

Bylaws

Article I

The name of the Corporation is the United Way of Southern Chautauqua County (therein referred to as the Corporation).

Article II: Purpose

The Corporation ~~is establishes a unified organization with responsibility to carry on the functions and work formerly carried on by the Jamestown Area Community Chest and the Jamestown Area Council of Social Agencies.~~ It shall be a non-profit Corporation organized exclusively for charitable purposes within the meaning of Section 501(c)(~~3~~) of the Internal Revenue Code of 20174954, as it may be amended. ~~Its purposes shall be to:~~

- ~~1. promote the participation of citizen volunteers in community, and the raising and allocation of funds for human services;~~
- ~~2. study the health, social welfare, character building and recreational needs of the community and by cooperative effort, to meet these needs through the development of a constructive program which will be economical, efficient, and free from wasteful duplication;~~
- ~~3. conduct a United Way campaign to secure contributions and allocate monies to local and national agencies which participate in the United Way effort. In addition, to bring about a unified effort and cooperation with agencies which do not participate in this united community appeal;~~
- ~~4. bring about community recognition, understanding, and coordination between the efforts of tax supported and voluntary agencies;~~
- ~~5. advance general understanding in the community and proper use of the entire program of public and private charitable service;~~
- ~~6. do any and all other things necessary or proper in connection with or incidental to any of the foregoing purposes.~~

Article III: Membership

Any person, corporation, foundation, or partnership interested in serving as a Member who makes a pledge or a gift to the Corporation and self-elects to request Membership shall be offered Membership ~~a member of the Corporation~~ for the balance of the calendar year in which the gift or pledge of, at least, fifty and 00/100 dollars (\$50.00) is made, and for the entire calendar year for which the gift or pledge is made. _

Article IV: Governance

Section I: Organization

The Corporation shall be managed by the Board of Directors.

Section II: Board of Directors

- A. The Board of Directors shall consist of, at least, 21 members, with diversity sufficient to represent the interests and concerns of constituencies throughout the County of Chautauqua, and its environs ~~between 21 and 25 members~~. They shall be elected by the members of the Corporation, may serve no more than two consecutive three-year terms with a minimum of one year off the Board at the end of the second term, with the exception of officers who will carry out their appointed term. In the event a Director is absent from three consecutive meetings of the Board, the name of that Director shall be submitted to the Governance Committee for such action as is appropriate, including but not limited to termination of membership on the Board.

In the event the Immediate Past President has completed two consecutive three-year terms, he/she may continue as a member of the Board until succeeded by the next Board member to serve in that capacity.

- B. The Board of Directors, in addition to its general powers, shall be responsible for the proper management of the affairs of the Corporation; shall make appropriations and allotments of money to community-based organizations; and shall decide which organizations are to be included in any given year's budget. No expenses shall be incurred by any officer of the Corporation except upon direction and approval of the Board of Directors.
- C. All vacancies on the Board of Directors shall be filled until the next annual meeting of the membership by a majority vote of the Board at any regular or special meeting. The remainder of the unexpired term of the Director, whose vacancy occurred during the year, shall be filled by majority vote of a membership at the next annual meeting.

Article V: Officers: duties and terms of office

- A. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, to be elected annually by the Board. The President and Vice-President may serve two consecutive full one-year terms. The Secretary and Treasurer may serve five consecutive full one-year terms. The Board shall employ an Executive Director to carry out the administrative functions of the Corporation.
- B. The President of the Corporation shall preside at all meetings of the Board and the Executive Committee. The President shall have the power to call special meetings of the Board of Directors; to appoint chairpersons and members of the committees and divisions, whose selection is not otherwise provided for by the bylaws; and to perform such other duties as usually devolve upon a presiding officer. The President and Executive Director shall be members, ex-officio, of all committees and divisions of the Board of Directors.
- C. The Vice President shall, during the absence or disability of the President, have all the powers and functions of the President, and shall perform such other duties as the Board shall prescribe.
- D. The Secretary shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall give or cause to be given notice of all meetings of members and with the Board of Directors; and shall perform such other duties as may be prescribed by the Board of Directors.
- E. The Treasurer shall monitor the general financial operation of the Corporation and report on the general condition of the Corporation at the annual meeting of the membership.

The Treasurer will preside at all meetings of the Finance Committee. The Treasurer shall disburse funds for all expenditures approved by the Board of Directors by check countersigned by the Executive Director. In the absence of the Treasurer or Executive Director, the President or one other designated officer is authorized to sign checks. This normally is the Past President.

- F. The Executive Director shall be the active administrative officer and shall be charged with directing the organization's activities in the accomplishment of its purposes, subject to the direction, supervision and control of the Board of Directors. The Executive Director shall be responsible for the administration of the United Way office. The individual shall exercise and perform such other powers and duties as may be assigned by the Board of Directors.
- G. The Treasurer and the Executive Director shall be required to execute a bond for the faithful discharge of their duties in such amount as the Board may direct, or shall be insured to the degree whereby such bond is not deemed necessary, the expense of which is to be borne by the Corporation.

Article VI

Section I: Meeting

- A. The annual meeting of the members of the Corporation shall be held during the month of July of each year, at such location in Chautauqua County, New York, as the President may designate, for the purposes of electing the Board of Directors; hearing a financial report of the Corporation; hearing a general report of the Corporation's activities for the year; and conducting such other business as may properly come before such meeting.
- B. The annual meeting of the Board of Directors shall be held immediately following the meeting of the members for the purpose of electing officers; reviewing the activities of the committees; reviewing the financial operations of the preceding year; and conducting such other business as may come before such meeting.

Section II: Other Meetings

- A. Regular meetings of the Board of Directors shall be held as scheduled by the Board.
- B. Special meetings of the Board may be called by the President when he/she, in his/her discretion, deems it advisable, and must be called by him/her whenever requested by at least three of the Directors.
- C. The Board of Directors or the Executive Committee may call special meetings.

Section III: Notices of Meetings

- A. Notice of Annual Meeting or any special meeting of the members shall be given personally, by first class mail, by publication, by facsimile, or by electronic mail to each member entitled to vote at such meeting, and in accordance with the applicable provisions of section 605(a) of the New York Not-For-Profit Corporation Law.
- B. Notice of regular or special meetings of the Board of Directors shall be given by mail, by email, or by telephone, at least five days prior to the date of such meeting. Notice of the annual meeting shall be given by email or mail at least five days before the date thereof.

Article VII: Committees

Section I: Committees of the Board

There shall be the following committees of the Board comprised of at least three members. Non-Board members may participate in these committees without voting authority.

A. Executive Committee

The Executive Committee shall consist of the elected officers of the Corporation, the immediate Past President (who may remain a member of the Board and Executive Committee until succeeded in that position), the chairpersons of the four divisions, and the chairperson of the Personnel Committee. It shall conduct all necessary interim business and may meet at any time called by the President to discuss special problems. Its actions must be reported to the Board of Directors at the next meeting and no decision of the Committee becomes final without the confirmation of the Board, except in an emergency situation.

~~**B. Finance Committee**~~

~~The President shall, with approval of the Board, each year appoint a Finance Committee which shall oversee the financial performance of the Corporation. The Committee shall propose the annual budget of the Corporation to the Board of Directors for approval, regularly monitor Corporation finances, and report its findings to the Board as needed. The Finance Committee shall oversee all investments of the Corporation as well as oversee the management of all property owned or leased by the Corporation.~~

C.B. Audit Committee

The President shall, with approval of the Board, each year appoint an Audit Committee which shall oversee the annual independent audit of the Corporation. The Committee shall oversee selection of the auditing firm by request for proposal at least once every five years. The Committee shall meet with the auditor prior to commencing of the review and has primary responsibility to evaluate audit findings and recommendations. In addition, the Committee shall oversee compliance with the Conflict of Interest policy and annual Disclosure process as well as reviewing the Corporation's ethics policies and procedures for all Board members, volunteers and staff.

D.C. Governance Committee

The President shall, with the approval of the Board, each year appoint a Governance Committee which shall nominate members of the Corporation for election to the Board of Directors and shall present their names for election at the annual meeting of the members, and shall nominate members of the Board of Directors for election as officers, and shall present their names for election at the annual meeting of the Board of Directors.

In order to maintain a high level of board effectiveness, the Governance Committee shall provide an orientation program for new Board members, evaluate Board performance and establish additional Board training as needed; and conduct a biennial review of the Bylaws of the Corporation. (Removed monitoring of Conflicts of Interest)

E.D. Personnel Committee

The President shall, with the approval of the Board, each year appoint a Personnel Committee, including a chairperson, which will study and make recommendations to the Executive Committee for approval regarding personnel policies, job descriptions, salary ranges and employee benefits, and assist the President in personnel matters. The Personnel Committee shall maintain a personnel policy manual for employees of the

Corporation. Furthermore, the committee will assist the Executive Director, President, and Executive Committee as requested in the hiring of United Way staff.

~~F. Advocacy Committee~~

~~The President shall, with the approval of the Board, each year appoint an Advocacy Committee, including a chairperson, which will study and make recommendations to the Board regarding the public policy-related and advocacy work of the organization, as well as related plans to implement strategies to achieve organization's goals for the community including issues affecting the not-for-profit sector. The committee will ensure alignment of public policy-related advocacy activities with the organization's mission, vision and strategic plan, including providing guidance, assistance and ongoing evaluation of the organization's commitment to diversity, equity and inclusion.~~

Section II: Other Committees

The Board may create any other committees as it may deem appropriate.

Section III: Committees of the Corporation

There shall be committees whose members shall be appointed by the President subject to the approval of the Board:

A. Advocacy Committee

The President shall, with the approval of the Board, each year appoint an Advocacy Committee, as a Committee of the Corporation, including a chairperson, which will study and make recommendations to the Board regarding the public policy-related and advocacy work of the organization, as well as related plans to implement strategies to achieve organization's goals for the community including issues affecting the not-for-profit sector. The committee will ensure alignment of public policy-related advocacy activities with the organization's mission, vision and strategic plan, including providing guidance, assistance and ongoing evaluation of the organization's commitment to diversity, equity and inclusion.

B. Community Impact Committee

The Community Impact Committee shall oversee and monitor the Strategic Plan for the Corporation. In doing so, it shall have responsibility for the annual allocation of campaign proceeds to programs pursuant to a request for proposal process. It shall propose the Funding Strategy Framework to the Board of Directors for approval. This shall include: strategic objectives, outcomes and indicators that demonstrate a measurable impact on the community. Such impact may be evident in periodic community needs assessments conducted by the Corporation or its partners.

This Committee meets as necessary to discharge the following specific responsibilities:

- review paperwork and processes associated with the annual allocation of campaign proceeds;
- receive and review recommendations from the Allocation Panels and make recommendations to the Board of Directors;
- assist with volunteer recruitment and training,
- review and assess interim and final reports from programs receiving funding;
- monitor progress toward achieving metrics established by the Board of Directors with regard to community impact.

The Community Impact Committee shall be headed by a chairperson named by the

President of the Board of Directors. The Committee shall consist of the leaders of each Allocations panel, the President of the Board and at least two additional members of the Board of Directors. Efforts will be made to ensure that these individuals reflect the diverse elements of the community including: organized labor, socio-economic backgrounds and relevant ethnic/racial populations. The Allocations panels shall make funding recommendations and offer feedback for each program that has been assigned. The Allocations panels shall consist of at least six members each, representative of diverse elements in the community such as: organized labor, United Way Board of Directors, racial and ethnic minority groups, and community members from a variety of workplace settings. Each panel shall be headed by co- chairs who shall be members of the Community Impact Committee. These recommendations are presented to the Community Impact Committee for its review and action, after which this Committee will present to the United Way Board of Directors for final action.

C. Campaign Committee

The Campaign Cabinet shall, during the year, make preliminary arrangements for the annual United Way Fund Drive and shall be responsible for planning and implementing same. The campaign chairperson shall be named by the President, approved by the Board, and may serve as a member of the Board.

D. Finance Committee

The President shall, with approval of the Board, each year appoint a Finance Committee which shall oversee the financial performance of the Corporation. The Committee shall propose the annual budget of the Corporation to the Board of Directors for approval, regularly monitor Corporation finances, and report its findings to the Board as needed. The Finance Committee shall oversee all investments of the Corporation as well as oversee the management of all property owned or leased by the Corporation.

Article VIII: Corporate Seal

Section I: Form

The corporate seal of the Corporation shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its incorporation, the words, "Corporate Seal, New York".

Article IX: Quorums

- A. The presence, in person or by proxy, of the lesser of ten percent (10%) or 100 members entitled to vote shall constitute a quorum of the membership at any meeting thereof.
- B. The presence of 1 more than half of all members of the Board of Directors shall constitute a quorum.
- C. The presence of five members shall constitute a quorum of the Executive Committee.

Article X: Proxy

- A. Each member of the Corporation shall be entitled to vote by proxy.
- B. Each proxy must be properly authorized signed by the member. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Each proxy shall be revocable at the pleasure of the member executing it.

Article XI: Amendments

- A. The Bylaws of this Corporation may be altered or repealed by vote of two-thirds of the members present at any annual or special meeting called for that purpose. Proposed amendments may be submitted by the Board of Directors by any Director or by signature of 50 members submitted to the Board of Directors, at least, 10 and, no more than, 60 days before the annual meeting or designated special meeting. Announcement of consideration of bylaws amendments shall be included in the meeting notice.
- B. Commencing with the 1989 annual meeting, at least every other year the Bylaws of the Corporation shall be reviewed by the Board of Directors and amended if deemed necessary by the Board, such amendment to be approved at the annual meeting of the members as provided in Paragraph "A" of this article; provided, however, that the failure by the Board or the members to do so shall not affect the validity or enforceability of the Bylaws.

Adopted by the Board of Directors
Revised: 1/89, 2/90, 1/92, 1/96, 1/01, 1/06, 12/10, 7/11, 7/14, 7/16, 7/18, 6/21