

BY-LAWS

ARTICLE I

Sec.1 **Name:** The name of this corporation shall be the United Way of Mid-Maine, Inc., incorporated under the laws of the State of Maine as a not-for-profit corporation as defined in 13-B.M.R.S.A. Section 101 *et seq.*

Sec. 2 **Area:** The area of operation shall include all of Somerset County, the following towns in northern Kennebec County: Albion, Belgrade, Belgrade Lakes, Benton, China, Clinton, Mount Vernon, North Vassalboro, Oakland, Rome, Sidney, Vassalboro, Vienna, Waterville and Winslow and the following towns in Waldo County: Burnham, Palermo, Thorndike and Unity.

Sec.3 **Mission:** The mission of the United Way of Mid-Maine is to improve the lives of people in northern Kennebec and Somerset counties by mobilizing the caring power of our communities.

- To mobilize and stimulate the interests and participation of individuals and corporations in caring for people in our communities.
- To develop resources both financial and nonfinancial to support the mission of the United Way of Mid-Maine, to allocate and distribute those resources to maximize efficient provision of identified health and human care needs in the United Way service area, and to monitor the effective use of available resources.
- To act as convener, collaborator, and a means of communication between public, private, and non-profit organizations regarding health and human service needs, assets, and programming.

- To foster cooperation and collaboration, and whenever possible reduce duplication of services offered by local providers.

Sec. 4 Powers of the Corporation: In the furtherance of its mission this corporation may solicit, borrow, purchase, or otherwise acquire funds and other property real, personal, and mixed, and interests therein, by gifts, transfer, loan, devise, or bequest, and invest, reinvest, hold, manage, administer, expend, return, lease, sell, convey, or otherwise apply such funds and other property, all subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gifts, transfer, loan, devise, or bequest. The corporation shall be authorized and empowered to make reasonable payments and distributions in furtherance of its mission.

Sec.5 Director Compensation: No part of the principal or income of this corporation shall inure to the benefit of or be distributed to any member, director, or officer of this corporation or any other private individual, except the Chief Professional Officer and any other United Way of Mid-Maine employees.

Sec. 6 Compliance with Tax Exempt Provisions of Internal Revenue Code: The corporation shall carry on only those activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1954, or the corresponding provision of any subsequent federal tax laws.

Sec.7 Financial Year: The fiscal year of the corporation shall begin July 1st and end June 30th of the following year.

Sec. 8 Parliamentary Authority: The current edition of Robert's Rules of Order shall be the final source of authority in all questions of parliamentary procedure.

ARTICLE II

Membership

Sec. 1 **General Membership:** General membership of this corporation shall be extended to all persons, corporations, organizations, or entities which made a pledge and paid a contribution, or donated property or services to the United Way of Mid-Maine. The membership shall be for the fiscal funding year for which the contribution, pledge, property, or service was paid or rendered.

Sec. 2 **Honorary Membership:** Honorary membership may be bestowed by a majority vote of the Board of Directors in recognition of outstanding and unselfish service to the community. Conditions of honorary membership may be established by the Board of Directors.

ARTICLE III

Board of Directors

Sec. 1 **Composition:** The management and administration of the affairs of this corporation shall reside in a Board of Directors consisting of no more than thirty (30) and no fewer than twenty (20) members. Any individual who has demonstrated an interest in health and human services or an interest in the support of health and human services in the mid-Maine region shall qualify. The Board of Directors shall be representative of the communities served. Directors shall be selected for their ability to participate effectively in fulfilling the Board's responsibilities, with consideration given to their breadth of experience, skills, and other talents for such service. Additional memberships on the Board of Directors may be created by a two-thirds (2/3) vote of the full Board of Directors.

Sec. 2 Powers and Duties: The powers and duties of the Board of Directors shall be:

- (a) to act as the governing body to supervise the general management of the affairs of the corporation;
- (b) to formulate policies, adopt rules, regulations, and by-laws consistent with the purpose of the corporation;
- (c) to be responsible for budgets and finances of the corporation, accepting and disposing of property, and supervising receipts and expenditures deemed necessary for successful operations;
- (d) to employ, evaluate, and determine compensation of the President / Chief Professional Officer;
- (e) to approve appointments of all committee chairpersons and establish such new committees not provided in the By-Laws as may be deemed advisable;
- (f) to call an annual meeting of the membership of the United Way of Mid-Maine, Inc. during the month of June.

Sec.3 Term: The term of each member of the Board of Directors shall be three (3) years.

Approximately one third of the terms shall expire in any given year. No member of the Board of Directors shall serve more than two (2) consecutive three (3)-year terms, except by special request of the Nominating Committee. A member having served two (2) consecutive terms shall be eligible for reelection after an interval of one (1) year.

Sec.4 Vacancies: Any vacancy occurring in the Board of Directors of the corporation may be filled for the remainder of the unexpired term by a vote of the Board of Directors upon nomination by the Nominating Committee.

Sec.5 Quorum: At any meeting a quorum shall consist of a simple majority of the Board of Directors. A vote of the majority of those present, if there is a quorum, shall constitute an act of the Board.

Sec. 6 Attendance: Notification to the United Way office prior to any meeting shall constitute an excused absence. Any Board member with three consecutive unexcused absences may be considered to have resigned from the Board of Directors.

ARTICLE IV

Officers

Sec. 1 Officers: The Officers shall be a Chair, Vice Chair, 2nd Vice Chair, Secretary, Treasurer, and Immediate Past Chair. The Chair, Vice Chair, 2nd Vice Chair, Secretary, and Treasurer shall be elected at the annual meeting and shall hold office for not more than two consecutive years. Vacancies in any of the offices for an unexpired term shall be filled by the Board of Directors upon recommendation of the Nominating Committee.

Sec. 2 Chair: The Chair (Chief Volunteer Officer) shall, subject to the instruction of the Board of Directors, exercise leadership in the successful prosecution of the mission of the organization. The Chair shall preside at all meetings of the Board of Directors, the Executive Committee, and the membership; shall appoint committee chairs; be a full voting member of the Executive Committee; and an *ex officio* member of all other committees; shall call special meetings as necessary; and shall perform all duties incidental to the office.

Sec. 3 Vice Chair: The Vice Chair shall act as Chair *pro tem* in case of the absence of the Chair or the Chair's inability to discharge the duties of the office, and shall perform such

other duties as may be delegated from time to time by the Board of Directors.

Should the Chair's office be vacated, the Vice Chair shall become Chair for the remainder of the term and shall then proceed to serve the term of Chair if elected.

Sec. 4 2nd Vice Chair: The 2nd Vice Chair shall act as Chair *pro tem* in case of the absence of the Chair and Vice Chair, and shall perform such other duties as may be delegated from time to time by the Board of Directors. Should the Vice Chair's office be vacated, the 2nd Vice Chair shall become Vice Chair for the remainder of the term and shall then proceed to serve the term of Vice Chair if elected.

Sec. 4 Treasurer: The Treasurer shall have charge of the funds of the corporation and shall give bond for the faithful performance of all duties as authorized or determined by the Board of Directors. The corporation shall pay the premium bond, and the Treasurer shall render such statements and present such statements to the Directors and the Chairperson as may be required. The Treasurer or designee shall deposit all funds of the corporation in such bank or banks as the Board of Directors may designate. The Treasurer shall supervise the record keeping and open the accounts at all reasonable and convenient times to any Director or member of the corporation. The Treasurer or designee shall pay out money only upon the order of the properly constituted officer or officers of the corporation. The Board of Directors shall have power by resolution to delegate any duties of the Treasurer to other officers, and to determine what officers, if any, shall be authorized or required to countersign bills, notes, checks, vouchers, orders, or other instruments. The Treasurer shall cause an annual audit to be made of financial books and records of the corporation. The Treasurer shall perform such other duties as may be delegated by the Board of Directors.

Sec. 5 Secretary: The Secretary shall attend all meetings of the Board of Directors and the Executive Committee and record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall keep all documents and records of the corporation as required by law in a safe manner and shall perform such other duties as may be prescribed by the Board of Directors. At Executive Committee and Board of Directors Meetings, the taking of meeting notes and compilation of minutes may be performed by a member of the United Way professional staff. Such minutes shall be approved by the Secretary and submitted to the Board of Directors.

Sec. 6 President/Chief Professional Officer: The President/Chief Professional Officer shall be the active executive and administrative officer of the corporation, and, in accordance with the policies established by the Board of Directors, shall be responsible for the overall management of the corporation. The President/Chief Professional Officer shall be selected by and serve at the discretion of the Board of Directors. The President/Chief Professional Officer shall be an *ex-officio*, nonvoting member of the Board of Directors and all committees of the corporation.

ARTICLE V

Committees

Sec. 1 Executive Committee: The Executive Committee shall consist of the officers of the Board of Directors and the immediate past chair. The Executive Committee, when empowered by the Board of Directors, shall have authority to conduct the business of the Board. Whenever possible such actions are subject to ratification by the Board of Directors.

Sec. 2 Standing Committees: The incoming Chair, with the advice and consent of the Board of Directors, shall appoint annually the Chairs of all committees. All standing committees shall be appointed within thirty (30) working days of the annual meeting. Committee Chairs shall be responsible to the Board of Directors for the functions and duties of their committees.

(a) Standing Committees of this United Way shall include but not be limited to:

1. Community Impact Teams (Committees)
2. Finance Committee
3. Human Resources Committee
4. Public Relations/Marketing Committee
5. Resource Development Committee and/or Strategic Planning Committee
6. Nominating Committee

(b) Each committee shall have written purpose descriptions, policies, procedures, and volunteer task descriptions.

Sec. 3 Ad Hoc Committee: *Ad hoc* Committees, such as Space and Facilities, shall be appointed as necessary by the Chair with the advice and consent of the Board of Directors, and shall meet at such time and place as their chairs or committee members may desire.

ARTICLE VI

Meetings

Sec. 1 Annual Meeting: The members of the United Way of Mid-Maine shall meet annually at such place and time as the President /Chief Professional Officer and the Board Chair shall determine to elect officers, at-large members of the Board of Directors,

receive reports, and transact any other business presented. Additional meetings of the members may be held when called by the Chair or Executive Committee.

Notice of any membership meeting shall be published in local daily newspaper(s) at least two (2) weeks prior to such meeting.

Sec. 2 Directors Meetings: The Board of Directors shall meet on a monthly basis at a time and place determined by the Chair, with notice to the members. Meetings in July and December will be scheduled only if there is sufficient business to be conducted. Special meetings of the Board may be called by the Chair, Vice Chair, or a majority of the Board of Directors upon twenty-four (24) hours notice given by the President / Chief Professional Officer. An e-mail vote may be used to expedite a decision. The decision to ask for an e-mail vote rests with the Chief Volunteer Officer (Board Chair) and should only be used if absolutely necessary. The e-mail vote will require a 2/3 response from the Board of Directors. The e-mail vote and result of the vote should be ratified at the next meeting. E-mail voting responses are legal documents and will be retained with the Minutes.

Sec. 3 Corporation or General Membership Meetings: Corporation or general membership meetings may be called by the Chair, and notice of any such meeting shall be published in a newspaper of general circulation in the area at least two (2) weeks prior to the meeting date. Any of the general membership may request appropriate business matters to be included in the general membership meeting agenda with notice submitted to the President / Chief Professional Officer at least seven (7) days prior to the scheduled meeting date. The Annual Meeting is a general membership meeting.

Sec. 4 **Committee Meetings:** Committees shall meet as needed. Suitable notice shall be given to those interested in and officially serving in such groups. A quorum for a committee meeting shall be a majority of its membership.

Sec. 5 **Quorum for Annual Meeting:** Twenty-five (25) members of the corporation shall constitute a quorum for the transaction of business. If at any Annual Meeting there shall be less than a quorum, business may be discussed, but any official action must be referred to another meeting at which a quorum exists.

ARTICLE VII

Affiliation of Agencies

Sec. 1 Agencies seeking affiliation with the United Way of Mid-Maine shall meet required standards and follow requested procedures.

Sec. 2 Each participating agency shall agree to conform with provisions of the most recent Agency Agreement, which shall be signed by the agency annually.

ARTICLE VIII

Termination and Dissolution

Sec. 1 **Termination of Agency Relationship:** The Board of Directors of the United Way may terminate the affiliation with any participating agency by a two-thirds (2/3) vote of the full Board of Directors, provided that said agency and each member of the Board of Directors shall receive at least ten (10) days written notice of such proposed action and the time and place of said meeting.

Sec. 2 **Dissolution:** In the event of the dissolution of this corporation, all assets remaining after the payment of all legal obligations shall be distributed by the Board of Directors exclusively to an organization or organizations which qualify for tax-exempt status

under the provisions of Section 501(c)(3) of the United States Internal Revenue Code 1954, or the corresponding provision of any subsequent federal tax laws. Preference should be given as follows: 1) to an organization or organizations possessing the qualities previously defined as furthering the mission of this corporation, 2) or equally among the remaining participating agencies.

ARTICLE IX

Amendment and Review

Review: These by-laws may be amended or altered by a two-thirds (2/3) vote of the full Board of Directors attending any regular or specially called meeting. Notice of meetings to make any change in the by-laws shall include proposals for changes and be submitted in writing to the Board or membership at least ten (10) days prior to the meeting at which they are to be acted upon.