

Constitution and By-Laws



United Way of Davie County, Inc.

Approved by Board of Directors
March 22, 2021

189 Gaither Street
P.O. Box 744
Mocksville, NC 27028-0744

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Constitution and By-Laws of the United Way of Davie County, Inc.

Article I

Name

Section 1. The name of this organization shall be the United Way of Davie County, Inc., herein referred to as UWDC or Corporation.

Article II

Not For Profit Organization

Section 1. The organization is not for profit voluntary Organization as defined in the applicable N.C. General Statutes & Sections 501 (c) 3 and 170 (c) 2 of the Internal Revenue Service Codes.

Article III

Purpose

Section 1. The purpose of this organization shall be:

- To unite the voluntary strength of our community to care for one another.
- To promote the social welfare of Davie County by encouraging co-operation and community planning among the citizens of this county and among its civic, health, recreational and welfare agencies and department of government.
- To promote high standards, economy and efficiency in all agencies, individually and collectively. To prevent waste and duplication of effort.
- To advise in the undertaking of new work by existing agencies and departments of government and development of such services as needed.
- To promote the proper development and support of all accepted public and private agencies dealing with social problems.
- To determine which agencies and services shall receive financial support from this organization and the extent of such participation and support, and to allocate and distribute to such agencies and services funds so allocated.
- To secure adequate funds for the support of the participating agencies and services by conducting once a year a single community wide fund-raising campaign, thereby reducing the expense of raising funds and conserving manpower through the elimination of duplication of time and effort.

To inform the public regarding the work of the social agencies as a basis for sound public opinion and support of their work.

To conduct its affairs and require its member agencies to likewise conduct affairs on a nondiscriminatory basis in regard to race, color, religion, sex, age, national origin or physical or mental handicap for clients, employees and members of the governing board(s).

- Section 2. No substantial part of the activities of the organization shall be for the purpose of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article IV

Duration and Fiscal Year

- Section 1. The period during which this organization is to continue is perpetual. The fiscal year of this organization shall be the calendar year.

Article V

Address

- Section 1. The area to be served by this organization shall be the geographic area of Davie County, North Carolina.

The mailing address of its principal office is PO Box 744, Mocksville, NC 27028 and the physical address is 189 Gaither Street, Mocksville, NC.

The name and address of its registered agent is the Executive Director (ED) employed by the Board of Directors (Board).

Article VI

Membership and Agencies

- Section 1. No individual member of the Corporation shall be held personally liable for any obligation, debt or liability of the Corporation. The Corporation's Executive Director and all regular employees shall be insured in such sums and with such sureties as the Directors may require.

- Section 2. The rules governing the relationship between United Way and the Partner Agency shall be specified in the Memorandum of Agreement (MOA). The MOA must be signed annually by representatives of each agency and representative of United Way.

Section 3. The Board shall determine the criteria and procedures for the MOA to be signed by the parties in order for there to be continued affiliation or new affiliation of agencies and must also include the criteria for expulsion of affiliated agencies.

Article VII

Board of Directors

Section 1. **Management:**

The management and administration of this organization shall be conducted by a BoD consisting of up to but not more than 12 members (including the annually appointed Ex-Officio Chair Positions of the Community Investment Council and Campaign Council) elected by the Board.

Section 2. **Terms:**

The elected members of the board shall serve 2-year terms. Terms of the board members will be limited to 2 consecutive terms. In the event someone is appointed to fulfill the remainder of a board vacancy, their term will count towards a whole term only if their service length exceeds 50% of a 2-year term. Ex-Officio terms are limited to only one year. It is not recommended that Ex-Officio positions be filled by elected Executive Board Members. Board members seeking another term after serving 2 consecutive terms will need to have not served for a minimum of one year. Effective the adoption of this version of the by-laws term length will retroactively begin the start date of each member's current term. Consecutive terms also count retroactively.

Section 3. **Powers:**

The powers and duties of the Board shall be:

The Board is empowered to fill any vacancy on the Board of Directors for the remainder of the unexpired term of the vacancy.

To manage the affairs of this organization between meetings of the Membership.

To adopt such by-laws for the government of this organization designed to carry out the objectives of this organization.

To appoint such committees and create such departments, panels, and councils as it may deem expedient for carrying out objectives of this organization and to supervise said panels and committees. These are to include, but not be limited to, a Campaign Council, Community Investment Council, Executive Committee, Finance Committee, and a Nominating Committee. All committees will operate under the principles, policies and procedures set by the Board.

To act on the distribution of grants to Partner Agencies and community organizations.

To employ such persons and/or contract for services as it may deem necessary for the successful execution of the objectives of this organization.

To approve the annual allocations to agencies after a review of the recommendations of the Community Investment Council, to approve supplements or revisions of these allocations as prove advisable and necessary during the ensuing fiscal year and to make other expenditures or financial agreements as are deemed desirable and necessary in the conduct of the affairs of the United Way of Davie County, Inc.

To approve the statement of purposes, organizations and activities of the committees of this organization.

To accept and negotiate the transaction of sale of any properties, real or personal, including stocks and bonds which now belong to or may be given in the future to the United Way of Davie County, Inc.

The Board shall cause the financial records to be audited annually by a certified public accountant.

No director shall receive any salary or compensation for service as director.

To donate to the annual campaign of the UWDC as is reasonable for their individual circumstance.

Section 4. **Meetings:**

Members of the Board who miss a meeting during the year may be replaced after a letter is sent stating termination will occur if one more meeting is missed without reasonable excuse approved by the board. If a board member must miss a meeting, a written notice should be provided prior to the meeting to the Board Chair. In the event of an emergency notice should be provided to the board chair as soon as reasonably possible after the meeting.

The January Organizational Meeting of the Board shall (1) conclude the business of the previous year (2) vote in new members of the Board of Directors (3) vote in the new officers of the Board for the year, and (4) vote to approve the meeting calendar for the year.

There will be an Annual Meeting each year, which will include a report on the amount of money raised the previous year and the allocation of the said money.

The Board shall hold regular meetings bi-monthly. Special meetings of the Board may be called, for cause, at any time by the Board Chair, or at the written request of seven (7) Directors giving at least 24 hours notice to each director of the time, place and purpose of such meeting.

By majority consent, the Board may waive all formalities for special meetings, which may be conducted by electronic media. Voting by proxy shall not be used.

Section 5. **Ex-Officio Members:**

In the event they are not already board members through election, the Campaign Chairperson and the Community Investment Chairperson shall be Ex-officio members of the Board and shall retain all the powers and duties afforded to the board members as described in Article VII, Section 3 above. They will also be part of the Executive Committee. They shall be recommended by the executive board and approved by the full board. As well, these chairs will report to the Executive Board and Full Board on updates respective to their councils.

Section 6. **Executive Committee:**

The Officers, together with the Committee Chairs shall constitute the Executive Committee. The Executive Committee is empowered to function in lieu of the Board of Directors between meetings in order to execute the business of the organization. Any action of the Executive Committee shall be reported to the Board. The executive committee will be led by the Board Chair. The Executive Director and Finance Manager will be non-voting Ex-Officio members of the Executive Committee.

Section 7. **Nominating Committee:**

There shall be a nominating committee led by the Board Vice-Chair with the approval of the Board. The Nominating Committee shall recruit members of the Board and shall nominate officers. The vice-chair will use board development resources, skills, and training to ensure that diversity and inclusion are cornerstone attributes of the nomination process and that new members are effectively trained proactive members of the board. The Executive Director and Finance Manager will be non-voting Ex-Officio members of the Executive Committee.

Section 8. **Finance Committee:**

There shall be a finance committee named by the Treasurer with the approval of the Board. The finance committee shall review and lead the allocation process, review and recommend changes for the finance policies, and make recommendations to the annual budget. The Executive Director and Finance Manager will be non-voting Ex-Officio members of the Executive Committee.

Section 9. **Campaign Council:**

The Campaign Council will be led by the Campaign Chair who will be appointed by the Board for a term of one year. The duties of the Campaign Council will be to work closely with the Executive Director and Finance Manager to identify new donors (both individual and business) to donate to the campaign. They will connect with previous donors to retain the relationship and encourage increased donations. They will promote the work of the United Way and its partner agencies to market the efficacy of the mission. And they will help make connections to community leaders for the express purpose of increasing the campaign dollars to the UWDC year over year. The chair of the Campaign Council will be a member of the Board, unless a signed waiver is provided by the Executive Board stating otherwise. The campaign chair, along with the Executive Director and members of the board of directors will recommend volunteers from the community to assist with the duties outlined herein.

Section 10. **Community Investment Council:**

The Community Investment Council (CIC) will be led by the Community Investment Chair (CIC) who will be appointed by the Board for a term of one year. The duties of the CIC will be to work closely with the Executive Director and Finance Manager identify agencies who wish to apply for funds garnered through the campaign. They will review the application process each year and recommend changes for the Board to consider. They will review applications received and communicate with the agency directors and staff to evaluate the efficacy of the program seeking funds. The CIC will meet to make recommendations to the Board of the funding totals to be allocated each year. The CIC will be a member of the Board unless a signed waiver is provided by the Executive Board stating otherwise. The CIC, along with the executive director and members of the Board will recommend volunteers from the community to assist with the duties outlined herein. All volunteers who wish to be a member of the Board must serve one term as a volunteer of on the CIC prior to becoming a UWDC board member, unless a signed waiver by the Executive Committee stating otherwise is provided.

Section 11. **Quorum:**

A quorum for a meeting of the Board or Executive Committee shall consist of (51%) of the members of the Board (including 2 elected officers).

In exceptional circumstances, when the content of a meeting has reasonably been published in advance, and a conclusion of such business is required, no quorum shall be required.

Section 12. **Conflict of Interest:**

Board members are required to disclose and report any conflict of interest they have with donors, agencies, agencies leaders, UWDC staff, budget approvals, purchases, or any other concern of the business of the United Way of Davie County. All board members are required to review and sign the most recent version the code of ethics form on file with the agency.

Section 13. **Abstention:**

Any board member who has a conflict of interest in votes that relate to spending, allocations, purchases, hiring, budgets, or any other concern of the business of the United Way of Davie County are required to reveal that they have a conflict of interest (they are not required to reveal the source of the conflict) and abstain from such a vote.

Article VIII

Officers

Section 1. The officers of this organization shall be a Board Chair, a Vice Chair, a Secretary and a Treasurer. These officers shall be elected by the Board at its organizational meeting immediately following the annual election of directors.

Section 2. **Duties of the officers shall be as follows:**

Board Chair: Shall preside at all meetings of the Board and the Executive Committee. Shall appoint all Committee chairs unless otherwise directed and shall call special meetings, for cause, whenever they deem it necessary or upon written request of (7) members of the Board, (See Art. VII, Sect. 4).

Vice Chair: Shall perform the duties of the president in the event of their absence, resignation, or inability to perform his duties and shall assist the committees to carry out their responsibilities. The Vice Chair will also lead the Nominating Committee and fulfill the duties as listed in Article VII, Section 7.

Committee Chairpersons: There shall be appointed chairs for the Community Investment and Campaign Councils who shall preside over their respective committees and carry out the functions assigned in Article VII, Sections 9 and 10.

Secretary: Is elected by the Board of Directors to keep minutes of meetings.

Treasurer: Shall have administrative oversight over the funds of the organization. Shall be responsible for detail reporting of financial status to Board at each regular meeting. Shall specify to the Finance Manager the reports and details of financial transactions they deem appropriate to allow the full execution of duties. Shall serve as chair of the Finance Committee and fulfill the duties outlined in Article VII, Section 8.

Article IX

The Executive Director and Staff

Section 1. The Board of Directors will hire an Executive Director to carry out the administrative work of the United Way of Davie County, Inc. The Executive Director, assisted by the Finance Manager, shall be responsible for employment and management of the staff. The Executive Director shall work under the oversight of the Board of Directors. If there is not an Executive Director, staff shall be under the oversight of the Board of Directors. The Executive Director and the Finance Manager shall be ex-officio, non-voting members of the Board of Directors. The Board of Directors may appoint other members of the staff as ex-officio, non-voting members of the Board of Directors as appropriate.

Article X

Financial Controls

Section 1. All checks, or demands for money and notes of this organization, shall contain two signatures and be signed by such officer, officers, the Executive Director or other employee as the Board of Directors from time to time designates.

Section 2. There will be financial thresholds so that the Executive Director and/or Finance Manager may not purchase or spend funds on any one item, product, or service in excess of \$1,000 without the documented approval of the executive committee and \$5,000 without the documented approval of the Board. Exceptions are for items, products, or services listed in the approved budget at the January meeting.

Article XI

Amendments to By-Laws

Section 1. These By-Laws may be amended by two-thirds (2/3) majority vote of the Board of Directors present at a meeting in which a quorum exists, given:

- 1) Prior notice of the proposed By-Laws change was given not less than 30 days before the meeting the change is being considered, and
- 2) That each Board of Director received the proposed amendment in writing at the time of the above notice (not less than 30 days before consideration).

Article XII

Disposition of Property and Assets

- Section 1. 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 operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 (C) (3) of the Internal Revenue Code.

Article XIII

Parliamentary Procedure

- Section 1. Robert's Rules of Order, 12th edition shall broadly be followed as the basis for procedures, save when matters are expressly stated otherwise within these Bi-Laws.

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SUBSTANTIVE CHANGES HAVE BEEN MADE TO THIS DOCUMENT. A COPY OF THE PREVIOUS VERSION OF THE DOCUMENT HAS BEEN SAVED ON FILE WITH HIGHLIGHTED AREAS AND COMMENTS INDICATING THE CHANGES.

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Adopted this 22nd day of March 2021 by majority vote of the United Way of Davie County, Inc. Board of Directors.

Gloria Wommack

Board Chair

Joseph Gary

Vice Chair

Neal Smith

Treasurer

Lynn Yokely

Secretary

Chuck Taylor

Executive Director