



## **Bylaws 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 collaborate with partners to assess community needs, identify root causes, and strengthen systems that improve human lives across the Kennebec Valley.
  - (b) To develop as fully as possible the financial resources needed to maximize community impact, supporting programs that address local human service needs—whether through United Way–funded partners or other organizations advancing shared goals.
  - (c) To build broad community engagement and trust through consistent, two-way communication that informs, listens, and inspires support for United Way’s mission.
  - (d) To manage United Way operations effectively and with integrity, ensuring prudent stewardship of monetary and in-kind gifts; and to undertake any and all actions, either independently or in cooperation with other organizations, and either directly or through contributions to such organizations, as may be deemed necessary or appropriate to carry out the foregoing purposes and 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 1986, 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. The Annual Meeting may be held in person or virtually, with advance notice provided electronically or by mail. If the Annual Meeting is not held by that date, the Board Chair shall call a meeting within 30 days of the date.

### **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.
2. An ex-officio member of the Board is an individual who holds a seat on a Board automatically by virtue of holding another office or position, rather than through election or appointment. The Board may designate ex-officio members of the Board for a term of office or such other period of time as may be designated by the Board. Ex-officio members of the Board do not count toward quorum and cannot vote.
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. Notwithstanding the foregoing, a Director may continue to serve beyond two consecutive terms if holding a leadership role as Chair or Immediate Past Chair, for the purpose of ensuring continuity in board leadership.
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 funding and partnership criteria consistent with United Way's community investment priorities.

- (e) To approve funding allocations following the community investment process or as other circumstances arise.
  - (f) To approve the annual budget and major financial commitments of the corporation.
  - (g) To approve all financial reports prior to their being distributed to the general public.
  - (h) To appoint and support volunteer leadership for the annual United Way campaign.
  - (i) To approve major organizational goals, including those related to fundraising, community impact, and strategic direction.
  - (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 Bylaws 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 via writing, telephone, or electronic means 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. 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. Meetings may be held virtually or hybrid, provided the technology allows all participants to simultaneously hear and be heard, and any remote participant shall count toward the quorum.
  10. 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 three quarters (75%) 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 48 hours of the notification to the Directors or committee members. In the case of a timely written objection, further action must wait until a subsequent meeting. 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 provided the Board adheres to these bylaws.
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 vote of directors present for such determination on account of unsatisfactory performance as a director; failure to uphold organizational values, ethics or confidentiality; or conduct detrimental to the United Way. Before removal, the Director shall be notified in writing and given an opportunity to respond to the Executive Committee; in addition, a record shall be kept.
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. This person can then be nominated to serve up to two additional terms.
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 and from the Board of Directors, shall be a Chair, one or more Vice-Chairs, a Treasurer, and a Secretary. 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 their 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.
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. The Treasurer 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 their duties in such office, and the Treasurer may also serve as a Vice-Chair if so elected.

4. The Secretary, or the 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 shall cause to be given notice of all meetings of the Board of Directors in the manner set forth in these Bylaws. The Secretary shall have custody of the original copy of the Bylaws 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 may establish standing and ad hoc committees as needed to carry out its responsibilities. Standing committees may include but are not limited to Executive; Finance; Human Resources; Diversity, Equity and Inclusion; and Community Investment Process.
  - (a) Each such committee shall consist of such number of persons as the Board of Directors shall from time to time determine. One-half of the members of any such committee shall constitute a quorum. The majority vote of those present governs.
  - (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.

## **President/CEO**

### **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. The Board shall conduct an annual performance review of the President/CEO.

2. The President/CEO shall serve as the chief executive of the corporation, responsible for the implementation of strategic and operational plans, employment and management of staff, representation of the organization in the community, and implementation of plans and policies 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 and Inclusion**

#### **Article IX.**

The officers, directors, committee members, employees of, and persons served by, this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, gender, gender identity, race, ethnicity, disability status, sexual orientation, military status, religion and national origin. The Board affirms its commitment to diversity, equity, inclusion, and belonging in all aspects of governance, staffing, and community partnerships, and shall regularly review policies and practices to advance these principles.

### **Amendments**

#### **Article X.**

1. The Board of Directors shall have the power to make, alter, amend or repeal the Bylaws 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 Bylaws 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. The Board shall ensure that any material changes to the Bylaws are documented in the meeting minutes and made available for review by stakeholders.

### **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 shall regularly review and adopt a Conflict of Interest Policy signed by all directors, officers, and staff.

Amended: April 10, 2026

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