

United Way of Troy, Ohio, Inc

Code of Regulations

ARTICLE I The name of this Corporation shall be the United Way of Troy, Ohio, Inc.

ARTICLE II The Corporation is a non-profit Corporation as defined in sections 501(c)(3) of the Internal Revenue Service Code of 1954.

ARTICLE III Purposes
A) To assess, on a continuing basis, the need for human services in the United Way of Troy, Ohio, Inc., Inc. service area.

B) To develop as fully as possible the financial resources needed to meet the human service needs of the community and reduce the number of appeals for financial support.

ARTICLE IV Duties
(A) To ensure no substantial part of the activities of the 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 (including the publishing or distributing of statements).

(B) To ensure no part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or any individual. The property of this Corporation is irrevocably dedicated to charitable purposes.

ARTICLE V Definition of Member
Individual Member: Each contributor to the United Way of Troy, Ohio, Inc. shall become an individual member of this Corporation for the campaign year for which the contribution was intended and shall be entitled to attend and have one vote at all membership meetings during that period.

ARTICLE VI Meetings of Members
Section 1. Annual Meeting: The annual meeting of the Corporation shall be held in the first quarter of the year, at such time and place as shall be designated by the board of trustees. Its fiscal year ending shall be July 31.

Section 2. Special Meetings: Special meetings of the members may be called by the President or Executive Director, or at the request of a majority of the board of trustees.

Section 3. Notice: Notice of any meeting of the members shall be published in an area daily newspaper at least two days before the date of the meeting, and shall indicate briefly the object of objects thereof.

Section 4. Quorum: At any meeting of members, a simple majority of the total number of the members of the board shall constitute a quorum. Meetings at which less than a quorum is present, may, however, be adjourned from time-to-time to a later date by those who attended, without further notice other than the announcement at such meetings, and when a quorum shall be present upon any such adjourned day, any business may be transacted at the meeting as originally called.

ARTICLE VII Board of trustees

Section 1. Composition & Election

(A) The powers of this Corporation shall be vested in and exercised by a board of trustees consisting of sixteen (16) to twenty (20) members of the United Way of Troy, Ohio, Inc.

(B) Trustees shall be elected from the membership for three year terms. No person shall be eligible to succeed himself as Trustee after completion of two full three year terms until an interval of at least one year has elapsed.

The term of office for a member of the board of trustees may be extended beyond the two full terms limit specified in the Code of Regulations to complete the progression of offices of 2nd Vice President (Assistant Campaign Chairperson), 1st Vice President (Campaign Chairperson), Vice President, and President

(C) Vacancies: The board of trustees has the authority to fill any vacancy on the board and each person so elected shall be a Trustee for the period of the unexpired term.

Section 2. Meetings

(A) Meetings of the board of trustees shall be held as necessitated by the normal business activities of the Corporation.

(B) Meetings may be called at any time by the President or Executive Director, or by a majority of the board of trustees on twenty-four hours notice to each member of the time, place and purpose of such meeting.

(C) The trustees may hold their meetings in such place as a majority of the board of trustees may, from time to time, determine.

Section 3.

Quorum: At any meeting of board of trustees, a simple majority of the total number of the members of the board shall constitute a quorum. Meetings at which less than a quorum is present, may, however, be adjourned from time-to-time to a later date by those who attended, without further notice other than the announcement at such meetings, and when a quorum shall be present upon any such adjourned day, any business may be transacted at the meeting as originally called.

Section 4.

Compensation

No trustee shall receive any salary or compensation for his/her services as trustee.

ARTICLE VIII

Duties, Power, & Responsibilities of Trustees

Section 1.

The duties, power and responsibilities of the board of trustees shall be to:

(A) Manage the affairs of the Corporation between meetings of the membership.

(B) Adopt rules, by-laws, consistent with the purpose and duties of this Corporation and its Code of Regulations necessary for the attainment of the purposes of the Corporation.

(C) Authorize the establishment of necessary committees and approve appointments to them made by the President.

(D) Provide for campaign or other fund-raising devices.

(E) Receive, hold, invest and disburse funds.

(F) Accept and dispose of property.

(G) Employ and determine the compensation of whatever executive staff is deemed necessary for the successful operation of the

Corporation.

(H) Cause an annual audit to be made of financial books and records of the Corporation.

(I) To consider and make final determination in regard to the admission of agency members.

(J) To determine agency allocations, yearly administrative and operating budget, and establish annual campaign goal.

ARTICLE IX

Election

Section 1.

From the membership of the board of trustees, a President and one or more Vice Presidents are to be elected by the board of trustees for a term of one year. The election is to be held at the annual meeting of the membership. The board of trustees shall appoint a Treasurer and may appoint an Executive Director neither of whom needs to be members of the board of trustees. The Executive Director shall serve as secretary with duties as set forth herein.

Section 2.

(A) The President: The President shall be the chief executive officer of the Corporation, and in the recess of the board of trustees shall have the general control and management of its business and affairs. He/She shall preside at all meetings of the trustees and all meetings of the members. He/She shall be an ex-officio member of all committees. He/She shall give, at least once a year, a full and complete report of all activities at a meeting of the membership. In case of absence of the President, the Board may appoint a President pro-tem.

(B) The Vice Presidents: The Vice Presidents, in the order of their office, shall perform the duties of the President in case that office shall become vacant by absence, resignation, or death, or in case of his/her inability to discharge the duties of his/her office.

(C) The Treasurer: The Treasurer shall have custody and keep account of all money, funds and property of the Corporation, unless otherwise determined by the board of trustees. He/She shall render such statements and present such statements to the Trustees and President as may be required of him/her. He/She shall deposit all funds of the Corporation which may come into his/her hand in such banks or other financial institutions as the board of trustees may designate. He/She shall keep his/her accounts open at all reasonable times to any trustee or

member of the Corporation upon application at the office of the Corporation during business hours. He/She shall pay out money as the business may require upon the order of the properly constituted officer or officers of the Corporation, taking proper vouchers therefore: provided however that the board of trustees shall have power by resolution to delegate any of the duties of the Treasurer to other officers, and to provide by what officers, if any, all bills, notes, checks, vouchers, orders, or other instruments shall be countersigned. He/She shall give bond with such amounts as shall be fixed by the board of trustees, cost of such bond to be borne by the Corporation. He/She shall perform in addition such other duties as may be delegated to him/her by the board of trustees. The Treasurer and Secretary shall propose an operating expense budget annually.

(D) The Secretary: The Secretary shall be the chief professional officer of the Corporation and shall keep the minutes of all meetings of the members and board of trustees in books provided for the purpose. He/She shall maintain, compile, and keep records of the budgets and activities of participating member agencies. He/She shall perform in addition, such other duties as may be delegated him/her by the board of trustees. He/She shall sign with the President, or one of the Vice Presidents, in the name of the Corporation all contracts authorized by the board of trustees. He/She shall have charge of such books and papers as the board of trustees may direct, all of which at all reasonable times, be open to the examination of any trustee upon application at the office of the Executive Director. He/She shall give bond with approved surety for the faithful performance of duties, in such amounts as shall be fixed by the board of trustees, cost of such bond to be borne by this Corporation.

ARTICLE X

Section 1.

Committees

Executive Committee: The board of trustees may create an Executive Committee of such size as it may determine, consisting of officers, and/or other members, to conduct the business in intervals between membership meetings, and subject to approval and ratification of the board of trustees.

Section 2.

Admissions & Allocations Committee: The Admissions & Allocations Committee shall consist of the board of trustees. The duties of the Admissions & Allocations Committee shall be to consider and determine admissions and allocations to agency members.

Section 3. Communications Committee: This committee may be appointed by the President annually for the purpose of promoting an educational program throughout the year. This committee shall propose an annual budget to the Secretary and Treasurer.

Section 4. Nominating Committee: In October of each year, the President shall appoint a Nominating Committee of five from the membership, who shall make nominations for election at the annual membership meeting for the board of trustees.

Section 5. Campaign Committee: The President shall annually appoint a Campaign Committee of such number as he/she shall deem best and shall designate the Chairman of such Committee. It shall be the duty of the Campaign Committee to organize and conduct the annual campaign for funds for the Corporation. This committee shall propose an annual budget to the Secretary and Treasurer.

Section 6. Additional Committees: Additional committees may be appointed by the President with the approval of the board of trustees in accordance with needs and demands as determined by the board of trustees. Those committees who anticipate financial expenses shall propose an annual budget to the Secretary and Treasurer.

ARTICLE XI Agency Membership

Section 1. Any organization desiring to become an Agency Member of the United Way of Troy, Ohio, Inc. shall make application in writing to the board of trustees and shall submit the following:

(A) A statement by the head of such organization that the governing board, or other policy making body familiar with the provisions of the constitution and by-laws, has voted to apply for membership and agrees to cooperate with other Agency Members in furthering the purposes of the United Way of Troy, Ohio, Inc.

(B) A statement of the background and purposes of the organization together with a detailed report of its programs or services performed to the community.

(C) Must provide a copy of the organization's "Letter of Determination" from the Internal Revenue Service confirming a 501(c)(3) tax-exempt status.

(D) A list of its officers, and detailed financial reports as may be required by the board of trustees.

Section 2. Applications for Agency Membership shall be filed not later than January 31 of the year before they wish their participation to become effective.

Section 3. Applications for participation shall be submitted to the office of the United Way of Troy, Ohio, Inc. The board of trustees shall, after proper investigation, determine admission as a member agency. Applications received by January 31st shall be acted upon by June 1st of that year.

Section 4 To maintain active membership status, each Agency Member shall agree:

(A) To cooperate with the United Way of Troy, Ohio, Inc. and with other agency members in eliminating duplication of services, securing economy and efficiency of operations and promoting the best interest of charity and social work in the area.

(B) To present such financial and other information by their board of trustees as may be requested by the United Way of Troy, Ohio, Inc. board of trustees. Final financial and budget decisions shall be made solely by the United Way of Troy, Ohio, Inc. board of trustees.

(C) To maintain such books and records as may be necessary to produce the information on finances and services as requested by the United Way of Troy, Ohio, Inc. board of trustees, and to furnish a copy of their annual audit upon request.

(D) To give free access to their books of accounts and records for examination by authorized representatives of the United Way of Troy, Ohio, Inc. board of trustees.

(E) To make no public or private solicitation for funds of any type, within the Troy area, without prior notification to the United Way of Troy, Ohio, Inc. board of trustees.

(F) To operate under the management of a responsible lay board of trustees who shall hold regular meetings at least quarterly.

(G) To recognize that the board of trustees of the United Way of Troy,

Ohio, Inc. may terminate the membership of any agency member or modify its funding allocation by a two-third vote of the members present at any regular or special meeting of the board of trustees of the United Way of Troy, Ohio, Inc., provided that such agency member and each trustee shall have had at least 10 days written notice of such proposed meeting and contemplated action, and provided further that at the meeting, such agency member shall have an opportunity to be heard and present its position on the question.

Section 5. The United Way of Troy, Ohio, Inc. board of trustees shall secure the approval of the agency members of these by-laws in any manner it deems satisfactory, including requesting the execution of appropriate written documents.

ARTICLE XII By-Laws

By-laws may be adopted or amended if not inconsistent with this Code of Regulations by a vote of a quorum of the board of trustees, provided the proposed by-laws have been submitted in writing to all members of the board of trustees not less than thirty (30) days before the meeting at which formal action on such by-laws is sought.

ARTICLE XIII Amendments To The Code of Regulations

Section 1. This Code of Regulations may be altered, amended, or repealed at any meeting of the members provided that:

(A) Notification of proposed change in writing shall be given to each trustee and each member agency not less than thirty (30) days before the meeting at which formal action on proposed changes shall take place.

(B) Proposed change shall be published in an area daily newspaper at least two days before the date of such meeting.

(C) A majority vote of the members present shall be necessary for such alteration, amendment or repeal.

ARTICLE XIV Dissolution

The property of this corporation is irrevocable dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, after providing for debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit 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 Service Code of 1954.

ARTICLE XV

Reserve Policy

Section 1

Definition: Reserves are those funds generally reported in the Checking/Savings and Campaign Accounts Receivable sections of the balance sheet. Reserves may be identified as unappropriated funds, funds available for general activities, a stabilization fund or an emergency fund. The reserves are the sum of any or all of these that exist at any given time on the balance sheet. They are available for future use at the discretion of the board.

Section 2

Policy: It is the policy of the United Way of Troy, Ohio, Inc. to establish and maintain a sum unencumbered and uncommitted, at a level equal to two (2) times the annual administrative budget of the United Way of Troy, Ohio, Inc.

Section 3

Purpose, Rationale: The reasons for establishing and maintaining reserves are:

(A) To provide a necessary and reasonable amount of working funds to financially operate the organization.

(B) To provide funds to stabilize a level of allocations or a level of increased allocation to member agencies when events, such as a deficiency in the campaign or collection experience, affect the source and application of funds.

(C) To provide funds to meet unexpected organizational needs.

(D) To provide funds for emergency needs of member agencies.

(E) Unexpended appropriations for special allocations and grants.

Section 4

Source: The following are possible sources that may be used to establish and maintain the fund.

(A) The cumulative excess of support and other revenue over expenditures.

(B) Earnings on investments although the endowment fund shall not be considered for purposes of determining the reserve,

(C) Recapture of unused agency allocations.

Section 5

Maintenance: The status of the reserve account will be calculated as of July 31st each year. Any excess reserves may be used along with other sources of funds, for agency allocations and operating expenses.

Any deficiency in the reserves will be replaced in the following year(s) depending upon the amount of the deficiency. A plan, up to five years, shall be adopted which would determine how much of the deficiency would be restored in the ensuing year or years.