

BYLAWS
For
The United Way of Hardin County, Ohio, Incorporated
As amended January, 2010

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Article I
Name of Corporation

The name of this corporation shall be the United Way of Hardin County, Ohio, Incorporated.

Article II
Not-for-Profit Statement

The corporation is an Ohio non-profit corporation as defined in Section 1702.01C of the Ohio Revised Code.

Article III
Purposes

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

1. To raise funds in a united drive for the operating expenses of local, state, or national community-accepted charity, health, welfare and educational organizations who programs are within the proposes of this organization.
2. To receive by gift, grant, devise, bequest or otherwise, from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions as the corporation may deem best from time to time for the promotion of any or all of the foregoing purposes.
3. To distribute United Way financial support to maximize the resources available to agencies for services aimed at the most current needs of the community, including those services by organizations not now receiving United Way funding. This may include such activities as allocating funds on the basis of actual or potential service results, developing and employing methods of measuring service and cost effectiveness and analyzing and evaluating the costs of services and trends in the use of funds with the aid of objectively devised criteria and standards.
4. To Assess on a continuous basis the need for human services programs; to seek solutions to human problems; to assist in the development, expansion or modification of new or existing human service programs; to promote prevention programs and activities; and to foster cooperation among local, state and national agencies.
5. To elicit community support and commitment for the entire United Way enterprise through systematic communication programs that both speaks and listens to the community.
6. To manage the United Way of Hardin County effectively.
7. To offer management of other assistance to member agencies as may be requested, and to the extent of our ability to do so.
8. To carry on such related activities as may be necessary to implement the above purposes.

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9. "To confirm that the entire community has the opportunity to participate in the United Way of Hardin County; to ensure that United Way fundraising and services include the entire natural market area where people live, work and are served." As set forth in the Model Bylaws for local United Ways, this is one of the five core values in Standards of Excellence.
- B. No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- C. No part of the net earnings of this corporation shall inure the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolutions or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit for any private person, but will be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and which is established its tax exempt status under Sections 501©(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954.

Article IV
Duration

The period during which this corporation is to continue as a corporation is perpetual.

Article V
Address

The area to be served by this corporation shall be Hardin County, Ohio. The post office address of its' principle address shall be the street address where the office is physically located, in Kenton, Hardin County, Ohio. The statutory agent of the corporation shall be its Executive Director. (Revised January 2003 when United Way of Ada/Liberty Township merged with United Way of Hardin County)

Article VI
Members

Every contributor to this corporation shall become a member of the corporation and shall be entitled to vote at all meetings of the membership for a period of one year immediately following his/her contribution. There will be no cumulative voting or voting by proxy. Unless otherwise provided by law of these bylaws, a majority of votes cast shall govern in every election and matter voted upon.

Article VII
Board of Directors

A. The management and administration of this organization shall be by a board of directors, consisting of not less than ten (10) elected members. This number does not include ex-officio members. One-third of the board shall be elected each year for a term of three (3) years at the annual meeting of the members. A maximum of two consecutive full three-year terms for board members shall be enforced, except for officers, or for a board member who has filled an unexpired term of a previous board member. Officers may continue to serve as elected officers even if two full three-year terms have already been served. Any previous board member who had not been on the board for one full year would again become eligible for two (2) terms.

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- B. The board of directors may, at its option, fill any vacancy in the board of directors before the annual meeting. At the annual meeting the nominating committee will present a nominee to fill any remainder of the unexpired term.
- C. The chairperson of a standing and/or special committee shall be an ex-officio director for the period for which they are appointed, if they are not otherwise a Director.
- D. A representative from each member agency shall be considered an ex-officio director.
- E. The immediate past president may continue as an ex-officio member of the board of directors for two years.
- F. Ex-officio directors are non-voting members at board meetings.
- G. No person may be eligible for membership on the board of directors if a conflict of interest currently exists or arises that would substantially interfere with or impair the person's ability to effectively discharge the duties as director. If any questions arise as to the presence of a conflict of interest or its potential that would substantially interfere with the person's ability to discharge his/her duties, then the executive committee will make a determination and notify the person in writing with procedures for an appeal. A written appeal may be made by the person and must be received by the executive committee three days prior to the next scheduled executive committee meeting or board of directors meeting. The vote or decision of the executive committee is final.
- H. All board members are required to attend not less than fifty percent (50%) of the board meetings. If a board member attends less than fifty percent of the meetings in a given year, then the Nominations Committee is to review the attendance, participation, and other contributions of the board member and present recommendations to the executive committee. It shall be the discretion of the executive committee as to whether or not to retain this member on the board.
- I. Any vacancy occurring in the board of directors must be filled no later than six (6) months from the date of vacancy for the balance of the term by an affirmative vote of a majority of the directors then in office.

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**Article VIII
Duties of the Board of Directors**

- A. The duties of the board of directors shall be:
1. To adopt such policies and procedures for the operation of this organization as may be consistent with the constitution and bylaws. And are designed to carry out the objectives of this charter.
 2. To manage the affairs of this organization between membership meetings.
 3. To support the executive committee in the appointment and supervision of such committees as it may deem necessary for carrying out the objectives of this organization.
 4. To employ such persons as it may deem necessary for the successful completion of the objectives of this organization.
 5. To present at the annual membership meeting a full and complete report of the activities of the board.

**Article IX
Board of Director Meetings, Notices, Quorums**

- A. Decisions at all meetings shall be by consensus if possible. If decision making by consensus is not possible then Roberts Rules of Order, Revised, shall be used as a guide, as long as these rules are not inconsistent with the bylaws of this organization.
- B. There shall be an annual meeting of the membership in the first calendar quarter of each year at such time and place, as the board of directors shall determine. The purpose of the annual meeting is to report the activities of the board to the membership, to elect any new directors and/or officers, to receive reports, and to transact any business presented to it. Amended to read "There shall be an annual meeting of the membership within the first calendar quarter of each year at such time and place as the board of directors shall determine." Amended 03/06
- C. Additional meetings of members may be held at the call of the board of directors, and also must be called upon petition of fifteen (15) or more members of the corporation.
- D. Fifteen (15) members shall constitute a quorum at all membership meetings.
- E. Notice of any membership meeting, annual or special, stating time and place shall be served by publication in a newspaper of general circulation in Hardin County, Ohio, not less than ten or more than forty days before the meeting.
- F. The organizational meeting of the board of directors shall be held annually within 35 days following the annual meeting of members, for the purpose of appointing chairpersons of standing and special committees and transacting such other business as may come before it.
3. The board of directors will hold not less than eight (8) monthly meetings each year at a time and place designated by the board of directors.

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5. **Meeting Procedures:** An active and engaged Board will ensure that each United Way maintains strong governance practices and embraces accountability. At a minimum United Way Boards must meet at least once every quarter. The Annual Meeting is not a substitute for a quarterly board meeting.

Special meetings: Special meetings may also be called under the provisions, of the United Way's bylaws.

4. Quorum: Care must be taken to adhere to board meeting quorum requirements as stated in the United Way's bylaws. In the absence of a quorum, business may be conducted but votes cannot be taken. A minimum of one-third (1/3) of total voting Board members shall constitute a quorum. Board member participation in meetings via the telephone is appropriate.

Voting members: No employees, including the CEO, shall be voting members of the Board or committees (unless required by state law). The CEO may be a non-voting member of the board.

Email/Fax polling: From time to time special situations arise when quick board action is required, the board's position is obvious, and discussion is not required. In these limited situations, electronic polling of the board by email or fax is permitted provided:

- a. The Board is unanimous in handling the matter this way, and
- b. The Board is unanimous in its vote (all must be in favor or against the measure). If the criteria for email/fax polling are not met, the item should be included in the agenda for the next in-person Board meeting.

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Proxy voting: Because Board members need to discuss, deliberate and debate items before voting, proxy voting is not be permitted at regular Board meetings.

7. Meeting Minutes: Minutes will be written, reviewed, and approved for all meetings conducted by the organization's Board, committees, and ad-hoc committees. Committee meeting minutes shall be reviewed and approved by the respective committee and made available to the full Board in a timely fashion (by "timely", committee approval process should be cognizant of scheduled Board meetings).

Meeting minutes shall include:

- a. Name of the United Way and the volunteer body that is meeting (e.g. Board of Directors, Finance Committee, etc.)
- b. Date and time of meeting
- c. Meeting attendance
 - Members in attendance, excused, or absent
 - Staff
 - Guests
- d. Existence of a quorum
- e. Motions/actions required
 - Motions made by whom
 - Brief account of debate, if any, on motions
 - Voting results (including names of those members who recused, abstained or dissented if vote was non-unanimous)
- f. Future action steps, if any
- g. Listing of reports and documents introduced at and/or in advance of the meeting
- h. Notation of any executive sessions that were held (minutes for any executive sessions held shall be placed in a sealed envelope)
- i. Ending time of meeting
- j. Signature of meeting secretary and Board/Committee "chairperson" or authorized designee presiding over the scheduled meeting (the person who presides the meeting should be

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the individual that thoroughly reviews any compiled meeting minutes before they are presented to the respected volunteer group for approval)

The above should be captured, regardless of whether the meeting was held in person or by other means (note: any action item approved electronically must be unanimous and all such responses received shall be retained in hard copy as a document of record)

As stated above, meeting minutes shall be reviewed and approved by the respective committee and made available to the full Board in a timely fashion. Judgment should be exercised when committee meetings are scheduled less frequently than the Board and are spaced significantly apart. If this applies, then the reviewed meeting minutes should be approved in another means (via electronically) that will allow for Board availability.

A copy of original, signed minutes must be retained permanently, as is required for all corporate records.

- G. **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting via mail, fax, or electronic ballot, provided all trustees consent to the action being taken by ballot. The deliberation period for all Board action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.
- H. **Meeting by Telephone Conference.** Participation in any meeting of the Board of Trustees or a committee of the Board by means of conference telephone or any means of

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communication by which all persons participating in the meeting are able to hear one another shall constitute presence in person at the meeting.

5. **Annual Report:** The annual report shall contain at a minimum the following information. It shall be made available upon request.

- a. the organization's mission statement,
- b. a summary of the past year's program service accomplishments,
- c. a roster of the officers and members of the board of directors,
- d. a summary of pertinent financial information with reference to where the audited financial statements and the IRS Form 990 can be found or viewed.

I. Special meetings of the board of directors may be called at any time by the president, or shall be called on the written request of a majority of the board members.

J. Notice of any meeting of the directors, regular or special, stating the time and place where it is to be held, shall be served personally, by mail, postage prepaid, or e-mail upon each director not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subject stated in the call and matters germane thereto.

K. A majority of any committee shall constitute a quorum.

**Article X
Officers and Staff**

A. Officers of this organization shall be a president, vice-president and a treasurer.

B. All officers shall be elected for terms of two (2) years, or until their successors are elected and qualified. No elected officer, except the treasurer, shall serve in that office for more than two consecutive terms. The Executive Committee shall, at its' discretion, fill a vacancy of an officer during the year from the membership of the board of directors, and that person shall serve until the next annual meeting.

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- C. The duties of the officers shall be as follows;
1. President – To preside at all meetings of the general membership, of the board of directors and of the Executive Committee; to appoint committee chairpersons; to call special meetings whenever one is deemed necessary, or upon written request of a majority of the members of the board, or of the Executive Committee; and to carry out such other duties that usually pertain to this office or as directed by the board of directors.
 2. Vice-President – To assist the president, and to perform the duties of the president in the case of his/her absence, resignation or inability to perform duties.
 3. Treasurer – This position is not limited to two terms, and may be re-elected for additional two-year terms. The duties are as follows;
 - a. To keep, or cause to be kept, records of the receipts and deposits of this organization.
 - b. To annually submit, or cause to be submitted, the financial books of the organization for an independent audit by a certified or recognized accountant, to be appointed by the Executive Committee.
 - c. To cosign checks. Two signatures will be required on each check issued. Signatures of the Executive Director, treasurer and other designated officers shall be registered with the bank.
 - d. At the end of each calendar quarter the treasurer shall make, or cause to be made, a statement of the financial condition of the organization, and at the annual meeting of the membership of the organization shall submit a report of the financial transactions of the organization for the preceding fiscal year.
 - e. A facsimile signature of the treasurer, authorized to execute checks, drafts, and orders for payment of money, may be issued in lieu of a manual signature as the board may authorize from time to time.
- D. In addition to the above-mentioned officers, the board of directors shall select and employ an Executive Director, but not as a member of the board of directors.
1. The board of directors shall hire the Executive Director, and shall establish the terms of employment, including wages, hours and benefits. The Executive Director shall serve under the supervision and direction of the Executive Committee.
 2. The Executive Director shall serve as secretary of the organization, of the board of directors, of the Executive Committee, and the other official committees, and shall keep minutes of the meetings.

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3. The Executive Director shall notify directors, chairperson, and committee members of their appointment or election to office, and also of scheduled meeting times and place.
 4. The Executive Director has custody of all funds of the organization and oversees receipt and dispersal at the direction of the Executive Committee. Two signatures will be required on each check issued. Persons authorized to sign checks include the treasurer, the Executive Director, and any officer or officers designated by the Executive Committee.
 5. The Executive Director shall be bonded in the amount set by the board of directors to ensure the faithful performance of their official duties. The cost of such bond shall be paid by the organization.
- E. Temporary additional staff may be added as required, subject to the approval of the board of directors.

8. Compensation, Benefits and Business Expense Policy:

It is the objective of the organization to establish and maintain a compensation program that will:

- a. Attract and retain qualified employees at all levels of responsibility who perform in a manner that permits the organization to achieve its objectives mission and goals.
- b. Reflect the relative value of jobs (externally competitive and internally consistent and fair)
- c. Provide the flexibility to reward employees (based upon availability of funds) on the basis of individual performance and contribution to the achievement of the organization's goals.
- d. Comply with all governing documents, Local, State, and Federal Laws and regulations.
- e. Include policies that:
 - Maintain levels of pay and benefits that are competitive with the average compensation of employers offering similar employment and competing in the same labor market
 - Establish such pay levels based on timely surveys of pay rates, benefits, other

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components of compensation and all aspects of Human Resources administration;

- Make external comparisons on the basis of base pay and other compensation components.
- **Review Audit and IRS Form 990** (make available and/or review by Board members) : Both the audited financial statements and the IRS Form 990 will be provided to the Board for review. Copies of both documents, with the recommended CEO/CFO certification (see Implementation Standards for Membership Requirement A) will be available for public review on the organization's public website, but when the organization does not have a public website they will be made available at the organization's offices during regular business hours.

F.

**Article XI
Committees**

The functions of the United Way of Hardin County, Incorporated, shall be carried out through Committees. The duties are delegated to the committees by the board of directors. The chairperson of each committee, except the Executive Committee, shall be appointed by the president of the board of directors. Additional committees may be formed as needed at the discretion of the Executive Committee.

6. **Review Governance Documents** (Frequency/Procedure): In order to exercise due diligence with regard to organizational governance, at least once every three years, preferably as part of the UWA required Organizational Self-Assessment, the board will:

- a. Review the organizational bylaws and articles of incorporation
- b. Review the board's structure (see appendixes for examples of subcommittees, reporting relationships, etc.)
- c. Review organizational mission and goals
- d. Review organizational delegation of authority policies

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- e. Assure compliance with the organization's bylaws relative to annual meeting of the members are complied with.
- f. Distribute a copy of the current United Way bylaws to each director at the beginning of their elected term of office and annually thereafter for the duration of the director's term.
- g. Make available to the public a copy of the corporation's Articles of Incorporation and Bylaws in accordance with all local, state and federal laws. In the absence of law, United Way shall make these documents available for review at the corporation's offices.

A. Executive Committee

- 1. The executive committee shall consist of the president, vice-president, treasurer, immediate past president, and up to three other directors to be appointed by the president. The president shall serve as the chairperson.
- 2. The executive committee shall be responsible for the general direction of the affairs and operations of the corporation, in accordance with the policies laid down by the board of directors. This committee shall be responsible for the administrative duties of this organization, and shall function in the place of the board of directors between meetings of the board.

The key responsibilities of the Executive Committee include:

- 1) Implementation of the organization's strategy and policies approved by the [Board of Directors](#).
- 2) Propose new strategy and policies to the [Board of Directors](#).
- 3) Monitor the organization's activities and operations.
- 4) Serve as the principal liaison between management and the United Way Stakeholders.
- 5) Holds the authority to act on behalf of the Board of Directors, within certain

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limitations, between regularly scheduled
meetings of the Board.

B. Campaign Committee

1. This committee shall be responsible for the organization, preparation, and completion of the annual fund-raising campaign, subject to the approval of the Executive Committee. The duties of the Campaign Committee shall be:
 - a. This committee shall secure funds through voluntary giving by those persons and organizations either working, living, or doing business in Hardin County.
 - b. Members of this committee shall be the "Campaign Cabinet," and are appointed by the chairperson.
 - c. The General Campaign Chairperson shall have authority to appoint a Campaign Co-chairperson if desired. The Campaign Chairperson shall appoint chairpersons for each campaign divisions, and for any special committees he/she feels are necessary to carry out the responsibilities of this committee.
 - d. This committee shall organize and conduct a concentrated communications program that highlights the annual United Way fund-raising campaign on behalf of financially participating agencies.
 - e. This committee shall be responsible for other duties as assigned by the Executive Committee.

d. **Finance:** A Finance Committee will be chaired by a Board member (preferably the Treasurer) and include at least two other board members. The remaining committee members may include non-board members (volunteers). At minimum, two committee members must have finance/accounting expertise. The committee will:

- 1) Review periodic financial reports and budgets prepared by the organization's staff.

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- 2) Make budget and financial policy recommendations to the [Board of Directors](#).
- 3) In order to safeguard the assets of the organization, will establish and review internal financial control policies and provide for adequate insurance coverage (D&O, General Liability, Workers Compensation, Property & Casualty).
- 4) Provide oversight of short and long-range strategic financial planning.
- 5) Provide oversight of investment and pension policies.
- 6) Provide oversight of treasury policies and functions.
- 7) Provide oversight of data security and confidentiality policies.

e. **Audit:** An Audit Committee will be chaired by a Board member, other than an officer, with the majority of members being Board members, and will have at least two members who possess accounting expertise. The committee will:

- 1) Recommend to the Board an independent certified public accountant who will serve as Auditor of the organization's financial statements.
- 2) Meet with the Auditor prior to the start of the annual audit to establish the scope of the work to be performed.
- 3) Meet with the Auditor at the end of the annual audit to receive and review the audited financial statements, management letter, and any other reports deemed appropriate.
- 4) Ensure that the organization's adherence to and the effectiveness of internal financial control policies are tested regularly.

f. **Executive Compensation:** An Executive Compensation committee will be chaired by a board

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member and will have at least three other members from the Board, the community, and/or organization staff (excluding the CEO) who possess experience and expertise on Human Resources and Benefits. The committee will:

- 1) Create and adhere to a well-designed and fully documented executive compensation program
- 2) Conduct regular compensation reviews for all individuals that the IRS classifies as "disqualified persons" (e.g. CEO, COO, CFO at a minimum)
- 3) Report and recommend to the Board executive compensation and benefits
- 1) The organization's Executive Compensation policy.
- 2) The Executive Compensation committee's report, meeting minutes, etc. that document Executive Compensation decisions approved by the Board or Executive committee, and supporting market data used to establish a rebuttable presumption of reasonableness.
- 3) A description of benefits including supplemental retirement plans with accrued and projected benefits prerequisites including club dues, housing allowance travel and entertainment expenses spousal travel.
- 4) A copy of the organization's policy for review and approval of business expenses of the CEO.

All United Ways must provide CEO compensation information to the MAC upon request
f.

C. Community Investment Committee

1. This committee shall consist of no less than four (4) members. The term of office for members of this committee shall be three (3) years.

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No committee member shall serve more than two full consecutive terms, except the chairperson, who may be re-appointed by the president of the board. The terms of one-third (1/3) committee members shall expire each year. The duties of the Allocation Committee shall be:

- a. Review requests for funds properly submitted to the United Way of Hardin County. The committee may request information from each agency as is required. The Needs Assessment/Planning Committee may be consulted concerning the needs and effectiveness of funded programs.
- b. Provide a recommendation for funding to the member agencies to the board of directors before the end of January each year.
- c. Carry out such policies concerning dispersment of funds as may be adopted from time to time by the board of directors.
- d. Review the budgets of the financially participating affiliated to determine their financial needs.
- e. Review the supplemental fundraising activities of financially participating agencies.
- f. It is recommended that the Community Investment Committee members conduct annual site visits to participating United Way agencies. The purpose of these visits would be to evaluate the financially supported programs for management, delivery of services, and program effectiveness.
- g. Perform other duties as assigned by the board of directors.
- h. A joint committee of the Community Investment and Needs Assessment/Planning Committees shall review, study, and make recommendations to the board concerning any applications for admission of new agencies, and for new programs by existing agencies. This committee shall consist of four (4) to six (6) members with equal representation from each parent committee. The chairperson of the Community Investment Committee shall appoint the chairperson of this committee.

D. Needs Assessment/Planning Committee

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1. This committee shall consist of no less than four (4) members. The term of office for the members of this committee shall be three (3) years. No committee members shall serve more than two full consecutive terms, except the chairperson, who may be re-appointed by the president of the board. The terms of one-third (1/3) committee members shall expire each year. The duties of the Needs Assessment/Planning Committee shall be:
 - a. Promote the well-being of the community through such activities as the continuous study of the community's social needs and resources; cooperative planning and participation of social service agencies, whether governmental or voluntary; and joint actions on matters of common concern.
 - b. Conduct studies, research, and make recommendations to the board of directors and to other committees of this organization, and with the approval of the board of directors, to legislative and other branches of government and to the community at large.
 - c. Organize and conduct a communications program that encourages public interest, understanding, and concern for the United Way of Hardin Co. using professional and volunteer resources on a year-round basis.
 - d. Provide a means whereby individuals and groups may cooperate on and consider community social service matters of mutual concern. Including the exchange of ideas and information between agencies and organizations in the community, regardless of funding source.
 - e. Provide technical expertise and open channels of communications for financially and non-financially participating agencies.
 - f. Improve the quality and efficiency of community services.
 - g. Perform other duties as assigned by the board of directors.
 - h. A joint committee of the Community Investment and Needs Assessment/Planning Committee shall receive, study, and make recommendations to the board of directors covering any new applications for admission of new agencies and for new programs of existing agencies. This committee shall consist of four (4) to six (6)

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members, with equal representation from each division.
The chairperson of this committee shall be appointed by
the chairperson of the Community Investment
Committee.

E. Nominating Committee

1. This committee shall consist of a chairperson, plus two (2) to four (4) members, responsible for the identification, qualification and recommendation of candidates to fill positions being vacated on the board of directors.
 2. The Nominating Committee shall present a recommended slate of nominees for election by the membership on the board of directors at the annual meeting. Every two years this committee shall also present a slate of officers for election. Members may make other nominations for these positions from the floor at the annual meeting.
- b. The United Way of Hardin County is committed to having a board of directors made up of active people represent the various sectors of Hardin County. **Nominating:** A Nominating Committee includes a member of the Board, Executive Committee and at least two other volunteers with knowledge of the community and its leaders. The committee will vet and nominate potential new Board members to assure that the board is composed of qualified members who fairly represent the community which the organization serves. In addition, the committee will enforce the Board member term limits as defined in the organizational bylaws.
- c. **Ethics:** An Ethics Committee will:
- 1) Designate an Ethics Officer for the organization. (
 - 2) Establish procedures for Board, staff, and community members to submit ethics complaints.
 - 3) Conduct investigations of complaints in a confidential manner.
- 3.
2. **Ongoing Board Training**

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- a. Conduct Board training once a year, whether the organization has new Board members or not. This helps to integrate the knowledge and understanding of even highly experienced Board members with others. Periodic training also helps to ensure that all Board members are well-versed in United Way policies, procedures, and protocol.
- b. Conduct Board training shortly after new members are elected to the Board. This scheduling helps new members quickly gain understanding of their roles and contributions to the organization. This understanding often increases their participation and fulfillment of their roles as Board members.
- c. The CEO and the board chair should design the Board training. Ideally, the organization also has a Board development committee whose chair can provide strong participation in the training. Discuss ideas with all Board members to collect their feedback and review.
- d. Provide the Board training agenda, Board manual and other materials to members in sufficient time before the meeting (preferably 1-2 weeks in advance) to allow adequate time for review and ask them to review the materials before the meeting.

Article XII
Distribution of Funds

- A. Funds shall be distributed in accordance with the budgetary allocations approved by the board of directors.
- B. Payments shall be for current budgeted operating expenses and not for investment or capital purposes unless specifically approved by the board of directors.

BYLAWS
For
The United Way of Hardin County, Ohio, Incorporated
As amended January, 1999

Article XIII
Agreement with Participating Organizations

A. Qualifications:

1. Any non-profit organization conducting a recognized program of community service to meet the health, welfare or developmental needs of the people residing in Hardin County area shall be eligible to apply for membership as a participating organization in this corporation.
2. The organization must make its' services available to the total campaign areas, although its services are not limited to this area.
3. Applications for membership shall be referred to the appropriate committee. Upon recommendations of the appropriate committee and approval of the board of directors, the applicant agency shall become a participating member.
4. A member agency may not conduct fund-raising activities in the time period 30 days before and during the annual campaign (that is, September 1- October 31)
5. Any organization accepted for membership must assent to the purposes of the United Way of Hardin County as set forth in these by-laws, and annually enter into a formal agreement of participation.
6. Agencies must be directed by active boards of trustees who serve without compensation.
Agencies must have adopted and employ the Standards of Accounting and Financial Reporting for Voluntary Health and Welfare Organizations, and make available to the general public an annual external audit by an independent public accountant or in the case of those agencies with annual budgets less that \$100,000 make available to the public a copy of IRS form 990As per IRS standards
7. Agencies should have reasonable board term limits with provisions for rotating.
8. Agencies from within the county would be first choice for United Way of Hardin Co. funding over agencies providing the same services based outside the county.
9. Agencies not in compliance with rules of United Way of Hardin County will be referred to the Executive Committee for possible de-certification.

Article XV
Nondiscrimination

BYLAWS
For
The United Way of Hardin County, Ohio, Incorporated
As amended January, 1999

The members, officers, directors, committee members, and employees of this corporation and persons served by this corporation shall be selected and served entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and handicap.” (Adopted August 2004)

4. **Conflict of Interest Policy and Procedures:**

- a. Competitive bids for services are required that ensure that the organization is receiving fair value in the transaction.
 - b. All board members and staff are required to annually disclose any potential conflicts.
 - c. Disclosure of conflicts when they occur allows Board members who are voting on a decision are aware that another member’s interests are being affected.
 - d. Board members are required to withdraw from decisions that present a potential conflict. If an issue is to be decided by the Board that involves potential conflict of interest for a Board Member, it is the responsibility of the Board member to:
 - Identify the potential conflict of interest, prior to discussion.
 - Not participate in discussion of the program or motion being considered.
 - Not vote on the issue.
- a. The Board of Directors shall resolve conflict of interest matters referred to it by determining a course of action that will best serve the organization’s interests and that will be in accordance with the highest ethical standards and policies set by the organization.

Article XIV
Fiscal Year

The Fiscal Year shall be the Calendar Year.

Article XVI

BYLAWS
For
The United Way of Hardin County, Ohio, Incorporated
As amended January, 1999

Amendments

- A. These bylaws may be enlarged, amended, repealed, or altered in whole or in part by a two-thirds (2/3) vote of the members of the board of directors present at any regular or special meeting provided written notice of such proposed amendment is given to the directors thirty (30) days prior to the meeting.
- B. Nothing herein contained shall prevent the board of directors from adopting additional policies, rules or procedures for the conduct of its own business, provided the same shall not be inconsistent with the provisions of the articles of incorporation and these bylaws.

Adopted by majority vote of the board of directors, effective this 25th day of February, 2010.

Dave Sturgeon, Immediate Past President

Joel Althausser, Director

Diana Smith, President

Jackie Brown, Director

Stephanie Temple, Vice-President

Billile Browne, Director

Sherrill Titus, Treasurer

Jay Bostelman, Director

Philip Compton, Director

Chris Davis, Director

Linda Garmon, Director

Paul Govekar, Director

Vernon LaSala, Director

Madelyn Lowery, Director

Judi Ludwig, Director

Sandi McKinley, Director

Beryl Rogers Dudek, Director

Don Traxler, Director

BYLAWS
For
The United Way of Hardin County, Ohio, Incorporated
As amended January, 1999

Todd Walter, Director
Director

_____Annetta Holmes, Executive