

BYLAWS
OF
UNITED WAY OF GREATER FALL RIVER, INC.

ARTICLE I

The name of the corporation, as set forth in the Agreement of Association, is the United Way of Greater Fall River, Inc. (Hereinafter referred to as the "United Way.")

ARTICLE II

PURPOSE

The purpose of this nonprofit charitable corporation shall be to raise funds; to solicit, receive and hold money and other property, both real and personal, acquired by gift, contributions, bequest, devise or otherwise; to sell and convey real property so acquired; to disburse and distribute the said funds for the financial support, in whole or in part, of local, state, national and international programs conducted for charitable, health, welfare, recreational and allied purposes in the Greater Fall River area; to provide the plans, facilities, manpower and community leadership for an annual unified fund raising campaign; to effectively plan and execute a balanced program of social services; and to seek the participation of all eligible agencies, thus reducing the demands on the volunteers and monetary expenses caused by separate campaigns.

ARTICLE III

MEMBERS

- A. The membership of this corporation shall consist of all financial contributors (either individuals or organizations) and Member United Way agencies.
- B. Each individual or organization, contributing as such, shall be entitled to one vote in all elections.

- C. A Member United Way agency shall be any organization rendering health and human services to the citizens of Greater Fall River, approved by the Board of Directors of the United Way, interested in the objectives of the United Way, and agreeing to abide by the constitution, bylaws, and provisions governing participating membership. Participating United Way membership shall be on an annual contractual basis.

ARTICLE IV

MEETINGS

- A. The annual meeting of the members of this corporation shall be held upon such date within the months of July - October of each year as the Board of Directors or the Executive Committee may fix at the office of this corporation or at such other place in Greater Fall River as the Board of Directors may fix. Special meetings may be held upon the call of the Chair, and must be called by the Chair upon petition therefore, stating the purpose of such a meeting, and signed by not less than twenty-five members.
- B. The membership shall be notified of the time, place and date of the annual or any special meeting at least ten days in advance by publication in a newspaper of general circulation in Fall River, Massachusetts.
- C. At the annual or any special meeting, fifteen (15) members shall constitute a quorum, and a vote of the majority of such quorum shall be sufficient to transact any or all business properly before such meeting, except where otherwise specifically required.

ARTICLE V

BOARD OF DIRECTORS

- A. The establishment of general policies and the general management of the affairs of this corporation shall be vested in a Board of Directors, consisting of elected officers, Standing Committee Chairs, members of the Chairman's Council and other elected members; said elected members being not less than twenty-five (25) and not more than Forty (40), as shall be fixed at the annual meeting. Directors shall be elected at the annual meeting and shall hold office until their successors are elected and qualified. Any vacancy occurring at any time in the Board of Directors

may be filled by a majority vote of the Directors at any meeting of the Board at which a quorum is present. The person so elected shall serve as a Director for the unexpired term of the person's predecessor. No elected member of the Board shall serve for more than six (6) consecutive years, except that a person may be elected again after an absence from the Board of Directors for one year. The Directors shall receive no compensation for their services as members of the Board of Directors. Directors will be subject to a conflict of interest policy, which requires that a Board member identify his/her affiliation with any member or affiliate agency prior to speaking about the agency, and refrain from voting on any issue concerning an agency in which they have an interest.

- B. The Board of Directors may declare a position vacant if a Director or Officer misses three consecutive meetings.
- C. Employees of participating United Way agencies shall not be eligible for membership on the Board of Directors.
- D. The Board of Directors shall have authority, by a majority vote of the Directors present at any regular or special meeting called for the purpose, to borrow from time to time for the purposes of the corporation, and to mortgage any and all of the corporation's real estate as security for such borrowing.
- E. The Board of Directors, upon the recommendation of the Nominating Committee, may from time to time elect individuals who have rendered outstanding service to the United Way of Greater Fall River, Inc., to the position of nonvoting Honorary Director.

ARTICLE VI

OFFICERS

- A. The elected officers, who shall be members of the Board of Directors, consist of a Chair, not more than three Vice Presidents, a Secretary, a Treasurer and such other officers as the Board sees fit to appoint from time to time; all of whom shall be elected by the members of the Board of Directors at their first meeting following the annual meeting of the members. These officers shall serve for a term of one year or until their successors are elected and qualified.
- B. It shall be the duty of the Chair to preside at all meetings of the Membership, the Board of Directors, the Executive Committee and to

perform such other duties as may be assigned from time to time by the Board of Directors.

- C. A Vice President, as designated by the Board shall have the powers and shall perform the duties of the Chair in the event of his/her absence or inability to act, and shall perform such other duties as may be assigned by the Board of Directors.
- D. The Secretary shall be responsible for keeping the minutes and records of the organization and for carrying on its official correspondence, and shall give or cause to be given notices of all meetings. He/She may delegate such of these duties as he/she wishes to the Chief Professional Officer.
- E. The Treasurer shall have charge of all funds of this corporation and shall make reports as required by the Board of Directors. He/She shall perform such other duties as may be assigned from time to time by the Board of Directors. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the transactions of the corporation.

ARTICLE VII

EXECUTIVE COMMITTEE

- A. There shall be an Executive Committee consisting of the elected officers of the organization, not more than three (3) members appointed by the Chair from the Board of Directors, and the Chair of each standing committee.
- B. The Executive Committee shall exercise such powers as the Board of Directors shall delegate and shall, in general, exercise the powers of the Board of Directors between meetings thereof, and shall keep regular minutes of its proceedings, and report the same to the next meeting of the Board of Directors
- C. The Executive Committee shall elect a qualified individual to perform the duties of Chief Professional Officer, with approval of the Board of Directors.

ARTICLE VIII

MEETINGS OF THE BOARD AND EXECUTIVE COMMITTEE

- A. The Board of Directors shall meet immediately after each annual meeting of the members and at other times upon call of the Chair, or must be called upon petition of ten (10) Directors.
- B. Ten (10) or one-third (whichever is lower) of the members of the Board of Directors shall constitute a quorum.
- C. The Executive Committee shall meet upon call of the Chair, or must be called upon petition of five (5) members of the Executive Committee.
- D. Seven (7) or one-third (whichever is lower) of the members of the Executive Committee shall constitute a quorum.

ARTICLE IX

CHIEF PROFESSIONAL OFFICER

The Chief Professional Officer shall have charge of the general management of the business of this corporation, subject to the directions of the Board of Directors.

ARTICLE X

COMMITTEES & CHAIR'S COUNCIL

- A. The Chair, subject to the approval of the Board, shall appoint the following standing committees annually, and shall appoint such other committees as shall be determined by the Board of Directors or the Executive Committee.

- 1. Campaign Committee
- 2. Research & Planning Committee
- 3. Allocation Committee
- 4. Marketing Committee

5. Nominating Committee
6. Finance Committee
7. Endowment Committee
8. Personnel Committee
9. Strategic Planning Committee
10. Audit Committee
11. Community Impact Committee

- B. The Chair shall be an ex-officio member of all committees, except the Nominating Committee.
- C. The Chief Professional Officer shall be a nonvoting member of all committees and shall act as Secretary of each committee.
- D. The duties of the Campaign Committee shall be to recommend the goal of the campaign, to plan the annual money raising campaign, and carry out policies and programs as prepared. All acts of the Campaign Committee shall be subject to the final approval of the Board of Directors.
- E. The duties of the Research & Planning Committee shall be to undertake the studies of specific conditions and problems within Greater Fall River in the field of social service; correlate all available facts, and relate them to appropriate information from other areas. Such research projects shall be undertaken at the request of the Board of Directors or the Executive Committee, and the committee shall present recommendations thereon for approval by the Board of Directors. It shall promote and foster public consideration of the needs of the community for service and of the resources of the community to meet those needs. It shall serve to review applications from organizations applying to become United Way agencies and make recommendations thereon to the Board of Directors, and shall serve as a review and evaluation committee of existing United Way agencies.
- F. The duties of the Allocation Committee shall be to consider and decide all matters pertaining to allocations to United Way agencies, and all matters in reference thereto, under a planned welfare program. All acts of the Allocations Committee shall be subject to the final approval of the Board of Directors.
- G. The duties of the Marketing Committee shall be to prepare and execute plans for a year-round interpretation to the public of the problems and methods of health, welfare and recreational work in Greater Fall River, and to inform the public of Greater Fall River about the work of each of the participating United Way agencies.

- H. The duties of the Nominating Committee shall be to prepare a list of nominees for the Board of Directors to be elected at the annual meeting of the membership. The Nominating Committee shall also prepare a slate of officers to be proposed to the Board of Directors. The Nominating Committee shall be composed of not less than seven (7) members. The Nominating Committee shall secure the consent of each nominee to serve if elected. The Nominating Committee shall be alert and seek out individuals who, through their civic activities, show qualities of leadership and interest.
- I. The duties of the Finance Committee shall be to determine the annual budget of the United Way administration and real estate for recommendation to the Board of Directors, and to supervise the financial operations thereof; establish necessary reserves and invest such reserves and all other funds; determine the amount that the Allocation Committee shall have to allocate from the annual campaign; establish the operational budget, manage the affairs of the United Way real estate; and take care of other matters of a financial nature delegated to this Committee by the members. The chairman of the Allocation Committee and the Treasurer shall be ex-officio members. All acts of the Finance Committee shall be subject to the final approval of the Board of Directors.
- J. The duties of the Endowment Committee shall be to solicit and accept funds to meet future needs of the Community not presently met, and to improve the quality of programs and services, such as: meeting crises; allowing selection expansion; undertaking constructive enterprises; and improving methods for meeting ongoing responsibilities.
- K. The duties of the Personnel Committee will be to advise the Chief Professional Officer on matters concerning personnel and human resource issues. In addition, the committee will offer the opportunity for all employees to meet with the committee, at least annually, to discuss issues or concerns that affect their employment with the corporation. An overview of such meetings may be provided to the Chief Professional Officer and/or the Board of Directors, while maintaining the confidentiality of the meetings. The committee will also be responsible for periodic review of the corporation's personnel practices.
- L. The duties of the Strategic Planning Committee will be to periodically review the corporation's strategic plan; gather appropriate service data

from the community (which could be in the form of needs assessment); and make recommendations to the Board of Directors as to the strategic direction of the corporation. The committee will also be responsible for the periodic review (self assessment) of the corporation, as required by the United Way of America, as a condition of membership in this national organization.

- M. The duties of the Audit Committee are to meet with the audit firm and to review the audited financial statements and the federal Form 990 filing, and provide a report to The Board of Directors.
- N. The duties of the Community Impact Committee shall be to review and consider, annually, all applications for Community Impact grants, and to make recommendations for approval of such grants. All recommendations of the committee shall be subject to the final approval of the Board of Directors.
- O. Chairs' Council - All former Chairs of the Board and Campaign Chairs shall be members of the Chairs' Council. The Council shall serve in an advisory capacity to the Chair of the Board and the Chief Professional Officer.

ARTICLE XI

FISCAL YEAR

The fiscal year end of this corporation shall be June 30th.

ARTICLE XII

PROPERTY, GIFTS & ENDOWMENTS

This corporation is authorized to accept, own and dispose of real estate, money, all forms of securities and other personal property through gifts, endowments, bequests, or otherwise and do all such other things and have such other powers as may be necessary to carry out the purposes of this corporation not in violation of or inconsistent with the laws of the United States or the Commonwealth of Massachusetts.

ARTICLE XIII

The United Way of Greater Fall River, Inc. will allow eligible agencies to select one of three categories for participation:

1. Members - those nonprofit health and human service agencies effectively meeting a substantial local need, elected annually, that agree to all the terms of the Standard Membership Agreement and will share in a pool of undesignated contributions, as well as, receive designated contributions.
2. Affiliates - those nonprofit health and human service agencies effectively meeting a substantial local need, elected annually, that agree to all the terms of a Standard Affiliate Agreement and will receive only designated contributions.

ARTICLE XIV

AUDIT

The accounts of this corporation shall be audited annually by a Certified Public Accountant or by some other auditor acceptable to the Board of Directors; and such report shall be available for examination at all reasonable times to any member desiring to examine it.

ARTICLE XV

BONDING OFFICERS AND EMPLOYEES

All officers and employees of this corporation who have access to, or custody of, funds of the corporation, shall give a bond in such sum and with such corporate surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of their respective offices.

ARTICLE XVI

CHECKS

All checks, drafts, and other orders for the payment of money from the funds of the United Way, excluding those checks generated by a vendor-provided payroll system, shall be made on the order of the Chair or the Chief Professional

Officer, and signed or executed by any two of the following, one of whom must be a volunteer: Chair, Chief Professional Officer, Treasurer, Assistant Treasurer, or any other person authorized by the Board of Directors. A monthly review of the reconciliation of all checks, drafts, and other orders must be conducted by the Board of Directors or the volunteer Board Member so designated by the Board.

ARTICLE XVII

INDEMNIFICATION

The corporation shall indemnify to the fullest extent allowed under state law, any person who is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, of whatever kind or nature, by reason of the fact that such person is or was a Director, Officer, employee or agent of the corporation, against expenses, including attorneys' fees, judgements, fines, and amounts paid in settlement. The corporation may purchase and maintain insurance on behalf of any person who may be indemnified pursuant to this article.

ARTICLE XVIII

NONDISCRIMINATION

The members, Officers, Directors, committee members, employees and those served by this Corporation shall be selected entirely on a nondiscriminatory basis irrespective of their race, color, creed, religion, national origin, sex, sexual orientation, age, disability, or veteran's status, and in compliance with all laws and regulations.

ARTICLE XIX

AMENDMENTS

These bylaws may be amended, enlarged or repealed at any meeting of the Board of Directors called for that purpose, by two-thirds (2/3) vote of Board members present and voting, provided the substance of any proposed change shall be embodied in the call of the meeting.

ARTICLE XX

SEAL

The corporate seal shall be a circular device with the words "United Way of Greater Fall River, Inc." in the margin, and the words "Incorporated in 1957" in the center.

Adopted:	May 13, 1957
Amended:	March 23, 1987
Amended:	March 11, 1993
Amended:	March 29, 1994
Amended:	April 12, 1996
Amended:	June 27, 2003
Amended:	February 27, 2009
Amended:	April 20, 2012

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