

CONSTITUTION AND BY-LAWS UNITED WAY OF SIDNEY, NEW YORK, INC.

ARTICLE I – NAME

Section 1 –

The name of this corporation shall be the United Way of Sidney, New York, Inc.

Section 2 –

United Way of Sidney, New York, Inc. shall maintain a corporate status as defined under the Membership Corporation Laws of the State of New York for Non-Profit Corporations.

ARTICLE II – VISION AND MISSION

Section 1 – Vision

This corporation shall be maintained and operated for charitable purposes only and have as its vision the development of the Tri-Town area communities in regards to health, recreation, and welfare needs of all people, equitably and thoroughly, regardless of age, sex, race, religion or economic status. The Directors may from time to time expand the area to include more territory.

Section 2 – Mission

The mission of this corporation shall be:

1. To solicit and receive money to hold, invest, use, convert, expend and disburse to focus agencies.
2. To join or cooperate with other special appeals in the area for special local and state projects as well as appeals for national and international service and relief agencies, if and whenever deemed advisable.
3. To assess on a continuing basis the need for health and human service programs; to assist in the development/expansion of new or existing health and human

service programs; to promote preventative activities, and foster cooperation among agencies serving the communities.

4. To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the health and human service needs of the communities.
5. To allocate United Way funds so that services are aimed at the most urgent current needs of the communities, including those not now receiving United Way financing.
6. No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. No activities of this corporation shall consist of participating in any political campaign on behalf of any candidate for public office.
7. No part of the earnings of this corporation shall benefit any one individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for debts and obligations, the remaining assets will not inure to the benefit of any one individual, but will be distributed to a nonprofit fund organized and operated exclusively for charitable purposes and has established tax exempt status under section 501c(3) of the Internal Revenue Code.

ARTICLE III – MEMBERS

Section 1 –

The members of the Corporation shall be the persons who have contributed to the Corporation during the fiscal year immediately preceding the end of the annual meeting, Focus Agencies as defined by Article IV, and any person designated by and with the approval of the Board of Directors. The Board of Directors shall serve as the voting body of the Corporation and shall represent the interests of the membership.

ARTICLE IV – BOARD OF DIRECTORS

Section 1 –

The administration of the affairs of this corporation shall be by a Board of Directors consisting of not less than 15 and not more than 27 members. Each director shall be elected at the annual meeting of the members for a term of three years. At the end of each year, all members; attendance and participation at Board of Director meetings will be evaluated by the President and the Executive Director. Approximately one-third of the directors shall be elected each year. Chairpersons of constitutional committees who are not already serving on the Board of Directors shall be ex-officio members of the Board of Directors in addition to those provided for above. The Board of Directors shall be comprised of individuals who: (1) are a diverse representation of employers in the region encompassing the Tri-Town area; (2) are a diverse representation of geographic location; (3) have access to financial resources to contribute to the mission of United Way; (4) have knowledge of the communities and their needs; (5) have the ability and interest in fund raising; (6) are a diverse representation with respect to age, sex, race, religion, national origin, sexual orientation, veteran or handicapped status.

Section 2 – Interim Vacancies

The President, subject to the approval of the Board of Directors, may fill any vacancy occurring in the Board of Directors for the remainder of the unexpired term.

Section 3 – Duties

The duties of the Board of Directors shall be:

- (a) to manage the affairs of this corporation between meetings of the members thereof;
- (b) to adopt such policies and procedures for the operation of this corporation as may be consistent with this constitution and by-laws and designed to carry out the mission of this corporation;
- (c) to appoint such committees as it may deem expedient for the carrying out of the mission of this corporation;
- (d) to arrange for the raising of funds;
- (e) to control the distribution of funds collected;
- (f) to employ such persons as it may deem necessary for the successful execution of the mission of this corporation;
- (g) to give at least once a year a full and complete report of its activities at a meeting of the members of the corporation and by publication on the corporation's website.

ARTICLE V – OFFICERS

Section 1 –

- (a) The officers of this corporation shall be a president, vice president, a treasurer, and a recording secretary, who shall be elected from among its members by the Board of Directors at a corporation meeting immediately following the annual meeting.
- (b) In addition thereto, the Board of Directors may secure the services of an Executive Director and an Executive Secretary, who may or may not be members of that body. The selection of the Executive Director shall be by recommendation of the President subject to approval by the Board of Directors. The selection of the Executive Secretary shall be by recommendation of the Executive Director and President and subject to the approval of the Board of Directors. The President and the Vice President are responsible for an annual

review of the performance of the Executive Director. The annual review of the Executive Director shall be due in December.

Section 2 –

All officers are elected for terms of one year and until their successors are elected.

Section 3 –

The duties of the officers shall be:

PRESIDENT – To preside at all meetings of the members and the Board of Directors; to appoint all committees unless otherwise directed; to call special meetings whenever deemed necessary; to act as ex-officio member of all committees; and to carry out such other duties as usually pertain to this office.

VICE PRESIDENT – To perform the duties of the President in the event of his or her absence, resignation, or inability to perform their duties.

TREASURER – To have custody of all funds of the corporation and to pay out the same upon direction and warrant of the Board of Directors. The Treasurer shall give bond with approved surety for the faithful performance of his or her duties, in such amounts as shall be fixed by the Board of Directors; cost of such bond shall be borne by this corporation. All checks for funds approved by the Board of Directors shall have two signatures. The Treasurer, President and Recording Secretary are the only officers allowed to sign checks on behalf of the Board of Directors.

RECORDING SECRETARY – To give notice of and record the minutes of all official meetings of the corporation, and to carry out such other duties as usually pertain to this office.

EXECUTIVE DIRECTOR – Under the authority of the Board of Directors shall be responsible depositing campaign funds, completing and submitting all reports required by United Way Worldwide and United Way of New York State, providing necessary records for annual audit review, calculating quarterly designated donations made through in-house campaigns, promoting growth of the organization and keeping abreast of the needs of the communities served by United Way of Sidney, serving as a member of the Budget Advisory Committee, and to perform such other duties as the Board of Directors shall decide.

EXECUTIVE SECRETARY - Under the authority of the Executive Director and Board of Directors shall be responsible for collecting incoming mail, maintaining campaign records, preparing and copying checks to be deposited, maintaining a permanent file of the records of the corporation, overseeing annual campaign mailing, procuring checks from the Treasurer as needed for payment of bills or approved donations, serving as a member of the Budget Advisory Committee, and performing other duties as the Board of Directors shall decide.

ARTICLE VI – CONSTITUTIONAL COMMITTEES

Section 1 – Campaign Committee

- (a) The Campaign Committee of this corporation shall consist of the campaign chairperson and/or co-chairperson and a committee appointed by the President, subject to the approval of the Board of Directors, and additional persons as the campaign chairperson may name.
- (b) The duties of the Campaign Committee shall be to supervise and direct the campaigns for funds subject to the supervision and direction of the Board of Directors.

Section 2 – Budget Advisory Committee

- (a) The Budget Advisory Committee shall consist of an uneven number of members appointed by the President, subject to the approval of the Board of Directors.
- (b) The duties of the Budget Advisory Committee shall be to consider and make recommendations in regard to all matters pertaining to special appropriations; recommending allowances, increases or reductions of budget, and payment to focus agencies in accordance with these budget allowances and all matters incident thereto. All acts of the Budget Advisory committee shall be subject to the final approval of the Board of Directors.

Section 3 – Publicity Committee

- (a) The Publicity Committee shall consist of at least three persons appointed by the President, subject to the approval of the Board of Directors.
- (b) The duties of the Publicity Committee shall be to supervise and direct a continuous educational and publicity program subject to the supervision and directions of the Board of Directors. This program shall be designed to inform the community regarding the services of this corporation and its focus agencies and thus to encourage sound and intelligent support of the corporation.

Section 4 – Nominating Committee

- (a) The Nominating Committee shall consist of at least three persons appointed by the President and approved by the Board of Directors.
- (b) The duties of the Nominating Committee shall be to select nominees for the Board of Directors with emphasis placed on representing the geographic, economic, cultural, diversity and other important interests of the community.
- (c) In addition, the Nominating Committee shall select, from the Board of Directors, candidates for offices of the corporation.

Section 5 – Special Committees

Committees other than constitutional committees shall meet upon the call of the Co-Chairperson(s) of the Campaign or the President.

ARTICLE VII – FINANCES

Section 1 –

- (a) The fiscal year of the corporation shall be from January 1st to December 31st.

Section 2 –

- (a) There shall be an annual audit of the books for the corporation by a certified public accountant.

Section 3 –

- (a) The Campaign drive ends December 31st and the campaign year will be structured to match the current calendar year.

ARTICLE VIII – AGREEMENT WITH FOCUS AGENCIES

Section 1 –

For the purpose of sharing the joint fund to be raised by this corporation, each focus agency so sharing shall agree:

- a) Direct solicitation is discouraged between September 1st and December 1st while we are conducting our annual campaign.
 - a. After being given full consideration and hearing, to accept the apportionment of funds made to it by the budget advisory committee and approved by the Board of Directors.
- b) To cooperate with other social agencies in preventing duplication of effort and in promoting effective service, and efficiency and economy of administration.
- c) To keep complete and regular books of accounts open to inspection by a representative of this corporation.
- d) To file with this corporation, upon request, a certified copy of a complete and satisfactory audit of all accounts and holdings of the focus agency. To submit to this corporation such other reasonable information concerning finances, program, etc., and in such form as the Board of Directors or budget and advisory committee may require.
- e) To abide by the rules and regulations promulgated by the Board of Directors of this corporation.
- f) To support and assist in the corporation's annual fund-raising campaign in ways deemed appropriate by the Board of Directors of the corporation.

Section 2 –

Application for Funding of Focus Agencies Will Consist of the Following:

- (b) Completion of the Request for Funding Information Sheet in its entirety.
- (c) A statement of its willingness to provide additional information to the Corporation as may be requested of it concerning its program and financing.

ARTICLE IX – GENERAL PROVISIONS

Section 1 – Designations

Designation A:

Contributions may be designated for, but not transmitted to, a specific focus agency through this corporation.

Designation B:

Any restricted gifts received by this corporation will be allocated as a designated gift.

ARTICLE X – MEETINGS

Section 1 – Annual Meeting

There shall be an annual meeting with the focus agencies before the 15th day of February each year at such time and place as the Board of Directors shall determine, for the purpose of electing directors whose terms have expired, receiving reports and transacting any business presented to it.

Section 2 – Corporation Meeting

- (a) The corporation meeting of the Board of Directors shall be held annually within the first fifteen days in February or as soon after the annual meeting as may be possible, for the purpose of electing officers, appointing committees and transacting such other business as may come before it.
- (b) Regular meetings of the Board of Directors shall be held monthly throughout the year.
- (c) 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 one-third of the members of the Board.

Section 3 – Constitutional Committee

The campaign committee, publicity committee, and the Budget Advisory committee shall meet upon call of their chairperson.

ARTICLE XI – QUORUM

Section 1 – Board of Directors

A quorum shall consist of one-third of the members of the Board of Directors present at any meeting, regular or special.

Section 2 –

A majority of a constitutional committee or of any special committee shall constitute a quorum.

ARTICLE XII – AMENDMENTS

Section 1 –

This constitution and by-laws may be enlarged, amended or repealed in all or in part by a two-thirds vote taken at any regular meeting of the Board of Directors or the annual meeting provided:

- (a) That the proposed amendment was submitted in writing at a previous regular meeting.
- (b) That written notice for the proposed amendment vote giving the time and place of the meeting be sent to the Board of Directors at least fifteen (15) days before the meeting.

ARTICLE XIII – LIABILITY

Section 1 –

The United Way of Sidney, New York, Inc. assumes no liability on account of an individual or focus agency, except as specifically set forth in the By-Laws.

Section 2 –

No officer, committee, or board member of the United Way of Sidney, New York, Inc. shall contract or incur on behalf of the corporation or in any way render it liable unless authorized by the Board of Directors.

Section 3 – Sidney United Way will maintain Directors' Liability Insurance to cover all board members.

ARTICLE XIV – NONDISCRIMINATION

Section 1 –

The members, officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, sexual orientation, veteran or handicap status.

ARTICLE XV – DISSOLUTION

Section 1 –

In the event that the members of the United Way of Sidney should agree to dissolve this corporation, all assets shall be distributed among those focus agencies receiving support from the corporation during the year prior to dissolution. The specific amount to be allocated to each agency shall be as determined by the Board of Directors.