

## **By-laws of United Way of Kennebec Valley**

### **Name, Seal and Offices**

#### **Article I.**

1. The name of this corporation is “United Way of Kennebec Valley.”
2. The seal of this corporation shall be circular in form and shall bear the name of the corporation, the word “Maine,” and the year of its incorporation. The Secretary shall have custody of such seal unless the Board of Directors shall direct otherwise.
3. The principal office of the corporation shall be at such location in Augusta, Maine, as the Board of Directors may from time to time determine.

### **Mission and Purposes**

#### **Article II.**

1. The essence of United Way is people helping people. United Way of Kennebec Valley is a Maine not-for-profit corporation established to carry out the basic United Way goal of increasing the organized capacity of people to care for one another.
2. The mission of this corporation is: United Way of Kennebec Valley unites people and resources to improve lives in our community.
3. This basic mission is carried out by the following purposes and objectives of the corporation:
  - (a) To assist the community in planning its own human services; to assess on a continuing basis the need for human service programs; to seek solutions to human problems to assist in the development of new or the expansion or modification of existing human service programs; and to promote preventive activities, and foster cooperation among local, state and national agencies servicing the community.
  - (b) To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community.
  - (c) To deploy United Way financial support so as to maximize the effectiveness of resources available to agencies for services aimed at the human service needs of the community, including those supplied by organizations not now receiving United Way financing.
  - (d) To muster community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the community.

- (e) To manage United Way operations effectively, and to offer assistance to agencies wishing to improve their management skills.
  - (f) 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 proposition of any or all of the foregoing purposes and objectives.
  - (g) To do any and all things, either alone, or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing purposes or objectives.
4. 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 for public office.
5. 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 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 operating 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, as amended.

### **Article III.**

The Annual Meeting of the corporation shall be held on or before March 31 of every year at such place and time and on such date as the Executive Committee or the Board of Directors may determine.

### **Board of Directors**

#### **Article IV.**

1. The affairs of this corporation shall be under the control of a Board of Directors consisting of no fewer than thirteen (13) and no more than twenty (20) members, effective January 1, 2020.
2. All officers of the corporation other than the Secretary, and any other persons as may be so designated by the Board of Directors, shall serve as ex officio members of the Board of Directors during their term of office or such other period of time as may be designated by the Board.
3. All other directors shall be elected for overlapping three-year terms. Approximately one-third of such directors should be elected at each Annual Meeting.

4. No person may serve more than two consecutive three-year terms on the Board of Directors except after an absence of one year from the Board.
5. The powers and duties of the Board of Directors shall be:
  - (a) To be responsible for the administration of the affairs of the corporation.
  - (b) To set or approve the general policies by which the organization will be managed.
  - (c) To employ the President/CEO.
  - (d) To approve criteria for financial participation in United Way by human service agencies for programs.
  - (e) To approve allocations upon recommendation of the Community Investment Committee to those agencies which meet criteria set forth by the Board.
  - (f) To direct or approve other expenditures or financial agreements which are deemed desirable in the conduct of the affairs of the corporation.
  - (g) To approve all United Way reports prior to their being distributed to the general public.
  - (h) To approve the procedure for the appointment of the Chairperson(s) of the annual United Way campaign.
  - (i) To approve the goal of the annual United Way campaign.
  - (j) To establish or confirm on the recommendation of the Chair such standing or special committees as may be desirable to carry out the purposes of this corporation.
  - (k) To confirm the appointment of the chairperson and members of the various standing and special committees of the corporation.
  - (l) To enact and amend the By-Laws of this corporation as hereinafter provided.
  - (m) To perform such other duties as may be required to carry out the purposes of the organization.
6. The Board of Directors shall meet at least six (6) times each year. Special meetings of the Board shall be held on the call of the Chair or upon the written request of at least five (5) Directors.
7. Notice of any meeting of the directors, regular or special, stating the time when and the place where the meeting is to be held, and the purpose or purposes of the meeting, shall be conveyed in writing or by telephone at least five (5) days prior to the meeting.
8. Directors may participate in and act at any meeting of the Board of Directors in person or virtually by means of electronic video conferencing software or similar communication equipment that permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Telephonic or electronic director participation in a meeting will constitute attendance and

presence at the meeting. However, participation by electronic means is not intended to replace in-person attendance when possible and practical.

9. The presence of one-half of the directors then in office is requisite and shall constitute a quorum at all meetings of the Board of Directors. Any action taken by a majority of directors where a quorum is present shall be the action of the Board of Directors of this corporation.
10. Board or Committee action may be taken without a meeting. Any action that might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) at least a quorum of the total number of Directors or of the committee members send written consents to the action to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors or committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, or electronic mail.
11. The Board of Directors shall establish its own rules of procedure.
12. Any member who misses more than 25 percent and/or three consecutive meetings of the regularly scheduled and/or called meetings of the Board, without just cause, shall be considered for removal from the Board. Such consideration shall be the responsibility of the Executive Committee. Directors may also be removed from office on a two-thirds (2/3) vote of directors present for such determination on account of unsatisfactory performance as a director or conduct detrimental to the United Way.
13. Any vacancy on the Board of Directors caused by resignation, death, or other reason may be filled for the balance of the unexpired term by vote of the remaining directors at any regular or special meeting of the Board.
14. To facilitate board recruitment, the Board Chair shall appoint a nominating committee consisting of no fewer than three board members and the UWKV President/CEO, no later than November.

## **Officers**

### **Article V.**

1. The officers of this corporation, who shall be elected by the Board of Directors, shall be a Chair, one or more Vice-Chairs, a Treasurer, and a Secretary (or staff designee). The Chair, Vice Chair(s), and Treasurer shall be ex officio members of the Board of Directors. All officers shall hold office for a one-year period and/or until their successors are elected. In special circumstances, as deemed necessary by the Board, a one-year officer position may be extended up to one additional year.
2. The Chair, or in his/her absence, a Vice-Chair selected by the Board of Directors, shall preside at all meetings of the Board of Directors and the Executive Committee. The Chair shall be the chief volunteer officer of the corporation and shall perform the duties usually devolving upon a

presiding officer. He/She shall also be an ex officio member of all standing and special committees of the corporation.

3. The Treasurer shall have charge of the funds of the corporation and shall be responsible for keeping full and accurate accounts of receipts and expenditures of the corporation. He/She shall implement such bookkeeping procedures as may be directed from time to time by the Board of Directors and shall provide reports, as requested by the Board, on the financial condition of the corporation. The Treasurer shall give bond, at the corporation's expense, for the faithful performance of his/her duties in such office, and the Treasurer may also serve as a Vice-Chair if so elected.
4. The Secretary, or their staff designee, shall attend all meetings of the Board of Directors and shall act as clerk of each such meeting, electronically recording all votes and the minutes of all proceedings to be kept for that purpose at the offices of the corporation. The Secretary or his/her staff designee shall perform like duties for any committee of the organization if so required by resolution by the Board of Directors. The Secretary shall cause to be given notice of all meetings of the Board of Directors in the manner set forth in these By-Laws. The Secretary shall have custody of the original copy of the By-Laws and all amendments thereof.
5. Each Vice-Chair shall perform such duties as may be directed from time to time by the Board of Directors. These duties may include, without limitation, the responsibility for managing and coordinating the activities of any operating division or committee of the organization, establishing special committees within any such division as may be deemed appropriate, and appointing the leadership and membership of any standing or special committee within such division for confirmation by the Board of Directors.
6. The President/CEO of the corporation shall be eligible to serve as Secretary but shall hold no other office. All other officers shall be volunteers. They shall not be paid personal financial support from this corporation.
7. In case there is a vacancy in any office of the corporation, whether caused by resignation, death, or other reason, such vacancy may be filled for the unexpired term by vote of the Board of Directors at any regular or special meeting.

## **Committees**

### **Article VI.**

1. The Board of Directors shall from time to time create such standing or special committees as the Board may deem appropriate to carry out the purposes and objectives of this corporation. Such committees shall include, without limitation, a Community Investments Committee, a Finance Committee, a Human Resource Committee, and a Communications Committee.
  - (a) Each such committee shall consist of such number of persons as the Board of Directors shall from time to time determine. One-third of the members of any such committee shall constitute a quorum.
  - (b) All acts of such committees shall be subject to approval of the Board of Directors.
  - (c) The chair of each such committee shall be a member of the Board of Directors. The membership of any committee, sub-committee or working group created by the Board of

Directors may also contain persons who are then not currently members of the Board of Directors.

#### **Article VII.**

1. The Board of Directors shall employ a President/CEO to serve at its pleasure and shall approve as many additional professional staff positions as it deems appropriate to carry out the purposes and objectives of this corporation.
2. The President/CEO shall be responsible for the day-to-day management of the office and staff of this corporation, for the employment of all staff members for the provision of professional and staff resources to enable United Way volunteers to carry out their responsibilities effectively, and for the implementation of plans, policies and procedures as established or approved by the Board of Directors.

#### **Fiscal Year**

#### **Article VIII.**

The fiscal year of this corporation shall be the calendar year: January through December.

#### **Nondiscrimination**

#### **Article IX.**

The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, gender expression, race, ethnicity, disability status, sexual orientation, military status, religion and national origin.

#### **Amendments**

#### **Article X.**

1. The Board of Directors shall have the power to make, alter, amend or repeal the By-Laws of this corporation by a two-thirds vote of the entire Board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.
2. 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.

#### **Conflict of Interest**

#### **Article XI.**

Any director or officer or employee, as hereinafter defined, having a personal or adverse interest in a transaction with the corporation or presented to the Board of Directors, or any committee thereof, for authorization, approval or ratification, shall make a prompt, full and frank disclosure of the material facts relating to such interest, and to the transaction, to the Board or committee prior to its action with respect to such transaction.

A transaction in which a director, officer or employee has a personal or adverse interest shall include:

1. Purchases, whether isolated transactions or by contract, of any assets or services, including, but not limited to, professional services, from the corporation;
2. Sales, whether isolated transactions or by contract, of any assets or services, including, but not limited to, professional services, to the corporation;
3. Use of the corporation's facilities, its real or personal property, or its personnel;
4. Use of any property to or from the corporation;
5. Payment by the corporation of any commissions or fees, including, but not limited to, brokerage commission, management fees, consultant fees and legal fees.

The Board or committee to which the disclosure is made shall determine by majority vote whether the disclosure shows a conflict of interest exists or can be reasonably construed to exist. If the Board or committee makes a determination of the existence of a conflict of interest, such person having a conflict may not vote upon, nor use personal influence on, or participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such a person may, however, be counted in determining the existence of a quorum at any meeting at which a contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable, the abstention from voting and participation, and whether a quorum was present.

The Board of Directors shall promulgate a policy and procedure in implementation of this Bylaw provision.

Amended: December 9, 2022

*Note: United Way Worldwide requires UWKV to review its by-laws at least every three years.*