

UNITED WAY OF VAN WERT COUNTY,
INCORPORATED
BYLAWS

Revised 8-17-2023

ARTICLE I

MEMBERSHIP

SECTION 1: MEMBERS

Each contributor to the United Way of Van Wert County, Incorporated shall automatically become a member of this corporation. All meetings of the Board shall be open, and contributors to United Way shall have an opportunity to present their views and concerns to the Board.

ARTICLE II

TRUSTEES

SECTION 1: NUMBER AND ELECTION

The BOARD OF TRUSTEES shall consist of 20 members representing the eight incorporated villages in Van Wert County; the townships of Van Wert County; labor, industry, the professions, and retail merchants. The EXECUTIVE COMMITTEE will also be on the BOARD OF TRUSTEES.

SECTION 2: TERM OF OFFICE

No member of the board shall be eligible to serve continuously for more than two (2) three (3) year terms in their current position and shall be eligible thereafter only after the expiration of one year.

SECTION 3: COMMITMENT OF BOARD MEMBER

Each Board member will be expected to a minimal level of commitment. If a Board member is absent, unexcused for three (3) consecutive meetings per calendar year they shall be automatically dropped from the Board.

SECTION 4: BOARD OF TRUSTEES MEETINGS

Regular meetings of the BOARD OF TRUSTEES shall be held in January, March, June, and October.

SECTION 5: SPECIAL MEETINGS

Special meetings may be held at any time upon the call of the PRESIDENT, VICE PRESIDENT, or any five (5) members of the Board.

SECTION 6: NOTICE OF MEETINGS

Notice of meetings of the BOARD OF TRUSTEES shall be given at least forty-eight (48) hours before the time of the meeting, and may be given by mail, email, telephone, or in person, and shall state the time and place of the meeting. Meetings can be conducted by Zoom and or in person.

SECTION 7: QUORUM

Eleven (11) members of the BOARD OF TRUSTEES shall constitute a quorum at any meeting.

SECTION 8: VACANCIES

Any vacancy occurring shall be filled by appointment of the PRESIDENT, and approved by the Board.

SECTION 9: COMMITTEES

Every BOARD OF TRUSTEES member shall be required to serve on a committee as listed in Article IV Section I.

ARTICLE III

OFFICES

SECTION 1: OFFICERS

The officers of the corporation shall be a PAST PRESIDENT, PRESIDENT, VICE PRESIDENT, VANTAGE DAY OF CARING CHAIR, ASSISTANT TO THE VANTAGE DAY OF CARING, TREASURER, SECRETARY, and such officers as the BOARD OF TRUSTEES may, from time to time, elect or appoint.

SECTION 2: ELECTION AND TERM OF OFFICE

The officers of the corporation shall be chosen annually by the BOARD OF TRUSTEES, to hold office for one (1) year. No officer shall hold the same office for more than two (2) successive full

terms of one (1) year each. The TREASURER may serve three (3) years. The EXECUTIVE DIRECTOR will serve as the SECRETARY.

SECTION 3: PAST PRESIDENT

The PAST PRESIDENT shall serve as voting member by providing guidance from past experience and act as a sounding board to help guide in decisions.

SECTION 4: PRESIDENT

The PRESIDENT shall preside at all meetings of the corporation and of the BOARD OF TRUSTEES and shall have general supervision of the affairs of the corporation.

SECTION 5: VICE PRESIDENT/ CAMPAIGN CHAIR

In the absence of the PRESIDENT, the VICE PRESIDENT shall perform the duties pertaining to the office of the PRESIDENT. The VICE PRESIDENT shall assist the PRESIDENT in the management of the corporation and shall perform such other duties as may be assigned. Each year a VICE PRESIDENT shall be elected and shall move through the positions of the VICE PRESIDENT, PRESIDENT, and PAST PRESIDENT.

SECTION 6: VANTAGE DAY OF CARING CHAIR

The VANTAGE DAY OF CARING CHAIR shall serve as the chairperson of the Vantage Day of Caring event. In the absence of the PRESIDENT and the VICE PRESIDENT/ CAMPAIGN CHAIR, the VANTAGE DAY OF CARING CHAIR shall perform the duties pertaining to the office of the president.

SECTION 7: ASSISTANT TO THE VANTAGE DAY OF CARING

The ASSISTANT TO THE VANTAGE DAY OF CARING shall assist with the planning and implementing of the Vantage Day of Caring event. The ASSISTANT TO THE VANTAGE DAY OF CARING will move into the VANTAGE DAY OF CARING CHAIR the next year.

SECTION 8: TREASURER

The TREASURER shall perform the usual duties associated with the office and such other duties as may be assigned to him or her by either Board.

SECTION 9: SECRETARY

The EXECUTIVE DIRECTOR will serve as the secretary of the organization. If the EXECUTIVE DIRECTOR is absent a SECRETARY shall be appointed by the BOARD OF TRUSTEES and shall be responsible for the general direction of affairs and operation of the corporation in accordance with the policies adopted by the Board. The SECRETARY shall keep the minutes and records of the corporation of the BOARD OF TRUSTEES and its committees.

SECTION 10: OFFICER'S COMPENSATION

The PRESIDENT, VICE PRESIDENT, VANTAGE DAY OF CARING CHAIR, ASSISTANT TO THE VANTAGE DAY OF CARING and TREASURER, shall serve without compensation.

SECTION 11: EXECUTIVE DIRECTOR

An EXECUTIVE DIRECTOR may be employed by the BOARD OF TRUSTEES and in such case will serve as a SECRETARY to the board and be an ex-officio member of the board and all committees. The EXECUTIVE DIRECTOR shall be responsible for issuing notices of all meetings, keeping suitable records of this organization, including recording of minutes of all meetings, and furnish leadership and general direction of affairs of this organization in accordance with the policies laid down by the Board. The EXECUTIVE DIRECTOR may be compensated to the amount to be determined by the EXECUTIVE BOARD.

SECTION 12: VACANCIES

A vacancy in an office may be filled by the BOARD OF TRUSTEES or the EXECUTIVE BOARD.

ARTICLE IV

COMMITTEES

SECTION 1: STANDING COMMITTEES

Annually, the PRESIDENT shall appoint, from the members of the BOARD OF TRUSTEES, or otherwise, the following committees: (a) Admissions and Review Committee, (b) Nominating Committee, (c) Campaign Committee, (f) Special Events Committee, (g) Vantage Day of Caring Committee. The appointments so made shall be confirmed by the BOARD OF TRUSTEES or the EXECUTIVE BOARD.

SECTION 2: ADMISSIONS AND REVIEW COMMITTEE

The ADMISSIONS AND REVIEW COMMITTEE shall be appointed by the EXECUTIVE BOARD and shall be composed of nine (9) or more individuals who are residents of Van Wert County or are employees of Van Wert County. Members of this committee shall be appointed for a three (3) year term. PAST PRESIDENT, PRESIDENT AND VICE PRESIDENT will be standing members of this

committee. One member will be appointed from the current BOARD OF TRUSTEES to serve for one year. Members may serve no more than two (2) consecutive three (3) year terms.

It shall be the duty of the committee to make recommendations to the BOARD OF TRUSTEES approving or rejecting the applications and budget requests of organizations or agencies seeking affiliation with the United Way of Van Wert County. Any requests of financial decisions or approved allocations, other than the agency's own allocation, shall not be permitted. In arriving at its decisions, the committee shall consider the following general standards which are not inclusive:

- (a) An organization or agency, actual or projected, applying for participation in the financial distribution made by this corporation must, in the opinion of the committee be able to furnish reasonable significant and non-duplicating services within the scope of the purposes and objectives of this corporation, and must have either an active and responsible governing body of its own or other satisfactory form of administrative control.
- (b) Each organization or agency making an application for participating shall present an annual budget estimate which has first been approved by a representative and competent lay budget committee of its own, and said budget shall represent a reasonable attainable program consistent with its services and activities.
- (c) Applications for participation shall be made on a year-to-year basis, and shall, if approved, be then evidenced by the execution of a written agreement effective for that particular one-year period.
- (d) No organization or agency primarily engaged in the promotion of denomination membership, or in the promotion of membership based on religious through undenominational considerations, shall be admitted to participation; however, an organization or agency with sectarian affiliations shall be admissible provided its major activities are concerned directly with the social welfare, even if exclusively denominational.
- (e) Nonparticipating organizations or agencies may make an application for participation before March 31 in any year in order to be considered for the campaign in the following year.

SECTION 3: EXECUTIVE BOARD

The EXECUTIVE BOARD shall consist of the nine (9) officers, the PAST PRESIDENT, PRESIDENT, VICE PRESIDENT, VANTAGE DAY OF CARING CHAIR, ASSISTANT TO THE VANTAGE DAY OF CARING, TREASURER and three (3) members-at-large. It shall be responsible for advising the PRESIDENT concerning committee appointments, shall make recommendations to the BOARD OF

TRUSTEES, and shall be empowered to transact urgent business between regular meetings of the BOARD OF TRUSTEES, subject to ratification by said BOARD OF TRUSTEES. The NOMINATING COMMITTEE shall select the candidates for the EXECUTIVE BOARD and they shall be presented to the BOARD OF TRUSTEES for approval.

- a) NOMINATING COMMITTEE – The NOMINATING COMMITTEE shall consist of three (3) members from the EXECUTIVE BOARD. It shall be the duty of this committee to present a list of candidates for board membership for election at the annual meeting of the members. Nominations for election to the BOARD OF TRUSTEES shall be made by the NOMINATING COMMITTEE in such a manner as to provide the proportionate representation, set out in Section I, Article II herein. It shall be the duty of the NOMINATING COMMITTEE to consult with officers of the various separate local agencies of the participating organizations for their recommendations. Nominations from the general public will be presented for the annual membership meeting if presented to the NOMINATING COMMITTEE in writing thirty (30) days prior to the annual meeting.
- b) PERSONNEL COMMITTEE - The PERSONNEL COMMITTEE shall consist of three (3) members from the EXECUTIVE BOARD, PAST PRESIDENT, PRESIDENT, VICE PRESIDENT. It shall be the duty of the committee to meet annually to evaluate the salary, benefits, and performance of the EXECUTIVE DIRECTOR. The committee shall issue a written report of the evaluation including comments from the EXECUTIVE DIRECTOR to the EXECUTIVE BOARD. Any change in salary or benefits will become effective following the approval of the EXECUTIVE BOARD.
- c) POLICY & BYLAW COMMITTEE – The POLICY & BYLAW COMMITTEE will meet to review and update both United Way Bylaws and United Way Personnel Policy Manual. The committee will present updates to the EXECUTIVE BOARD for approval.

SECTION 4: SPECIAL EVENTS COMMITTEE

This committee will work on making United Way more proactive and involved in community activities. (Danfoss Bag Bingo, Cupcake War, Fiesta Fun Friday, Rivals United, and Miscellaneous Events etc.)

SECTION 5: VANTAGE DAY OF CARING COMMITTEE

This committee will be responsible for all aspects of the Vantage Day of Caring Event. They will promote, organize, and schedule events including agency and industry projects. The VANTAGE DAY OF CARING CHAIR will serve as the chairman with the help of the ASSISTANT TO THE VANTAGE DAY OF CARING.

SECTION 6: CAMPAIGN COMMITTEE

The CAMPAIGN COMMITTEE will be in charge of the annual United Way Campaign under the direction of the CAMPAIGN CHAIR and ASSISTANT TO THE CAMPAIGN CHAIR. This committee will meet as needed to plan for campaign direction and progress. They will select the campaign theme, goal, video ideas, pledge cards and any other items pertaining to the campaign. This committee will also include involvement in speaking at campaign presentations, helping secure new industry presentations and year long campaign promotions.

ARTICLE V

MISCELLANEOUS

SECTION 1: AMENDMENTS

The code of regulations may be amended, repealed, or altered in whole or in part at any annual meeting by a majority vote of the members present and voting at such annual meeting.

SECTION 2: FISCAL YEAR

The fiscal year shall run from July 1 through June 30 of the year.

Updated 8-17-2023