recommendations to the Board on key issues. Where circumstances require, the Executive Committee shall be authorized to take any required action on behalf of the Corporation, which the Board would have authority to take in session. At the next Board meeting following an Executive Committee meeting, a report shall be made to the Board on any significant decisions/action taken by the Executive Committee.
- C. The President shall serve as Chairperson of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business.
- D. This Committee shall develop and monitor a strategic management system that articulates clear and specific goals, objectives and programs – including fiscal, personnel and capital resources commitments to be achieved by the United Way over a specific time period. Such a system should take into consideration the external economic, political and social environments and their impact on United Way. The President-elect shall be responsible for this strategic management planning.

### **Section 6: Special Committee Appointments**

The President shall from time to time appoint special committees as are authorized by the Board of Trustees. Each committee shall consist of such number of persons, as the Board of Trustees deems advisable. All acts of such committees shall be subject to approval of the board of Trustees.

The Chairpersons of these special committees who are not already serving on the Board of Trustees shall be eligible to attend and recommend actions at meetings of the Board of Trustees.

### **Section 7: Nominating / Human Resources Committee**

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- A. The President shall appoint a Nominating Committee and the Chairperson in January to serve a term of one year. The committee members appointment shall made by the President, the Chairperson and/or the Executive Director for a term of one year.
- B. The Nominating Committee shall consist of at least (minimum) five members, with two members or more being non-Board of Trustees members. The Nominating committee shall consist of individuals representative of the agencies providing services, business and industry, labor and employee groups, the professions, government and the public at large.
- C. The Nominating Committee shall meet as often as necessary to carry out their duties.
- D. The Nominating committee shall be responsible for preparing and presenting a list of nominees for election to the Board of Trustees, and support the President, Committee Chairpersons as needed in identifying persons to serve on various committees of United Way. In preparing nominations, the Committee shall ensure broad and adequate representation of various interest groups and facets of community life.

### **Section 8: Administrative/Finance Committee**

- A. The President shall appoint the Administrative/Finance Chairperson in January to serve for a term of one or two years.
- B. The Administrative/Finance committee shall consist of at least seven persons, a majority of whom shall be members of the Board of Trustees for a term of one year. The Treasurer of the United Way shall be a member of this committee.
- C. This committee shall meet at least quarterly and when deemed necessary by the Executive Committee and/or Treasurer.
- D. It shall be the Administrative responsibility of this Committee to give guidance and counsel to the staff; work closely with the Administrative/Finance Director and the Executive Director regarding confidential administrative policies (salaries/benefits) and financial matters; assist in developing reports and recommendations concerning the building, personnel and similar matters; take appropriate action, subject to final approval by the Board, to implement such recommendations; and supervise the administrative aspects of the Board of Trustees.
- E. The committee shall consider and review all matters relating to the handling of funds of the United Way. The Treasurer of the United Way, who shall be a member of this committee, shall review all documents and minutes.

### **Duties and Responsibilities:**

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- 1.Ensure that a monthly financial report is given at Board Meetings.
- 2.Recommend, when necessary, revision of the United Way policy in regard to uncollectible pledges and write-offs.
- 3.Recommend the amount to be included in the Annual Campaign Goal for the reserve for uncollectibles.
- 4.Recommend the amount available for the annual allocations.
- 5.Recommend the Annual Budget to the Board of Trustees.
- 6.Review periodically and advise on the billing, collections, and bookkeeping procedures of the United Way (Income Statement, Balance Sheet, and Personnel).
- 7.Develop and maintain the United Way investment program for available cash.
- 8.Review periodically United Way banking policies and make recommendations when necessary.
- 9.Act as the Audit Committee for the Board Trustees, which includes engaging the auditor, reviewing the audit with the auditor and receiving communications from the auditor.
- 10.Audit periodic reviews (Treasurer and/or Adm. Chair) of the check ledger with Adm. Finance Director, and personnel issues as staff vacation, sick leave etc.

### **Section 9: Marketing Committee**

- A.The President shall appoint the Chairperson in January for a term of one year.
- B.The appointment of Committee Members shall be by the Chairperson, the President and/or the Executive Director. This committee will be composed of at least five members.
- C.The Marketing Committee is responsible for developing a long range marketing strategy as well as implementing a yearly plan to enable United Way of Richland County to generate sufficient funds to meet the needs of the programs and services it supports.
- D.The Marketing Committee will have the following responsibilities with the goal of increasing the participation of Richland County citizens to care and support the United Way:

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- 1.To develop and monitor a long range marketing strategy for United Way of Richland County;
- 2.To develop and monitor specific yearly plans to implement this strategy;
- 3.To increase community awareness and enhance the image of United Way of Richland County.

### **Section 10: Campaign Cabinet Committee**

- A.The President shall appoint the Campaign Co-Chairs in January who will be responsible for the annual fund raising campaign. Their term will be for one year.
- B.Committee members will be appointed in such a way as to ensure continuity from year to year.
- C.The Campaign Cabinet Committee shall have the following specific campaign responsibilities with the goal of trying to contract all potential contributors in Richland County:
  - 1.To make planning and policy decisions concerning the annual fund raising campaign;
  - 2.To advise concerning the selection of campaign leadership and to assist, when necessary , in the recruiting of persons selected;
  - 3.To obtain full and appropriate cooperation from financially participating affiliates in the successful conduct of the campaign;
  - 4.To assist with the specific problems which arise as the campaign develops;
  - 5.To review and evaluate the past campaign.

### **Section 11: Community Impact Committee**

- A.The President shall appoint the Chairperson in January for a term of one year with reappointment at the President's option. This person shall be a member in good standing of the Board of Trustees at the time of their appointment.
- B.The Community Impact Committee shall consist of a Chairperson from each of the community impact committees, along with other committed community members as appointed by the Chairperson, President and/or the Executive Director.

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- C. The community impact committees will consist of a minimum of 10 persons as approved by the Chairperson.
- D. The allocations process and changes to the process need to be approved by the Board of Trustees.
- E. The Community Impact Committee shall be responsible for:
  - 1. Formulating and recommending to the Board of Trustees appropriate contractual agreement for affiliated agencies including financial reporting;
  - 2. Developing, installing and nurturing sound agency relations and an outreach program that is outward looking and fosters harmonious relations with all funded and non funded agencies.
  - 3. Reviewing requests for allocated dollars and determining the appropriate amounts to be allocated to each qualifying programs/agencies.
  - 4. This Committee, along with the Finance and Community Relations Committees, may review and make recommendations to the Board of Trustees concerning requests for supplemental fund raising campaigns by affiliated agencies.

### **Section 12: Community Relations Committee**

- A. The President shall appoint the Community Relations Chairperson in January for a term of one year with reappointment at the President's option.
- B. The Committee shall have a minimum of seven members appointed by the President, the Executive Director and/or the Chairperson, with one third (1/3) of the members from the Board of Trustees, for a term of one year.
- C. This Committee shall meet as often as necessary to complete their responsibilities.
- D. The duties and responsibilities of this Committee include four areas: (1) Community Assessment (NAPAC), (2) Agency Affiliation requests, (3) Code of Regulation amendments and review, and (4) Agency Liaison relationships.
  - 1. Community Assessment; To determine, insofar as possible, the social and economic characteristics of Richland County, both for the present and for fixed points in the future, as basis for long range planning; to determine the extent of current needs, to explore the implications for community services of the various social and economic changes expected in the county and to share this information with the Board and

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appropriate committees including Community Impact. This includes receiving proposals or requests for United Way of Richland County studies, surveys, or research projects, program development projects, standard setting projects, and promotion of changes in the community's programs of health, welfare or recreation; after review, to make periodic reports and recommendations to the Board of Trustees with respect to planning and coordination activities to which the corporation should give attention.

2. Agency Affiliation: To assemble a panel for review and site visits of no less than three committee members. Duties include reviewing application including financial reports and audit, listed board members and staff, described services, and to determine benefit to United Way and Community of affiliation. To review all applications for affiliation with United Way, and make recommendations thereon to the Board of Trustees.
3. Code of Regulations: To review and recommend amendments and changes as necessary to the Executive Committee and Board of Trustees.
4. Liaisons: To oversee the liaison relationship between the Board, the Community Impact Committee and the agencies, including selecting volunteer liaisons from the Board of Trustees to serve for the term of their Trusteeship or until a requested removal. The Liaison commitment includes attending board meetings, making site visits where possible and reporting to the Board of Trustees and/or Executive Director and noteworthy activity or concerns.

### **Section 13: Capital Fund Drive Committee**

- A. The chairperson shall be appointed by the President or United Way Board and serves at their pleasure.
- B. The Committee members shall be comprised of key givers from within the community including business and financial representatives who shall serve for the duration of their corporate or community position.
- C. The United Way Executive Director shall have a voting seat on this committee.
- D. This Committee (CFDC) shall seek to schedule the capital fund drives in excess of one million dollars (\$1,000,000) of all community organizations, including United Way and non United Way organizations. This Committee shall request that those organizations holding a capital fund campaign be sensitive to the United Way brown out period.
- E. The Committee shall set such rules and standards as needed and appropriate to maintain order in the community capital fund raising process.

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## ARTICLE IX

### AGENCY AFFILIATION AND CONDITIONS OF AFFILIATION

#### Section 1: Agency Affiliation

##### A. Request for Agency Affiliation

Non-profit organizations desiring affiliation with the United Way of Richland County will be required to submit a completed application and be reviewed by the Community Relations Committee. This application shall include historical, financial, service and other information as the Board of Trustees of the United Way of Richland County may request. Upon application for affiliation each agency shall certify that its governing body has agreed to comply with the Code of Regulations and policies of this Corporation.

##### B. Requirements of Agency Affiliation

At a minimum, the Board of Trustees and/or their committees shall require to monitor or review the following in order for affiliated agencies to maintain their status:

1. That affiliated agencies are a non-profit corporation or association with exempt status under applicable state and federal laws.
2. That affiliated agencies are not carrying on illegal activities.
3. That affiliated agencies are complying with the restrictions on fundraising including, but not limited to, the brown out period of the annual campaign.
4. That affiliated agencies are submitting monthly financial reports as well as an annual audit or financial review as determined by the Finance Committee.
5. That affiliated agencies are spending allocated dollars for services only in Richland County.
6. That affiliated agencies are complying with their contractual agreement with the United Way of Richland County.

##### C. New Agency Status

1. An organization recommended by the Community Relations Committee may be approved as an affiliated agency of the United Way of Richland County by a favorable vote of two-thirds (2/3) of the Board of Trustees present at any meeting at which action is taken. This vote may be taken by a closed ballot or an open ballot.
2. The first year of affiliation, the agency will be eligible for designated dollars only and it will be listed as an affiliated agency during the campaign. The second year the agency

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will, with board approval, be eligible for designated dollars and for allocations from a limited allocation pool to be determined by the Board of Trustees on an annual basis. The third year the agency will, with board of approval, be eligible for designated dollars and for participating in the regular (main) allocations process.

### D. Suspension from Agency Affiliation

1. Any affiliated agency deemed by the Board of Trustees to be in violation of the terms of the contractual agreement may be suspended from receiving allocated dollars by a vote of two-thirds (2/3) of the Board of Trustees present at any meeting, provided the agency shall have had five (5) days written notice of the charges upon which the proposed suspension is based and shall have been given the opportunity to respond. The Board of Trustees may also take any other action they deem appropriate for a violation of the terms of the contractual agreement. This vote may be taken by a closed or open ballot.
- 2.A suspended affiliated agency shall not be entitled to further financial support from United Way of Richland County during the period of its suspension except for unpaid designated dollars for the current fiscal year.
- 3.A suspended affiliated agency may be reinstated upon correcting the violation and by a vote of two-thirds the Board of Trustees present at any meeting of the Board of Trustees.

### E. Termination from Agency Affiliation

- 1.An affiliated agency of United Way of Richland County that fails to meet the requirements of affiliation or fails to comply with the contractual agreement may be terminated at any time by a vote of two-thirds of the Board of Trustees present at any meeting, provided the agency shall have had written notice within a reasonable time (such notice to be determined by the Board of Trustees of the United Way of Richland County) of the charges upon which the proposed removal is based and shall have been given the opportunity to respond . This vote maybe taken by a closed or an open ballot.
- 2.A non-profit organization terminated from agency affiliation shall not be entitled to further financial support from United Way of Richland County except for unpaid designated dollars for the current fiscal year.

### F. Voluntary Withdrawal from Agency Affiliation

- 1.A non-profit organization may withdraw voluntarily from participating as an an affiliated

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agency of the United Way of Richland County at any time upon giving thirty (30) days written notice to the Board of Trustees of its intention to withdraw.

2. When its withdrawal becomes effective, the agency shall forfeit entitlement to all funds that may have been allocated for its use and will be entitled only to any unpaid designated dollars for the current fiscal year.

## ARTICLE X

### FISCAL POLICIES

#### Section 1: Operational Policies

- A. The Board of Trustees shall adopt such fiscal policies and employ such practices as shall ensure the complete confidence of the public concerning the integrity and competence of the financial management of the Corporation.
- B. The fiscal year shall be the calendar year.
- C. The financial records of the Corporation shall be audited annually by an independent certified public accountant. The audit will rotate every three years among local auditing firms, or the lead auditor will change within the same auditing firm.

#### Section 2: Disclosure

All books and financial records of the Corporation shall be open and available for examination by any person at any time, provided that such examination shall be arranged for with the Executive Director so to avoid, as far as possible, disruption of the work of the Corporation.

#### Section 3: Annual Financial Report

At least annually, a complete financial report shall be published and a copy made available to any person requesting it. A copy of the report shall be sent by first class or electronic mail to the office of each affiliate or the President or Chief Volunteer Officer of its governing Board, as requested.

#### Section 4: Disbursement

Funds of the Corporation shall be disbursed only upon authorization of the Board of Trustees, which shall also establish, with the advice and counsel of the Administrative/Finance Committee, the administration and use of all memorial and other special funds.

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## **Section 5: Authorized Signatures**

The Treasurer, the Executive Director, Finance Director and the President of the Board of Trustees and one or more other persons specifically designated each year by the Board of Trustees shall be authorized to sign checks.

## **Section 6: Bonding**

The officers and employees, all authorized signer of checks and such other persons as are involved in the financial management of this Corporation shall give bond with approved surety, in such amounts as shall be fixed by the Board of Trustees, for the faithful performance of their duties. Cost of such bonds shall be borne by the organization.

## **ARTICLE XI**

### **AMENDMENT PROCEDURES**

Recommendations to amend this Code of Regulations may be made at any regular or special meeting of the Board of Trustees by vote of two-thirds majority of those present provided that written notice of the proposed changes has been sent to all Board members by first-class mail, or by electronic mail with read receipt requested, at least ten days in advance of the meeting. Amendments must be approved by a majority vote of members at the annual (or special) meeting of the corporation, provided that proper notification is given in accordance with ARTICLE V, Section 1C.

## **ARTICLE XII**

### **ROBERT'S RULE OF ORDER**

Roberts' Rule of Order, Newly-Revised shall prevail in all cases not specified in the Code of Regulations.

## **ARTICLE XIII**

### **CONFLICT OF INTEREST**

This policy applies to the Board of Trustees, Committee Members, and all staff, as it is important that all United Way participants be impartial when making decisions, and avoid even the appearance of impropriety. It is important that no relationship interfere with independent thinking.

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- 1.No one shall be a Trustee who current holds the position of an Executive Director of an affiliated agency.
- 2.No Trustee may initiate or participate in any decision involving a direct, meaningful benefit to oneself or his/her immediate family (including spouse, significant other, or immediate family member).
- 3.Each Trustee and Committee Member will disclose any affiliation with any United Way agency that would influence or negate one's impartiality and in turn will abstain or refrain from any decision making that directly relates to that agency. This includes the duty to update the disclosure form as changes occur.

## **ARTICLE XIV**

### **EMPLOYEES**

This Corporation may have such agents and employees as shall be determined from time to time by the Board of Trustees.

## **ARTICLE XV**

### **NON-DISCRIMINATION**

The members, officers, trustees, committee members, employees and persons served by this Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, physical handicap and national origin.

### **CODE OF REGULATIONS AMENDMENTS**

Adopted:January 27, 1960  
Amended:February 24, 1961  
January 31, 1984  
January 31, 1989  
January 28, 1992  
January 26, 1995  
January 16, 1997  
January 16, 2002  
January 29, 2003  
January 21, 2009