

BYLAWS

of United Way of Chesterfield County

ARTICLE I - NAME

The name of the Corporation shall be United Way of Chesterfield County, Incorporated.

ARTICLE II - Not-For-Profit Corporation

The Corporation is organized under Section 8.11.91 of the 1976 South Carolina Code of Laws or its successors.

ARTICLE III - Purpose

1. United Way of Chesterfield County is a voluntary, not-for-profit organization working to promote the quality of life of the citizens of Chesterfield County by:
 - (A) Helping people build a strong, safe and healthy community;
 - (B) Assisting local communities within the county to improve services by engaging local citizens in identifying opportunities that will enhance the lives of people, increase resources to support local opportunities, enter into partnerships with worthy organizations that address local opportunities, and provide administrative guidance that ensures efficiency and results;
 - (C) Serving as legal agent and administrator of a single county-wide fund raising campaign, pursuant to all State and Federal laws;
 - (D) Organizing community support and commitment to the organization's purpose by implementation of a year-round marketing strategy; and
 - (E) Receiving by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and holding, administering, selling, investing, reinvesting, managing, using, disbursing and distributing and applying the income and/or principal of 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.
2. Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities prohibited to 501(c) (3) agencies by State or Federal law, or any of the activities prohibited to organizations eligible for state employees campaign under Section 8.11.91 of the 1976 South Carolina Code of Laws or its successors.

3. No part of the activities of this corporation shall be for carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating or intervening in any political campaign on behalf of any candidate for public office.

ARTICLE IV - Duration

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

ARTICLE V - ADDRESS

The area to be served by this corporation shall be Chesterfield County excluding areas of the county that are served by other United Way organizations. The office shall be in the city of Chesterfield, South Carolina, or at such other location(s) as may be designated by the Board of Directors.

ARTICLE VI - Board of Directors

1. The affairs of this corporation shall be under the control of a Board of Directors normally consisting of at least twelve (12) members. The number of Directors may vary based on the needs of the organization. The Directors shall be chosen based on the business needs of the organization and where practical, shall reasonably represent the entire county (as served by the organization). All Board members shall be volunteers and shall not be paid personnel of this Corporation or of any organization receiving financial support from this corporation. All Board members shall be of legal age and residents of Chesterfield County.
2. The members shall elect the directors for staggered overlapping three-year term, except in cases where a director is elected to complete an unexpired term. No person may serve more than two consecutive three-year terms, unless approved by the majority of the sitting board. No individual shall hold the position of Chairman of the Board for more than two consecutive years. Board members will normally be elected at the annual meeting in August, or as vacancies arise, with nominations coming from the remaining Board.

ARTICLE VII - Meetings, Notices, Quorum

1. The annual meeting of the Board of Directors of this corporation shall be held in the month of August at such place and on such day and hour as the Board may determine.

2. Special meetings of the Board of Directors of this corporation for any purpose or purposes shall be held as needed, and shall be called by the Chairperson and/or Vice-Chairperson upon the verbal or written request of at least two other members of the Board. Such a request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto. Written minutes shall be kept for all meetings of the Board where business of the Corporation is transacted.
3. Notice of the annual and regular meetings of the Board of Directors of this Corporation shall normally require that an agenda be mailed to Board members no fewer than seven (7) days prior to the scheduled date. Notice for the annual meeting shall also be published in the newspaper or through the use of other public media that provides reasonable coverage to the service area of the Corporation. It is further required that Board members be notified of special meetings either by telephone or by mail, not fewer than twenty-four (24) hours prior to the scheduled event.
4. The presence in person or by proxy of not fewer than six (6) Board members is requisite and shall constitute a quorum at all meetings of the Board of Directors for the election of directors or for the transaction of other business, except as otherwise provided by law or these bylaws. Any action by a majority of members where a quorum is present shall be the action of the membership of this Corporation.
5. In case of a vacancy on the Board of Directors of the corporation, whether caused by failure to elect, death, resignation, or otherwise, such vacancy may be filled by vote of the Board at any regular or special meeting. Such directors so elected to fill vacancies shall complete the balance of the term until the next annual meeting or until their successors are elected.

If a vacancy in the office of director is not filled within six months after it occurs, or, if by reason of the absence, illness, or other inability of one or more of the remaining directors, a quorum of the Board of Directors cannot be obtained, a majority of the remaining directors may appoint a member to fill such vacancy. A certificate of such appointment signed by a majority of directors will be filed in the office of the clerk of the city in which the principal office is located. This action shall constitute such person a director of the Corporation until the next annual election of directors. Removal of directors from the board will require a two-thirds majority vote of the full Board.

6. Board members shall not be paid personnel of this Corporation. Board members can be members of organizations receiving funding but shall not be allowed to vote on issues regarding the funding of these agencies. The paid individual acting in the capacity of Executive Director or Executive Secretary may sit on the Board, but may not participate in voting or in Board decision making. Board members shall not undertake the transacting of business with the Corporation for profit or gain, but in the event that such a transaction takes place, that Board member shall be forbidden from voting on any matter that involves any aforementioned commercial dealings with this Corporation.

ARTICLE VIII - Meetings of the Board

Regular meetings of the Board of Directors of this Corporation shall be held at least once each calendar quarter at such place and on such day and hour as the Board may determine.

ARTICLE IX - Duties and Responsibilities of the Board

The Board of Directors shall:

1. Adopt such policies and procedures for the operation of this Corporation consistent with the bylaws and are designed to carry out the objectives and purposes of this Corporation.
2. Be an active participant in the fund raising activities of the organization
3. Make personal financial contributions to the fund raising campaign
4. Establish credible means to determine the distribution of funds collected
5. Hold, sell, assign, transfer, lease, mortgage and otherwise deal with real and personal property now or thereafter owned or held by this corporation. Ensure expenditures and financial agreements which are deemed necessary to or desirable in the conduct of affairs of the Corporation are in the best interest of the community.
6. Ensure that an annual review or audit (as applicable) of the finances of the organization is conducted by an independent certified public accountant.
7. Employ such persons as it may deem necessary for the successful prosecution of the objects of this organization. In addition to the powers these bylaws expressly confer upon it, the Board of Directors of this Corporation may exercise such powers and perform such lawful acts and things that are not required by statute or by these bylaws to be exercised by the members or officers.
8. Submit at least once a year, a report of activities, including a financial report, at an annual meeting.

ARTICLE X - Officers

1. The officers of this Corporation who shall be elected by the Board of Directors will be Chair, Vice-Chair, Secretary, and Treasurer (or Secretary/Treasurer as one), all of whom shall be members of the Board of Directors. All officers shall hold offices for a period typically of one

year but not to exceed two consecutive years until their successors are elected and qualify. The same Board Member can hold both the offices of Secretary and Treasurer.

2. The Board, at its discretion, will have the power and authority to establish additional officers as needs arise.
3. The election of officers for this Corporation's Board of Directors will take place at the annual meeting.
4. The **Chairperson**, or his/her designee, shall preside at all meetings of the Board and shall perform the duties routinely assigned to a presiding officer.
5. The **Vice-Chairperson** shall normally assume the duties of the Chairperson in his/her absence.
6. The **Secretary** shall be responsible for the minutes of all Board of Directors meetings and other meetings of members. The Secretary is ultimately responsible for the recording of all votes and the minutes of all proceedings in a book kept for that purpose; and he/she shall also perform like duties for any committee of members. The Secretary shall be given notice of all meetings of the Board of Directors when notice is required by the bylaws and, if required by resolution at any meeting, shall give notice of meetings of committees of members or of the Board of Directors. The Secretary shall have custody of the original copy of the bylaws and all amendments thereof.
7. The **Treasurer** shall be accountable for all funds and securities of the Corporation; he/she shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; shall also deposit all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. He/she shall disburse the funds of the corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements; he/she shall also render to the Board of Directors at the regular meetings of the Board, or whenever they might require it, an account of all transactions and of the financial condition of the corporation.

The officers of the Corporation are jointly responsible for ensuring that standard accounting practices are used and that all financial activities of the Corporation are conducted in accordance with state and federal laws. Members of the board shall be routinely briefed on the financial status of the Corporation. This briefing will normally occur at monthly or quarterly board meetings.

ARTICLE XI - Committees

The Chairperson will appoint a Nominating Committee not later than May of each year. This committee shall nominate persons to serve as officers and shall report these to the Board of Directors prior to the August meeting. The Board of Directors will establish other committees as needed.

ARTICLE XII - Authorization

Corporate officers or their written designees shall sign all checks, demands for money and notes of this Corporation.

ARTICLE XIII - Fiscal Year

The fiscal year of this Corporation shall be the calendar year, from January 1 through December 31.

ARTICLE XIV - Employees

This corporation may have such agents and employees as shall be determined by the Board of Directors.

ARTICLE XV - Non-discrimination

The members, officers, directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to race, age, sex, religion and national origin.

ARTICLE XVI - Amendments

These bylaws may be amended, repealed and new bylaws adopted by a two-thirds (2/3) vote of the full Board of Directors at any annual or regular meeting of the Board, providing notice of any proposed amendment is given to all members of the Board at least thirty (30) days prior to the meeting. Public, published notice of any proposed amendment or change to the bylaws shall be given no less than thirty (30) days prior to the meeting in which such changes will be considered.

Any amendments, alterations, changes, additions or deletions from these bylaws, whether made by members or the Board of Directors, shall be consistent with the laws of this state which define, limit or regulate the powers of this Corporation or Directors of this Corporation.

ARTICLE XVII - Transition Provisions

These bylaws shall take effect immediately upon ratification by the Board of Directors of United Way of Chesterfield County, Incorporated, provided that persons duly elected as members of the Board of Directors under terms of previous bylaws shall be expected to complete their stated terms of services as provided therein. Service rendered under previous bylaws shall be considered when determining maximum terms of service under the present bylaws.