

The United Fund of Giles County

BY-LAWS

**Amended by the Executive Board of Directors
July 31, 2002**

ARTICLE I

PURPOSES

Mission Statement

The mission of the United Fund of Giles County is to;

- Support the United Fund recipient agencies of the community
- Foster community awareness in local health and human service needs
- Raise funds through community and volunteer involvement

1. The purposes for which this corporation was formed are:

- (a) 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; to promote preventive activities, and foster cooperation among local, agencies serving the community.
- (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 for services.
- (c) To deploy United Fund financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs of the community, including those supplied by organizations not now receiving United Fund financing.
- (d) To muster community support and commitment for the United Fund enterprise through a systematic communications program, which both speaks and listens to the community.

- (e) To do any and all acts, 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.
- 2. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Internal Revenue Code Section 501 (c) (3), or by a corporation to which deductible contributions may be made under Section 170 (c) (2).
- 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.
- 4. No part of the income of the corporation shall inure to the benefit of, or be distributed to, any member, trustee, director, officer of the corporation, or any other private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No member, trustee, director, officer of the corporation, or any other private person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation and in their sole discretion, dispose of all of the assets of the corporation to such organization or organizations which are organized and operated exclusively for religious, charitable, scientific, literacy, or educational purposes as then shall qualify as exempt organizations under Section 501 (c) (3). Any of the assets not disposed of by the Board of Directors shall be disposed of as provided by law.

ARTICLE II

BOARD OF DIRECTORS

- 1. The affairs of the corporation shall be under the control of a Board of Directors consisting of at least *nine (9)* but no more than *fifteen (15)* persons. The Immediate Past President and the Executive Director shall serve as additional members of the Board of Directors. No member of the Board of Directors shall receive any compensation for such service. All members of the Board of Directors shall be contributors to the corporation and be at least eighteen years of age.

2. The directors of the United Fund of Giles County Inc. shall be elected for a term of three years and terms beginning in the year 2002. No person may serve more than two consecutive three-year terms except after an absence from the Board of Directors for one year. The Executive Director shall serve as an additional member of the Board of Directors, and the Immediate Past President shall serve as an additional member of the Board of Directors for one year following his or her term as President.
3. Any member of the Board of Directors absent without reasonable cause for three consecutive meetings shall be reviewed by the Executive Committee for appropriate action, which may include removal from the Board of Directors.
4. Associate Members may be appointed to the Board of Directors by the President to serve a one-year term.

ARTICLE III

MEETINGS OF CORPORATION

1. Special meetings of the corporation may be called for any purpose by the President or Secretary in writing pursuant to a resolution of the Board of Directors, at the written request of one-third of the corporation. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.
2. Notice of any meeting of the corporation shall be given by for two successive weeks in a newspaper of general circulation in Giles County, Virginia. Such notice shall state the time when and the place where the meeting is to be held.
3. The presence in person of not less than five members entitled to vote shall constitute a quorum at all meetings of the corporation. If a quorum is not present at a meeting of the corporation, those present shall have power to adjourn the meeting from time to time, without notice other than an 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 scheduled.
4. At any meeting of the corporation where a quorum is present, any action taken by the vote of a majority of those present shall constitute the action of the membership of the corporation.

ARTICLE IV

MEETINGS OF BOARD OF DIRECTORS

1. Meetings of the Board of Directors of the corporation should be held at least Quarterly. Special meetings of the Board of Directors may be called by the President or, if he or she is absent or unable or refuses to act, by any officer or by any five directors.
2. Notice of any meeting of the Board of Directors, regular or special, stating the time when and the place where it is to be held shall be served personally or by mail, postage prepaid, upon each director not less than seven days before the meeting. The notice of any special meeting shall state the purpose of the meeting. Business transacted at all special meetings shall be confined to the subjects stated in the notice and matters germane thereto.
3. The presence in person of not less than *Five* directors shall constitute a quorum at any meeting of the Board of Directors. At any meeting of the Board of Directors where a quorum is present, any action taken by the vote of a majority of those present shall constitute the action of the Board of Directors.
4. In addition to the powers expressly conferred upon them by these By-laws, the Board of Directors of the corporation may exercise such powers and do such lawful acts as are not by statute or by these By-laws required to be exercised by the members or by the officers of the corporation.

ARTICLE V

OFFICERS

1. The officers of the corporation shall consist of a President, those Vice Presidents, which the Board of Directors determines, are necessary for the operation of the corporation, a Secretary and a Treasurer. All of the officers of the corporation shall be elected by the Board of Directors at the *March* meeting and will assume office upon election. The Secretary shall be the Executive Director of the corporation. All officers shall be elected from the membership of the Board of Directors. All officers shall hold office for one year or until their successors are elected and qualified. No person shall serve as President for more than two (2) consecutive years.
2. The President or in his or her absence, the Vice President/Campaign Chairman designated by the Board of Directors, shall preside at all meetings of the members and of the Board of Directors, and he or she shall perform all

other duties usually developing upon a presiding officer. The President shall be an ex-officio member of all committees.

3. The Secretary shall attend and act as clerk of all meetings of the corporation including the Board of Directors. The Secretary shall record all votes and keep the minutes of all proceedings at such meetings. The Secretary shall perform like duties for any committee as required by the Board of Directors. The Secretary shall cause to be given notice of all meetings of the corporation or of the Board of Directors when notice is required by these By-laws. The Secretary shall have custody of the original copy of these By-laws and all amendments thereof.
4. The Financial Vice President shall have the custody of all funds and securities of the Corporation, keep full and accurate accounts of receipts and disbursements of the corporation, and deposit all moneys 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 Directors. The Financial Vice President shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Board of Directors at the regular meetings of the Board, or whenever so required, an account of all transactions and of the financial condition of the corporation.
5. The Board of Directors shall require the Executive Director and the Financial Vice President to each give a bond, in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his or her 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 his possession or under his control belonging to the corporation. The Board of Directors may require a similar bond of any other officer or employee of the corporation. The expense of any such bond shall be borne by the corporation.
6. The Board of Directors shall cause the financial records to be audited annually by a certified public accounting firm. All officers and the Executive Director shall be bonded while holding said positions.
7. The duties of the Executive Director shall include:
 - Coordinating activities of the United Fund Board of Directors
 - Providing quarterly financial reports to the Board of Directors
 - Ensuring timely communications of correspondence, reports, and information to the Board of Directors.
 - Ensuring the timely disbursements of allocations to recipient agencies.

- Maintaining United Fund Files and Records.
- Meeting all state and federal regulatory requirements.
- Acting as a clearinghouse for United Fund information and organizational activities.
- Ensuring that a database is maintained and kept current for all member information and agencies.
- Performing pertinent duties as prescribed by the Board of Directors.

ARTICLE VI

COMMITTEES

1. There shall be an Executive Committee consisting of the officers of the Corporation and the chairman of each standing committee. The Executive Committee shall have and exercise those powers granted to it by the Board of Directors. The President shall serve as Chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority thereof shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors.

2. Not later than December, the President shall appoint a nominating committee of not less than three members of the corporation to make nominations for the election of directors at the March meeting of the members of the corporation. The Nominating Committee shall also nominate persons to serve as officers of the corporation.

3. The President shall from time to time appoint such standing or special committees as are authorized by the Board of Directors. The number of persons serving on each committee shall be determined by the Board of Directors. All acts of such committees shall be subject to approval of the Board of Directors. The chairmen of standing committees who are not already members of the Board of Directors shall be eligible to attend and speak at all meetings of the Board of Directors.

4. The standing committees of the corporation shall be:
 - (a) Financial
 - Audit
 - Budget & Allocation
 - (b) Campaign Leadership and Organization
 - (c) Long Range Planning
 - (d) Nominating

ARTICLE VII

VACANCIES

1. Any vacancy on the Board of Directors, whether caused by failure to elect, Resignation, death or otherwise, may be filled by vote of the remaining directors at any regular meeting or special meeting. Any director so elected to fill any vacancy shall serve until the next annual meeting of the members of the corporation, or until his or her successor is elected and qualified.
2. Any vacancy on the Executive Committee or in any office of the corporation, whether caused by failure to elect, resignation, death, or otherwise, may be filled by vote of the Board of Directors at any regular or special meeting. Any person so elected shall serve until the first meeting of the Board of Directors, which follows the next annual meeting of the members of the corporation, or until his or her successor is elected and qualified.

ARTICLE VIII

FINANCIAL

1. All checks or demands for money and notes of the corporation shall be signed by The Executive Director and the Vice President of Finance as designated by the Board of Directors except for small cash items valued at less than \$100. All persons who have authority to sign checks, demands or notes of the Corporation shall be bonded.

ARTICLE IX

FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE X

EMPLOYEES

The corporation may have such agents and employees as determined from time to time by the Board of Directors, which shall supply each with an appropriate job description.

ARTICLE XI

NONDISCRIMINATION

The officers, directors, committee members and employees of the corporation, and those persons served by the corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

ARTICLE XII

AMENDMENTS

The articles of Consolidation of the corporation and these By-laws may be altered, amended or repealed, in whole or in part, by vote of a majority of the directors present at a meeting of the Board of Directors, provided that each director shall be notified of the proposed alteration, amendment or repeal by mail, not less than seven days nor more than fifty days before the date of the meeting.