

BYLAWS

ARTICLE I

Purpose

The purpose of the corporation is set forth in the Articles of Incorporation and adopted here.

ARTICLE II

Board of Directors

Section 1. Governance Responsibilities. The Board of Directors shall manage the corporation's business and may exercise all the corporation's powers. The Board shall be responsible for its maintenance and perpetuation as a purposeful and effective governing body and for the development and maintenance of governing policies for all aspects of organizational operations. In addition, it shall be responsible for executive evaluation, financial stewardship, fund development, strategic direction, service evaluation and community ambassadors through personal gifts of time and financial contributions.

Section 2. Number of Directors. The number of term-elected Directors constituting the Board must not be fewer than 15 nor more than 21 elected directors fixed by resolution of the Board of Directors.

Section 3. Term of Office and Classification. The Directors at large are divided into three classes, each serving three-year terms, on a staggered basis. The Board elects each class of Directors for a term of three years. Directors are eligible to serve two consecutive three year terms. The Immediate Past Chair serves as an "At-Large" Director for one year, regardless of term limits, with full voting privileges and counted in determining the quorum.

Section 4. Conflict of Interest. At the first Board meeting of the fiscal year each Director must disclose all conflicts of interests.

Section 4. Ex Officio Directors. The President of the corporation serves as a Director ex officio without term limitation.

Section 5. Emeritus Directors. The Directors may appoint one or more honorary or emeritus Directors to serve until death, resignation, or removal. An emeritus Director may receive notice of and may attend and be heard at all meetings of the board. However, an emeritus Director may neither vote nor be counted in determining the presence of a quorum.

Section 6. Vacancies. A majority of the Directors may fill vacancies and newly created at-large directorships resulting from any increase in the authorized number of Directors after the vacancy has occurred. The Directors so chosen hold office until the election of Directors at the next annual meeting at which time the director qualifies for nomination to their own three-year term.

Section 7. Resignation. A Director may resign by written notice to the corporation. The Board prefers a 60-day notice.

Section 8. Removal. A majority vote of the Directors then serving removes a Director.

ARTICLE III
Director's Meetings

Section 1. Times and Places of Meetings. The Board of Directors holds meetings at the corporation's principal executive office or such other place and at such time as the Board determines. The Board must hold regular meetings a minimum of four times annually but no more than 12 times annually.

Section 2. Annual Meeting. The last Board meeting of the fiscal year is also the Board's annual meeting for election of Directors.

Section 3. Special Meeting. The Board Chairperson or the President may call a special meeting of Directors at any time.

Section 4. Notice of Meeting. A published yearly Board meeting calendar shall be distributed at the Board meeting prior to the end of the fiscal year. Meeting purposes and content related materials shall be distributed to each Director no fewer than three days prior to the date of the meeting.

Section 5. Waivers by Attendance. A Director's attendance at a meeting results in both of the following:

- A. Waiver of objection to lack of notice or defective notice of the meeting, unless the Director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and
- B. Waiver of objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Director objects to considering the matter when presented.

Section 6. Quorum. Attendance of one more than one-half of the Directors entitled to vote at a meeting, whether or not present at the meeting, constitutes a quorum. If a quorum is not present, the Directors present may adjourn the meeting by majority vote.

Section 7. Voting Rights. Each Director present in person at a Board of Directors meeting is entitled to one vote.

Section 8. Vote Required. A majority vote authorizes action taken by Directors' votes, except as otherwise specifically provided in the Articles of Incorporation or these bylaws.

Section 9. Conduct of Meetings. Directors' meetings should generally follow accepted rules of parliamentary procedure, but the presiding official has authority over matters of procedure and may adopt any other form of procedure suited to the business conducted.

Section 10. Remote Participation in Meeting. A Director may participate in a meeting of Directors by a conference telephone or similar communications device by which all persons participating in the meeting may communicate with the other participants. All participants must be advised of the communications device, and the names of the participants in the conference must be divulged to all participants. Such participation in a meeting constitutes presence in person at the meeting.

Section 11. Action Without a Meeting. Any action may be taken without a meeting, prior notice, or vote. The Chair must give Directors at least three days to consider the requested motion before the Chair calls for the vote. One more than one half of all directors must vote for the result to be valid, with a majority of votes cast carrying the motion. The Chair must promptly notify all directors of the vote's outcome.

Section 12. Meeting Attendance. The Board expects Directors to attend meetings of the Board and committees on which they serve. Attendance records may help in determining which Directors stand for reelection and appointments to committees. Failure to attend three consecutive Board meetings constitutes a tender of the absent Director's resignation. A majority of the Directors then serving may accept an absence and reinstate the resigning Director.

ARTICLE IV **Officers**

Section 1. Appointment. The Board of Directors must elect a Chairperson, Vice Chairperson, Treasurer, and Secretary from among their members. The Board must also employ and appoint a President. Directors must elect all officers other than the President at the annual meeting with terms in office to begin July 1.

Section 2. Term of Office. All officers other than the President hold office for one year with an option to renew for an additional year or until their successors are appointed. The President holds office for such term as the Board specifies and until a successor is appointed.

Section 3. Resignation and Removal. An officer may resign by written notice with a preference of 60 days' notice to the corporation. The Board may remove an officer with or without cause.

Section 4. Chairperson of the Board. The Chairperson of the Board presides when present at all meetings of Directors. The Chairperson has such other duties and powers as the Board specifies. The chairperson of the Board may serve two consecutive, one-year terms, regardless of term limits. Due to special circumstances, the Board may ask the Chairperson to serve beyond two consecutive terms.

Section 5. Vice Chairperson of the Board. In the Chairperson's absence, the Vice Chairperson of the Board presides when present at all meetings of the Directors.

Section 6. President. The President is the chief executive officer and attends all Directors' meetings. The President is responsible for administration of corporate programs and personnel within the framework of policies, principles and practices established or adopted by the Board and must employ staff in accordance with budget provisions and personnel policies and practices authorized by the Board. The President signs contracts and agreements on the corporation's behalf up to \$2,000,000 except when the Board specifies the same to be done by some other officer or agent. The Finance Committee shall have the authority to approve expenditures and other contracts and agreements that exceed \$2,000,000 up to \$5,000,000. The Board is the only body that can may authorize the signing of bonds, mortgages and other contracts and agreements in excess of \$5,000,000. The President sees that all orders and resolutions of the Board are carried into effect, informs the Board of each action above \$250,000 and performs all other duties necessary or appropriate to the office of President.

Section 7. Secretary. The Secretary maintains the minutes of all Board meetings and performs such other duties as the President assigns or the Board prescribes. The Secretary of the corporation may be the Treasurer or another member of the Board.

Section 8. Treasurer. The Treasurer supervises custody of the corporate funds and securities, except as otherwise provided by the Board, causes to be kept full and accurate accounting records for the corporation, deposits all funds to the credit of the corporation in such depositories as the Board designates, and performs such other duties as the President assigns or the Board prescribes.

Section 9. Other Officers. The Board may appoint other offices to perform such duties and exercise such authority as the President assigns or the Board prescribes.

ARTICLE V **Committees**

A. Executive Committee

Section 1. Composition. The Executive Committee consists of at least five Directors including the Board Chairperson, Vice Chairperson, Past Chairperson, Finance Chairperson/Treasurer, Impact Council Co-Chair, and Annual Campaign Chair. The President serves as an ex-officio member of the Executive Committee. Vacancies on the Executive Committee resulting from Directors holding more than one position, or for any other reason, shall be filled by the Board.

Section 2. Authority. Meeting at least four times per year between meetings of the Board of Directors, the Executive Committee possesses and may exercise all of the powers of the Board in the management of the affairs of the corporation.

Section 3. Specific Responsibilities. The Executive Committee has the responsibilities to:

- A. Examine recommendations for changes or additions to corporate policies submitted by a committee or staff before submission to the Board.
- B. Assess key leadership positions for succession planning and review the board manual.
- C. Develop and implement the new Board-member orientation to include updating the board manual.
- D. Listen and provide council on organizational strategic direction at the President/CEO's direction.
- E. Provides the annual President/CEO performance review and compensation plan making recommendations for Board approval.

Section 4. Quorum and Vote. At Executive Committee meetings, two-thirds of its members constitute a quorum, with a majority vote of those present necessary to effect action.

Section 5. Ratification. The Executive Committee must report to the Board of Directors at the regular board meeting next succeeding of its action any of which the Board may alter or revise.

Section 6. Term of Service. All terms of service for members of the Executive Committee coincide with their respective terms of service of the Board. The Board Chairperson serves as a full voting member of the Executive Board regardless of term limits.

B. Nominating Committee

Section 1. Composition. Each immediate past Board Chairperson is the Nomination Chair until succeeded by the next successive immediate past Board Chairperson. The Nomination chair invites past board chairs and selects two current Directors whose terms are not about to expire creating a committee of at least five members.

Section 2. Authority and Purpose. The Nominating Committee submits for election at the Board of Directors annual meeting, a slate of nominees for three year terms, a slate of nominees to fill any vacancies having unexpired terms and a slate of officer nominees for one year terms.

The Nominating Committee must file its report with the President no less than 15 days before the annual meeting to permit distribution to Directors. Additional nominations may be made in writing signed by six (6) or more Directors and filed with the President in advance of the annual meeting.

Section 3. Duties. The Nominating Committee assists the Board's recruitment process by:

- A. Assess the Board's overall and individual member performance.
- B. Develop the annual nomination slate from volunteer leadership throughout the organization and key community leaders throughout Kent County while assuring Board diversity.

Section 4. Term of Service. The term of Nominating Committee service shall be one year (July 1–June 30).

C. Finance and Audit Committee

Section 1. Composition. The Treasurer serves as the Finance and Audit Committee Chair. The committee consists of two or more Directors and no less than three other volunteers each of whom must be financially literate. The Board has interpreted "financial literacy" to mean the ability to read and understand fundamental financial statements including the United Way's balance sheet, income statement, investment reports and cash-flow statement.

Section 2. Authority and Purpose. The Finance and Audit Committee assists the Board in fulfilling its legal and fiduciary obligations regarding matters involving accounting, auditing, financial reporting, internal control, investments and United Way's financial and legal compliance functions.

Section 3. Duties. The Finance and Audit Committee assists the Board's oversight of:

- A. The integrity of financial statements including performance, qualifications and independence of auditors.
- B. Financial compliance with legal and regulatory requirements.

C. Investment Policies and performance for all unrestricted and restricted investments.

Section 4. Term of Service. Finance and Audit Committee members are eligible to serve two consecutive three-year terms.

D. **Annual Campaign Cabinet**

Section 1. Composition. The Chairperson of the Board appoints the Annual Campaign Cabinet Chair with Board approval. The Cabinet consists of two or more Directors and significant community leaders reflecting the community's diversity, with the ability to connect and leverage financial resources.

Section 2. Authority and Purpose. The Annual Campaign Cabinet has the authority and purpose to raise critical community funds that forward the Heart of West Michigan United Way's Community Impact Agenda by fostering key relationships with Kent County business and community leaders.

Section 3. Duties. The Annual Campaign Cabinet assists the Board's annual campaign by:

- A. Establishing the community fund raising goal.
- B. Carrying out the campaign strategy to achieve the Board-approved fund raising goal.
- C. Giving voice to the critical issues that surround the education, income and health building blocks.

Section 4. Terms of Service. The term of a Committee member is two years. At the end of each member's two-year term, the Annual Campaign Cabinet may extend the member's term may be extended for an additional term. The Chair serves a one year term and can be appointed to a second term, serving a maximum of two years as Chair.

E. **Impact Council**

Section 1. Composition. The Chairperson of the Board appoints the Impact Council Co-chair with Board approval. The Council consists of two or more Directors and an additional number of community leaders reflecting the diversity of the community who bring a high level of community awareness and program strategy development to address the issues related to the education, income and health building blocks.

Section 2. Authority and Purpose. The purpose of the Impact Council is to assist the Board in fulfilling its community investment decisions. The Council provides a structured forum to facilitate collaborative and strategic community results that address the Board approved community impact goals.

Section 3. Duties. The Council assists the Board's strategic investment by:

- A. Submitting a funding plan.
- B. Deliberating and recommending a strategic direction to achieve the funding plan.
- C. Monitoring funded program outcomes ensuring that programs address and ultimately achieve high-level community targets and goals.
- D. Receiving, evaluating and recommending innovation fund requests that are in addition to the Board-approved funding plan.

Section 4. Term of Service. The term of a Council member will be two years. At the end of each two-year term, the Council may extend a member's term for an additional term. The Chair will serve a two year term and may be appointed to a second term, serving a maximum of four years as Chair.

F. **Inclusion & Development Committee**

Section 1. Composition. The Chairperson of the Board appoints the Chair of the Inclusion & Development Committee with Board approval. In addition, two Directors and five to eight diverse community leaders comprise the Committee. The Committee should have a cross-section of expertise or expertise in varied professions to ensure broad perspective. Expertise in any of the following areas is desirable: organization development, talent management, diversity and inclusion or employment law.

Section 2. Authority and Purpose. The Committee is an advisory committee and supports and advises the organization on its human capital and advancing its strategic objectives. The Committee helps United Way evaluate the efficacy of its programs and recommend initiatives to strengthen the internal function or ensure integration with overall organizational strategy.

Section 3. Duties. The Committee assists the Board with:

- A. Advise in the development, implementation, and maintenance of sound organizational procedures and programs.
- B. Human Resource compliance with legal and regulatory requirements.
- C. Advise senior management on design and implementation of high-quality programs to support employee engagement, retention, inclusion, and appropriate benchmarks of a healthy workplace.
- D. An annual report to the Board on organization demographics around volunteers, staff, and funded agencies.

Section 4. Terms of Service. The term of a Committee member is two years. At the end of each two-year term, the Committee may extend a member's term for an additional term. The Chair serves a two-year term and may be appointed to a second term, serving a maximum of four years as Chair.

G. Public Policy Committee

Section 1. Composition. The Chairperson of the Board appoints the Public Policy Committee Chair with Board approval. The Committee includes two Directors and at least one representative from the following sectors: business, labor, and chamber of commerce. A representative from a target population as well as representatives from each of the education, income and health impact goal agency partners must also be on the Committee. Members representing sectors may represent more than one but not more than two. The Committee should reflect the diversity of the community and must be capable of working together while putting private agendas aside.

Section 2. Authority and Purpose. The Public Policy Committee serves a key role in shaping Heart of West Michigan United Way's evolving policy agenda on issues around our impact goals, presenting the policy agenda to the Board for approval annually. Committee members also help connect Heart of West Michigan United Way to key allies and networks. Furthermore, given the growing scale of our policy work and potential challenges that are likely to arise, it is timely for the Board to engage in more active oversight and strategy development with staff. The Committee serves as an added safeguard to an already disciplined and careful policy vetting process.

Section 3. Duties. The Committee will assist the Board's oversight by:

- A. Developing an annual advocacy plan.
- B. Reviewing all relevant public policy issues (local, state and federal) through the lens of the adopted advocacy plan, creating a plan of action that utilizes the Board approved policy protocol tool.
- C. Processing staff recommended positions determining best direction for United Way on current and proposed legislation aligned with the Board approved advocacy plan.

Section 4. Terms of Service. The term of a Public Policy Committee member is two years. At the end of each two-year term, the Committee may extend a member's term for an additional term. The Chair serves a two-year term and may be appointed to a second term, serving a maximum of four years as Chair.

H. Volunteer Center Committee

Section 1. Composition. The Chairperson of the Board appoints the Volunteer Center Committee Chair with Board approval. One Director and two additional community leaders comprise the Core Committee. In addition to the Core Committee, five to seven members with specific skills and experiences are added based on the needs of the Volunteer Center.

Section 2. Authority and Purpose. The Committee provides a source of community input and expertise shaping the Volunteer Center's direction and providing oversight, support and assurance to obtain the Volunteer Center's mission. It mobilizes people and resources to deliver creative solutions to community problems. Through convening organizations, promoting community service and matching volunteers to nonprofit agencies and events, the Volunteer

Center takes a leadership role in addressing key community issues within the Board-approved community impact goals.

Section 3. Duties. The Committee assists the Board's oversight by:

- A. Developing an annual plan that identifies volunteer opportunities and strategies to address the community's volunteer needs.
- B. Assisting in removing barriers to volunteerism for specific age and diversity sectors.
- C. Promoting volunteerism throughout Kent County.

Section 4. Terms of Service. The term of Core Committee member is two years. At the end of each two-year term, the Committee may extend a member's term for an additional term. The Chair serves a two-year term and may be appointed to a second term, serving a maximum of four years as Chair. The additional members serve until the topic has been completed and may serve up to four years upon the request of the Core Committee.

I. **Other Committees**

Section 1. Composition, Authority and Purpose, Term of Service. The Board of Directors or Executive Committee may appoint committees of Directors, staff or other individuals to address special needs of the corporation as they arise. The composition of the committees and length of terms of their members are at the discretion of the appointing body. A Committee may exercise delegated authority of the Board or Executive Committee only if all committee members are Directors.

ARTICLE VI
Indemnification

Section 1. Indemnified Persons. The corporation must indemnify any Director or officer of the corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that he or she is or was a Director or officer, or is or was serving at the request of the corporation in another capacity, to the fullest extent permitted by the Michigan Nonprofit Corporation Act. The corporation may further indemnify Directors and officers, and may indemnify persons who are not Directors or officers, to the extent authorized by resolution of the Board of Directors or by contractual agreement authorized by the Board of Directors. A change in the Michigan Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws that reduces the scope of indemnification does not apply to any action or omission that occurs before the change.

Section 2. Insurance. The corporation must purchase and maintain insurance on behalf of any person who is a director or officer of the corporation against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such.

ARTICLE VII
General Provisions

Section 1. Checks. All corporation checks or demands for money and notes must be signed by such persons as the Board designates. No representative or employee of the corporation has the authority to bind the corporation to checks or demands for money unless the Board designates that person to do so.

Section 2. Fiscal Year. The corporation's fiscal year ends June 30.

ARTICLE VIII Dedication of Assets

Section 1. Use of Funds. The corporations' funds and property shall be used exclusively for the corporations' purposes described in the Articles of Incorporation. The corporation must not pay any dividends, distributions, or compensation of any kind to persons in their capacities as Directors.

Section 2. Dissolution and Liquidation. Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation must be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 170(c) (2) and 501(c) (3) of the Internal Revenue Code and their respective regulations as they now exist or as they may hereafter be amended.

ARTICLE IX Amendments

The Board of Directors may amend or repeal these Bylaws by vote of two-thirds of the Directors then serving.

Approved by the Board of Directors -- May 28, 1996

Revisions drafted July 30, 2003 - - aed

2nd Draft September 5, 2003 - -aed

Approved by the Board of Directors, June 22, 2004 - - aed

Approved by the Board of Directors, June 26, 2008 - - aed

Revision approved by the Board of Directors, July 24, 2012 – vf

Revision drafted, November 20, 2014 – vf

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