

**BY-LAWS  
OF  
WASECA AREA UNITED WAY**

ARTICLE I

Membership

Section 1. The Members as defined by Article III in the Articles of Incorporation shall consist of the Board of Directors of the Corporation, elected as provided elsewhere in these By-Laws.

ARTICLE II

Elections and Voting

Section 1. Each Member shall have one vote at any election or upon any motion before a meeting of the Membership.

Section 2. In connection with elections, request shall be made for nominations from the floor in addition to those submitted by the Personnel Committee.

ARTICLE III

Fiscal Year

Section 1. The fiscal year of this Corporation shall commence on July 1 of each year.

ARTICLE IV

Amendments

Section 1. These By-Laws may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present and voting, provided that notice of the proposed Amendment, in substance, is contained in the notice of the meeting.

ARTICLE V

Designations

Section 1. any donor to the Waseca Area United Way campaign may designate that his or her donation be credited to one or more of the financial participating agencies. The Board of Directors shall have the power to determine whether an adjustment shall be made in the allowance to an agency which receives total designations in amount exceeding the budget allowance.

## ARTICLE VI

Board of Directors

Section 1. Nomination of Directors. Prior to the annual meeting of Members, the Personnel Committee shall nominate as Directors a number of persons at least equal to the number of vacancies on the Board of Directors to be filled by election at the annual meeting. The Personnel Committee shall present to the Board the name of such candidates ten (10) days in advance of the annual meeting for the vote of the Membership. In nominating Directors, the Personnel committee shall have due regard for: (a) establishing and maintain, insofar as practicable, an equitable distribution of all Directors among all segments of the community as provide for in the Articles of Incorporation, as they may be amended; (b) availability and willingness to discharge the duties of Director; (c) the best interests of the Corporation; (d) including individuals with understanding and appreciation of the social welfare needs and resources of the community.

Section 2. Vacancies. In the event of any vacancy among the Directors through death, resignation or otherwise, the Board of Directors may elect a successor to hold office for the unexpired portion of the term.

Section 3. Executive Director. The Board of Directors may designate and employ an Executive Director. The Executive Director shall not be Member of the Board of Directors nor vote on any Board matter.

Section 4. Quorum. Ten (10) members of the Board of Directors shall constitute a quorum for the transaction of business.

Section 5. Adjournment. Any meeting may be adjourned to another time and place without further notice.

Section 6. Meetings. The annual meeting of the Board of Directors shall be held each year as provided in Article XIV of the Articles of Incorporation. In addition, there shall be at least one (1) other meeting of the Board of Directors each year at such time and place as may be designated by the President. At least five (5) days notice, in writing, shall be given showing the time and place of such meeting. Special meetings of the Board of Directors may be called at any time by the President, or a majority of the Executive Committee, or upon petition of three (3) or more Directors. Written notice specifying the time, place and purpose of such meeting shall be given by the Secretary five (5) days in advance of such meeting. The business done at such meetings shall be confined to the expressed purpose.

Section 7. Articles of Incorporation and By-Laws. Each new Director will be given a copy of the Articles of Incorporation and By-Laws at the first meeting. It will be the responsibility of each Director to read and understand these documents.

## ARTICLE VII

Officers

Section 1. Nomination and Election. The Personnel Committee shall submit to the Board of Directors at the annual meeting a list of nominees for the various offices. Other nominations may be made from the floor. All officers shall be elected at the annual meeting of the Board of Directors for a term of one (1) year or until their successors are elected and qualified; and may be recalled for cause by a majority vote of the Directors.

Section 2. The Officers and Their Duties Shall Be:

- (a) President. The President shall preside at all meetings of the Waseca Area United Way, act as Chair of the Board of Directors and of the Executive Committee, appoint all committees, be ex-officio a member of all committees, except the Personnel Committee, and shall perform such duties as usually pertain to such Officers. This person shall be directly responsible to the Board of Directors.
- (b) Vice-President. If the Board of Directors elect more than one (1) Vice-President, their relative seniority shall be indicated when elected. The Vice-President, in order of seniority, shall discharge the duties of the President in the event of disability or other inability to act.
- (c) Treasurer. The Treasurer shall have charge of all funds of the Waseca Area United Way under the direction of the Board of Directors. All checks and evidence of withdrawal shall be signed or countersigned in such manner as the Board of Directors may determine. The Treasurer shall annually present to the Executive Committee a budget of anticipated receipts and expenditures for the coming year; shall issue to the members of the executive Committee upon request a financial statement; and at the close of the fiscal year shall present to the Board of Directors the annual financial statement.
- (d) Secretary. The Secretary shall keep the books and records of the Corporation; keep the minutes and attend all meetings of the Board of Directors and of the Executive Committee; issue all notices of meetings in conformity with these By-Laws; and perform such other duties as may be delegated and are usually incident to this office.

Section 3. Vacancies. All vacancies among the officers arising from any cause whatsoever shall be filled by a vote of the Board of Directors. Pending the filling of such vacancies, the Executive Committee shall designate a person to act in place of the Officer whose office has become vacant.

Section 4. Executive Director. The Executive Director, if the Board of Directors deems one is necessary, shall be the responsible executive and administrative head of the Corporation and have general supervision and charge of its work. The Executive Director shall also perform the duties designated in the descriptions for the Treasurer and Secretary, Article VII, Section 2, (c), (d) of these By-Laws. The Executive Director may be either a volunteer or a salaried employee. The Executive Director shall not be a

Member of the Board nor vote on any Board matter. The Executive Director shall be subject to the control and direction of the Board of Directors.

Section 5. Surety Bonds. The Board of Directors shall determine from time to time what Officers and employees shall be bonded and the size of bond in each case.

ARTICLE VIII

Executive Committee

Section 1. Selection and Powers. The Executive Committee shall have full power to manage and conduct the business of the Corporation between meetings of the Board of Directors. All powers granted to the Board of Directors by the Certificate of Incorporation, these By-Laws, or by law may be exercised by the Executive Committee, whether or not specifically so indicated in each case.

Section 2. Members. The Executive Committee shall consist of the President, all Vice-Presidents, the Treasurer if elected from the Board of Directors, the Secretary if elected from the Board of Directors, the immediate Past President regardless of his or her Board standing, and other members of the Board of Directors who are chairpersons of other standing committees except the chairperson of the Personnel Committee.

Section 3. Quorum. A quorum of the Executive Committee shall consist of three (3) members and a majority vote of such quorum shall prevail.

Section 4. Meetings. Notice of Executive Committee meetings shall be given at least five (5) days in advance by the Secretary on the call of the President. Said notice shall designate the time and place of meeting. Meetings of the Executive Committee may also be called by an three (3) members of the Executive Committee.

Section 5. Vacancies. Vacancies on the Executive Committee shall be filled for the unexpired term by majority vote of the Board of Directors. Pending the filling of such vacancy, the President may appoint a person to act on behalf of the person whose position on the executive Committee is vacated.

ARTICLE IX

Allocation Committee

Section 1. Purpose and Duties. The Allocation Committee shall consider all requests from agencies and organizations for financial support and suggest the amounts the Waseca Area United Way will attempt to raise for each in its annual fund-raising campaign. It shall use various available resources to determine the justification for support of each agency and organization and may require information regarding effectiveness, efficiency, costs and other financial data to be furnished by such agencies and organizations. Upon completion of the United Way campaign, the allocations committee shall suggest the exact amounts to be disbursed to each

participating agency or organization. All acts of the Allocations Committee shall be subject to the final approval of the Board of Directors.

Section 2. Members. There shall be no more than eight (8) members and no less than five (5) members from the Board of Directors appointed by the President, one (1) of whom shall be designated as chairperson.

Section 3. Meetings. Meetings shall be called by the chairperson as needed.

## ARTICLE X

### Campaign Committee

Section 1. Purpose and Duties. This committee, under the leadership of the campaign chairperson, shall plan, arrange for and conduct an annual financial appeal to be known as the Waseca Area United Way.

Section 2. Members. Members shall be appointed from the Board by the President, one of whom shall be designated as Campaign Chairperson.

Section 3. Meetings. Meetings shall be called by the chairperson as needed.

## ARTICLE XI

### Audit

Section 1. The Board of Directors shall designate a licensed auditing firm who shall examine the financial records of the Corporation and review the financial statements to determine that funds have been properly handled and accounted for and that the financial statements properly reflect the operations and financial condition of the Corporation. A copy of that report will then be filed with the State of Minnesota.

## ARTICLE XII

### Long-Range Planning committee

Section 1. Purpose and Duties. The Long-Range Planning Committee shall consider suggestions with long-range implications made by board members either at an annual planning workshop or during regular meetings of the Board of Directors. It shall conduct whatever research it deems necessary to develop and/or review proposals for a long-range plan. It will present its proposed long-range planning to the Board of Directors for action and consideration of critical issues. A written long-range plan will be updated annually and made available for board's annual planning meeting.

Section 2. Members. Members shall be appointed from the Board of Directors by the President. The Chair shall be the immediate Past President, other members shall be the Vice President and two other board members.

Section 3. Terms. The immediate Past President and the Vice President shall each serve for one year. The other two members shall have alternating two year terms.

Section 4. Meetings. Meetings shall be called by the chairman as needed.

ARTICLE XIII

Personnel Committee

Section 1. Purpose and Duties. The Personnel Committee shall nominate persons as Directors, as provided in Article VI, Section 1; shall nominate persons as Officers, as provided in Article VII, Section 1; shall provide for orientation and training of new Board Members; shall assign mentors to new Board Members; shall conduct staff performance evaluations; and shall interview and recommend staff as needed.

Section 2. Members. Members shall be appointed from the Board by the President and shall include a member of each of the standing committees, and may include any other Board Member with human resources experience. One of the members of the Committee shall be designated the Chairperson.

Section 3. Meetings. Meetings shall be called by the Chairperson as needed.

ARTICLE XIV

Other Committees

Section 1. The Allocations, Campaign, executive, Long-Range Planning, and Personnel Committees are the standing committees of the Corporation.

Section 2. The President shall appoint such other committees as from time to time he or she may deem necessary, with such powers and/or such purposes as may be designated.

ARTICLE XV

Policies Relating to Organizations Receiving Support

Section 1. Single Cooperative Annual Campaign. To eliminate duplication of effort which would be required by individual solicitation for each organization desiring support, there shall be but one (1) annual combined fund-raising campaign in which all organizations requesting financial support and having been approved by the Board of Directors of the Waseca Area United Way will cooperate.

Section 2. Application for Support. Any organization desiring support of the Waseca Area United Way shall make application in writing to the Board of Directors to include a signed Statement of Agreement.

Section 3. Annual Requirements. An organization desiring to participate in the proceeds of the Waseca Area United Way financial campaign shall submit each year a

list of its officers and directors, detailed financial statements, detailed reports of services rendered and program accomplishments. It shall also submit a request for a specific amount asked of the Waseca Area United Way for the coming year and proposed budget together with explanation or justification for the amount requested. Such information shall be filed at least by the date specified by the Allocation Committee.

Section 4. Acceptance by Waseca Area United Way. Applications for support shall be referred to the Allocations Committee. The Allocations Committee shall review all requests in the light of anticipated fund raising potential compared with relative effectiveness and need of the participating organizations, and in a proposed budget shall recommend specific amounts to the Board of Directors, where final action shall be taken.

Section 5. Obligations of Participants. In accepting financial support, participating organizations agree:

- (a) To conduct no benefits, campaigns, or solicitations for financial assistance for ordinary routine purposes, nor any similar campaigns for special financial purposes within the geographic area included in the Waseca Area United Way campaign except with prior consent obtained from the Board of Directors.
- (b) To accept the apportionment of funds made to it by the Allocations Committee and approved by the Board of Directors.
- (c) To maintain a responsible management, with a qualified board of unpaid directors or administrative committee.
- (d) To undertake no new line of work or substantial expansion of service in the community except with prior consent obtained from the Board of Directors.
- (e) To keep complete and regular books of account open to inspection by a duly accredited representative of the Waseca Area United Way.
- (f) To cooperate with other social agencies and participating organizations in preventing duplication of effort and in promoting effective service and efficiency and economy of administration.
- (g) To abide by the rules and regulations promulgated by the Board of Directors of the Waseca Area United Way.
- (h) To recognize that violations of any requirements of this Article XIV may result in denial of financial support, even though previously conditionally committed, upon determination of the Board of Directors of this Corporation whose action shall be final.