

**REVISED BYLAWS OF UNITED WAY OF WISE COUNTY, INC**  
**Adopted April 2003**

**Article I**  
**Fiscal Year**

**Section 1.** The Corporate fiscal year shall be the calendar year.

**Article II**  
**Membership & Board of Directors**

**Section 1.** The management and administration of the affairs of this organization shall be conducted by a Board of Directors consisting of at least twenty (20) and not more than forty-five (45) members to be elected by the contributing members residing in Wise County, Texas, through the nominating process in Article IV of these Bylaws.

**Section 2.** The Directors shall serve for a term of three (3) years, one-third of whom shall be elected each year. Directors may serve for as many terms as they are re-elected to serve.

**Section 3.** The Duties of the Board of Directors shall be:

- (a) To manage the affairs of this corporation.
- (b) To adopt such policies and procedures as may be consistent with the Articles of Incorporation and Bylaws, which may be necessary for the conduct of the United Way and that of its officers.
- (c) To appoint such committees as it may deem expedient to carry out the purposes of this organization.
- (d) To arrange for raising of funds.
- (e) To control the distribution of funds collected.
- (f) To approve employment of such persons as it may deem necessary for the successful operation of this organization.

**Section 4.** The Annual Meeting of the members of the Corporation shall be held in January, or at such other time as may be fixed by the Board of Directors within the first quarter of the year, at such place and such day and hour as the Executive Committee may determine.

**Section 5.** Regular meetings of the Board will be held at least quarterly. Special meetings may be called by the President (or in the event of his/her absence or incapacity, by the First Vice President) or upon written request of any five (5) members of the Board. At any special meeting, only such business as the meeting was called to consider shall be discussed or acted upon. All committees of the Corporation shall meet upon the call of their chair.

**Section 6.** Notice of all regular meetings of the Board of the Corporation shall be given by or at the direction of the President or Secretary/Treasurer to each member not less than seven (7) days before the time named for such meetings.

**Section 7.** At all regular or special meetings of the membership of this Corporation, a minimum of ten (10) Contributing Members shall constitute a quorum.

**Section 8.** Ten (10) members of the Board present at any meeting regular or special, shall constitute a quorum of the Board.

**Section 9.** A quorum of all special or standing committees shall consist of the members present and participating.

### **Article III Officers**

**Section 1.** The Officers of the Corporation shall consist of a President, First, Second and Third Vice Presidents, and a Secretary/Treasury, each of whom shall hold office until his/her successor is elected and qualified by the Board from among their number.

**Section 2.** The Board may elect such officers, other than those enumerated herein, as it shall deem necessary, and who shall hold their offices for such terms and shall exercise such powers and perform such duties as may be determined from time to time by the Board.

**Section 3.** The duties of the officers shall be:

**PRESIDENT** – The President shall preside at all meetings of the Board and Executive Committee; appoint all committees unless otherwise directed; call special meetings when deemed necessary; and carry out such duties as usually pertain to this office. In the absence of the President, the First Vice President or an Appointee of the President from among the other officers, shall act.

**FIRST VICE PRESIDENT** – The First Vice President shall act in the absence of the President and perform such duties as are usually performed by the President. This individual will also serve as the United Way Campaign Chairman for the current year.

**SECOND VICE PRESIDENT** – The Second Vice President will serve as Chairman of the Admissions and Allocations Committee and will be responsible for all corporate relations with the Affiliate Agencies.

**THIRD VICE PRESIDENT** – The Third Vice President will be responsible for year-round communications and public relations for the Corporation.

**SECRETARY/TREASURER** – The Secretary/Treasurer shall maintain all records of the Corporation. In addition, this individual shall maintain accountability of all funds of the Corporation, render periodic reports on the financial status of the Corporation to the Board and perform such duties as may be necessary to effectuate the office.

## **Article IV Committees**

**Section 1.** The Executive Committee shall consist of all current officers, the immediate past President and such others as the Executive Committee deems necessary. The Executive Committee shall exercise all the powers of the Board between meetings of the Board and shall have the responsibility for the management of the business of the Corporation, except the power to amend Bylaws and other powers that are prohibited to the Committee by law.

**Section 2.** The current year President shall serve as chair of the Executive Committee. The Executive Committee shall have power to make rules and regulations for conduct of its business. A majority thereof shall constitute a quorum.

**Section 3.** The Executive Committee shall keep regular minutes of its proceedings and shall report the proceedings of its meetings to the Board of Directors at each regular meeting.

**Section 4.** The Second Vice President shall preside as the chairman of the Admissions and Allocations Committee. Members of this committee shall be nominated by the Executive Committee and elected by the Board. The duties of this committee shall be to consider fully and to make recommendations about all matters pertaining to the admittance of Affiliated Agencies into the annual campaign as well as all matters pertaining to appropriations to Affiliated Agencies.

**Section 5.** Not later than October, the President shall appoint a Nominating Committee of not fewer than five (5) members of the Corporation to make nominations for the election of directors, which is to be held at the annual meeting of members. The Nominating Committee shall also nominate individuals to serve as officers and shall recommend nominees for approval to the Board prior to the annual meeting of members.

**Section 6.** The President shall, from time to time, appoint such standing or special committees as are authorized by the Board. Each committee shall consist of such number of persons as the Board deems advisable. All acts of such committees shall be subject to the approval of the Board.

**Section 7.** The Chairs of standing committees who are not already serving on the Board shall be eligible to attend and advise at all meetings of the Board.

## **Article V Vacancies**

**Section 1.** Any vacancies on the Board, whether caused by failure to elect, resignation, death or otherwise, may be filled by the remaining directors at any regular or special meeting.

**Section 2.** Any vacancies in the Executive Committee whether caused by failure to elect, resignation, death or otherwise may be filled by the Board of Directors at any regular or special meeting.

**Section 3.** Such executive committee or Board members so elected to fill vacancies shall serve until their successor is elected in accordance with these By Laws.

**Section 4.** If any vacancy in the office of director shall not be filled within six months after it occurs, or if, by reason of absence, illness or other inability of one or more remaining directors, a quorum of the Directors cannot be obtained, the remaining directors, or a majority of them may appoint a member to fill such vacancy.

## **Article VI Affiliated Agencies**

**Section 1.** Upon application to and approval of the Board of the United Way of Wise County, Inc., or any local, state, or national health or human service agency organized as a non-profit agency under the Internal Revenue Service Code Section 501(c)(3) or 509(a), which is interested in the purposes of the United Way of Wise County, Inc. and desires participation in the combined campaign may become an Affiliated Agency.

**Section 2.** Agencies making application as an Affiliated Agency shall submit such historical, financial, service and other data as the Board of Directors of this organization may request and shall certify that its governing board will abide by the Articles of Incorporation and Bylaws of this organization. Such application papers shall be referred to the proper committees for thorough investigation and such committees shall report recommendations to the Board of Directors. An affirmative vote of the majority of the Board of Directors is required to admit an agency as an Affiliated Agency.

**Section 3.** Dissolution of an Affiliated Agency shall automatically terminate such affiliation. An agency affiliation may also be terminated by its written resignation .

**Section 4.** An Affiliated Agency may be suspended from funding on a temporary basis only by an affirmative vote of the majority of the Board. Upon such a vote, written notice will be provided to the Agency informing them of the Board's decision and the reason for that decision. Subsequent to the provision of such written notice, the Board may, by affirmative vote, either rescind the suspension and reinstate or terminate the Agency.

**Article VII  
Campaign Goal**

**Section 1.** The Board shall annually cause to be prepared and completed by the earliest practical date prior to the Annual Campaign, a financial estimate for the succeeding calendar year, comprising all anticipated current contribution needs of the local, state or national agencies deriving support through the corporation, and in addition, such other needs as may reasonably be included. This amount shall be carefully scrutinized by the appropriate committee or committees whereupon the Board shall determine and fix the amount sought to be raised in the campaign.

**Article VIII  
Checks**

**Section 1.** All checks, or demands for money and notes of this corporation, shall be signed by such officer, officers, employees or agents as the Board from time to time designates.

**Article IX  
Employees & Agents**

**Section 1.** This corporation may have such agents and employees as shall be determined from time to time by the Board.

**Article X  
Non-Discrimination**


**Section 1.** The members, officers, directors, committee members, employees and individuals served by this corporation shall be selected entirely on a non-discriminatory basis without respect to age, sex, race, color, disability, religion or national origin.

**Article XI  
Amendments**

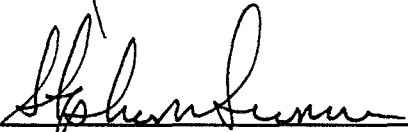
**Section 1.** The Board shall have the power to make, alter, amend or repeal the Bylaws of this corporation by a two-thirds vote of those Directors present at any regular or special meeting thereof where notice of such meeting is distributed at least thirty (30) days in advance of such meeting.

**Section 2.** Any amendments, alterations, changes, additions or deletions from these Bylaws, shall be consistent with the laws of the State of Texas which define, limit, or regulate the powers of this corporation or the regulations of the Internal Revenue Service which govern non-profit organizations.

Approved and Adopted this 11<sup>th</sup> day of April, 2003.

  
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**J. Andrew Rottner, President - 2003**

  
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**Steve Summers, Secretary/Treasurer - 2003**