

BYLAWS
As Amended October 24, 2014
of
UNITED WAY OF PIERCE COUNTY
A Washington Not-For-Profit Corporation

ARTICLE I

Principal Office

The principal office of United Way of Pierce County (UWPC or "corporation") and its registered office in the State of Washington is and shall be 1501 Pacific Avenue, Tacoma, Washington, or at such place as shall be determined from time to time by the Board of Directors.

ARTICLE II

Mission

Mission: United Way of Pierce County works from the heart to unite caring people to tackle our community's toughest challenges.

ARTICLE III

Members

Section 1 – Members Defined

Every person, firm, association, and corporation who makes a contribution to or for the benefit of this corporation or participates as an approved agency shall automatically upon making such contribution become a Member of this corporation. In addition, each member of the Board of Directors shall automatically upon his/her election become a Member of the corporation during his/her term of office.

Section 2 – Member Rights

Board members are the only members that shall have voting rights of any kind or nature. No Member shall have any right, title, or interest, legal or otherwise, in or to the corporate property or in or to any gifts or contributions to this corporation.

ARTICLE IV

Meetings

Section 1 – Annual Meeting

The annual meeting of the Members of the corporation shall be held between January 1st and May 30th of each year or such other time to be determined by the Board of Directors. At the annual meeting Directors shall be elected, reports shall be presented, and any other business transacted which is within the power of the Members.

Section 2 – Notice of Meetings

Written notice of the time and place of meetings of the Board shall be given to each member of the Board and posted on www.uwpc.org. Members will be notified by email of date, time and location of annual meeting at least two days prior to meeting.

Section 3 - Quorum

A minimum of 40% of the Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number is required by law or by the Articles of Incorporation or these Bylaws.

ARTICLE V

Directors

Section 1 - Number

The number of elected Directors shall be not less than 20 and no more than 30. The Governance Committee will, in the recruiting process, endeavor to ensure that the composition of the elected Directors reflects the diversity of the community. The Directors shall receive no compensation for their services as members of the Board of Directors.

In addition to the elected members as herein provided, ex officio members of the Board of Directors of this corporation having all the powers of the elected members shall be the chairman of any of the standing committees hereinafter provided. In addition, the Board of Directors may designate such honorary members, as it shall determine who will also have full voting privileges. Furthermore, the Immediate past Chair of the Board of the corporation, in the event that his/her regular term on the Board has expired, may serve as an ex officio member of the Board of Directors for one additional year.

Section 2 – Role

The Board of Directors is to set the strategic direction of the organization, has fiduciary oversight, and is responsible for the election, performance evaluation, compensation and termination of the President.

Section 3 – Election and Term of Office

New Directors will be elected each year at the annual meeting of members to replace Directors who have completed their terms, resigned or have otherwise left the Board. Directors will be elected for a term of three years; from and after the date of the annual meeting and until their successors have been elected. Absence from three consecutive regular meetings of the Board of Directors, without communications to indicate reasons for the absence, may at the discretion of the Board, (as determined by the Governance Committee), be construed as a resignation by the member so absent.

The Governance Committee will review the record of Directors who complete three-year terms. The Governance Committee will nominate Directors who have demonstrated a commitment to the corporation, been active on committees, and have fulfilled the obligations of a Director for an additional three-year term.

Each Board member serves a three-year term with the possibility of extending service to a second three-year term. No Board member may serve more than six consecutive years unless he/she is in a leadership position as a member of the Executive Committee. Board members may be invited to come back on the board after a one year absence at the end of their 6 consecutive years on the Board.

Section 4 – Removal and Resignation

Any officer or director may be removed, either with or without cause, by a majority of the Directors at the time in office at any regular or special meeting of the Board. Any officer or Director may resign by giving written notice to the Board of Directors or to the Chair of the Board of the corporation. Any such resignation shall take effect at the date of the receipt of such notice, or at any later date specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5 - Vacancies

Persons to fill vacancies in the Board of Directors will be nominated by the Governance Committee (see Article VII Committees) and approved by a majority of the remaining Directors, although less than a quorum, and each Director so elected shall hold office for such term not in excess of three years as shall be designated by the Board and until his successor is elected. A vacancy or vacancies in the Board of Directors shall be deemed to exist at the death, resignation, or removal of any Director, or if the authorized member of Directors be increased or if the members fail at any annual meeting at which Directors are elected, to elect the full, authorized number of directors to be voted for at that meeting.

Section 6 – Place of Meetings

The meetings of the Board of Directors shall be held at the principal office of the corporation or at any other place designated by the Board.

Section 7 - Place and Time of Election

The Board of Directors shall be introduced at a Board meeting, and shall be elected at the subsequent Board meeting, and shall assume office immediately upon election.

Section 8 – Other Meetings

Regular meetings of the Board of Directors shall be held no less frequently than four times yearly on call of the Chair of the Board. Special meetings of the Board of Directors, for any purpose, may be called at any time by the Chair of the Board, or if the Chair is absent or unable or refuses to act, by the Vice-Chair, or by any five Directors.

ARTICLE VI

Officers

Section 1 – Officers

The officers of the corporation shall be a Chair of the Board, a Vice -Chair of the Board, a Treasurer, and a Secretary. These officers shall receive no compensation for their services as such officers and shall by virtue of the office be members of the Board of Directors. The corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed by the Chair of the Board and approved by the Executive Committee.

Section 2 – Election

The officers of the corporation shall be nominated by the Governance Committee, endorsed by the Executive Committee and chosen annually by the Board of Directors. Each shall hold his/her office for a term of one or two year and until his/her successor shall be elected, or until his/her earlier resignation or removal or disqualification. The Chair and Vice-Chair of the Board may serve up to a 2 year term.

Section 3 – Chair of the Board

The Chair of the Board shall be the chief volunteer officer of the corporation. He/she shall primarily assure the integrity of the Board's process. When present, shall preside at all meeting of the members of this corporation, the Board of Directors and the Executive Committee. He/she shall call special meetings whenever he/she deems it necessary and the Chair of the Board shall perform such other duties as required of him or her by other provisions of these Bylaws.

Section 4 – Vice -Chair of the Board

The Vice-Chair of the Board shall fill in for the Chair of the Board in his/her absence. He or she shall chair the Board Governance Committee, which shall clarify each Bylaws committee's principles of operation as identified by the Board of Directors.

Section 5 – Absence of the Chair

In the absence or disability of the Chair of the Board, the Vice-Chair of the Board, the Treasurer, the Secretary, or a standing committee chair or operating division chair designated by the Board, shall perform all duties of the Chair of the Board, and when so acting shall have the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Acting Chair of the Board shall have such other

power and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or by the Bylaws.

Section 6 – Treasurer

The Treasurer, an agent, or such other person(s) as authorized by the Board of Directors shall have the care and custody of the money, funds, valuable papers, and documents of this Corporation, and shall have and exercise, under the supervision of the Board of Directors, all the powers and duties commonly incident to the office. By resolution of the Board of Directors any one or more of the functions of the Treasurer may be delegated, in which event the Treasurer shall have no responsibility for the performance thereof.

The Treasurer will also serve as the Chair of the Finance Committee.

Section 7 – Secretary

The Secretary for the Board shall keep or cause to be kept a book of minutes of all meetings of members, of the Board, and of the Executive Committee, shall give or cause to be given notice of all meetings of members and of the Board requiring to be given by law or by these Bylaws, and shall keep the seal of the corporation and have such other powers and perform such other duties as may be prescribed by the Board of Directors or by the Bylaws.

Section 8 – Vacancies

A vacancy in any office caused by death, resignation, removal from office, disqualification, or any other cause shall be filled by the Board of Directors. The Governance Committee shall nominate a candidate to fill each vacancy, the Executive Committee shall endorse the candidate and the nomination will be forwarded to the Board for election.

Section 9 – The President/ Chief Executive Officer

The Board of Directors shall appoint a Chief Executive Officer/President who shall be responsible to the Board of Directors. The CEO/President shall have the general and active management of the business of the Corporation and shall ensure that all orders and resolutions of the Board of Directors are carried into effect. The CEO/President shall have such other powers and duties as may be from time to time assigned by the Board of Directors.

The President shall have the power to employ and discharge subordinates, agents and employees of the Corporation and to fix their compensation, subject to supervision by the Board of Directors. In the absence or disability of the CEO/President, the officers of the board will designate an interim that shall perform the duties and exercise the powers of the CEO/President.

ARTICLE VII

Committees

Section 1 – Executive Committee (Standing Committee)

There shall be an Executive Committee of not more than 10 members. Only Board members, who are not employees, shall be eligible to serve on this committee. The membership of the Executive Committee shall be the Officers of the Corporation, immediate past chair of the Board and additional members as nominated by the Chair and to be chosen from and approved by the Board.

The Executive Committee shall be held no less frequently than four times yearly on call of the Chair of the Board.

The Executive Committee shall have, and may exercise, the powers of the Board of Directors in the management of the affairs of this corporation when the Board is not in session. Without limiting the foregoing, the responsibility and authority of the Executive Committee shall include the following:

- a. To review, for recommendation to the Board, the operating budget of UWPC as presented by the Finance Committee.
- b. To review and recommend to the Board, policy statements submitted by the Standing Committees and Operating Division Committees.
- c. The budget process will include reviewing the total amount to be available for allocation by the Community Investment Committee after each campaign, and the investments in all other areas.
- d. To review for recommendation to the Board partnerships or collaborations, which might require a commitment of United Way resources to address special community needs.
- e. To establish and monitor an effective strategic planning process for United Way of Pierce County. To ensure that the strategic plan is regularly reviewed and executed, and that the actions of the corporations are in consonance with these Bylaws and the direction of the strategic plan.
- f. To conduct the annual CEO evaluation.
- g. To otherwise monitor the affairs and activities of this corporation as deemed necessary; and to perform such other duties and functions as may be assigned to it from time to time by the Board of Directors.

Section 2 – The Governance Committee (Standing Committee)

There shall be a Governance Committee chaired by the Vice-Chair and consisting of not less than four Board members. The Governance Chair shall appoint additional members of the committee. Only Board Members shall be eligible to serve on this committee.

The Governance Committee shall have the following responsibilities:

- a. To meet as needed.
- b. To assist in the development, monitoring, publication, and training of Board Policies and Procedures; to insure that a Policy Manual is kept up-to-date, to include committee job descriptions.
- c. To nominate for election as Directors at least the number of persons required to fill the regular vacancies which occur from time to time in the Board. It shall also nominate for election by the new Board of Directors a Chair of the Board, Chair of the Board-Elect, a Secretary, and a Treasurer.
- d. To provide a comprehensive board training and orientation packet to all incoming board members.

Section 3 – Finance Committee (Standing Committee)

The Finance Committee shall be chaired by the Treasurer and composed of not less than three additional members from the Board. Non-Board member volunteers with financial expertise may also serve. A majority of committee members will be Board members. Other members of the committee shall be appointed by the Chair of the Board

The committee shall include but not limited to the following:

- a. Review financial statements on at least a quarterly basis.
- b. Review proposals from other committees (to include annual personnel budget) which affect the financial condition of the organization.
- c. Review and recommend to the Executive Committee finance policies and the overall annual budget.
- d. Conduct a post-audit meeting with the agency's auditor.
- e. Determine that UWPC is fulfilling its fiduciary responsibility with respect to the 403(b) Retirement plan.
- f. Review and approve a list of qualified audit firms who will be responsible for conducting the annual audit.
- g. Oversee building management and lease agreement issues.
- h. Make recommendations regarding use of the reserve fund.
- i. Report to the Board at regular Board meetings.

Section 4 – Campaign Cabinet

The Committee shall consist of no fewer than seven members who are recruited by staff and approved by the Chair. No fewer than three members shall be appointed from among the current Board members. The purpose of this committee is to secure the commitment and support of corporate leaders in inaugurating and building stronger, more sustainable partnerships with United Way of Pierce County.

Section 5 – Community Impact Cabinet

The Cabinet consists of at least 4 members from the Board and the remaining members are reflective of a variety of strategic community stakeholders that will bring their knowledge, expertise and credibility to UWPC’s community impact efforts. The Community Impact Cabinet (CIC) will act as the organization’s impact policy-advisory group, assisting in the development and maintenance of its overall impact strategy and will report on its activities to the Board. The CIC will have oversight over any ad hoc committees created to support the impact work. This may include: Impact Advisory Teams, Advocacy and Agency Audit Committees.

Section 6 – Marketing Committee

Serves in an advisory capacity to the Board on issues with marketing implications. They assist in developing key messages and educating the community on UWPC focus areas. They also provide input to the overall marketing and media/communications strategies of UWPC.

Section 7 – Other Divisions and Committees

The Chair of the Board shall be empowered to create, with the approval of the Board or Executive Committee, such other divisions or committees as may be deemed necessary for the conduct of affairs of the corporation.

ARTICLE VIII

Miscellaneous

Section 1 – Surety Bonds

The Board of Directors shall require the officers and employees of the corporation to give a surety bond for the honest performance of their duties in such form and in such sum and by such surety company as the Board may determine. All such bonds shall be for the benefit of and payable to the corporation and the premiums therefore shall be paid by the corporation.

Section 2 – Fiscal Year

The fiscal year of the corporation upon the basis of which its accounts and records shall be kept shall be the calendar year from January 1 to, and including, December 31 of each year, unless otherwise changed by the Board.

Section 3 – Annual Audit

The Board of Directors shall cause the financial records to be audited annually by an independent, certified public accountant.

Section 4– Equal Opportunity Policy

It is the policy of United Way to provide equal opportunity in employment and service to all people, without regard to sex, age, marital status, sexual orientation, the presence of a sensory, mental or physical disability, race, color, creed, or national origin.

ARTICLE IX

Amendments

Bylaws may be adopted and these Bylaws may be amended or repealed at any meeting of the Board of Directors by a two-thirds vote of the members of the Board of Directors present in person; provided, that notice of such meeting, together with a copy of such proposed amendment or amendments are sent to each Director at least ten days in advance and provided further, that no amendment may be adopted which is not consistent with the Articles of Incorporation.

ARTICLE X

Indemnification

Each past, present and future member of the Board of Directors or Officer shall be indemnified and held harmless by the corporation and shall be reimbursed by the corporation for all expenses, including attorney's fees, reasonably incurred by him or her and any judgments rendered against him or her in connection with any action, proceeding or suit to which he/she is made a party by reason of being or having been an Officer or member of the Board of Directors of the corporation, unless it shall be determined therein that such Officer or member of the Board of Directors is guilty of gross misconduct or fraud upon the corporation or has breached his/her fiduciary duty to the corporation. The corporation will purchase and maintain Directors and Officers Liability Coverage to protect the corporation from loss associated with indemnifying members of the Board of Directors.