



**Monadnock United Way**

## **BY-LAWS OF MONADNOCK UNITED WAY**

### ARTICLE I

#### Section 1. Name

The name of this organization shall be "Monadnock United Way", hereinafter referred to as the United Way.

### ARTICLE II

#### Section 1. Mission

Monadnock United Way is dedicated to improving lives by mobilizing diverse partners and investing in programs and people to create long-lasting, measurable change.

This is done through the following objectives:

- Evaluate the extent and priority of regional human service needs
- Develop financial and non-monetary resources to meet those needs to the extent feasible
- Allocate these resources effectively
- Foster the spirit of volunteerism
- Facilitate community initiatives and problem solving
- Promote public awareness and understanding through education and communication
- Plan and provide for the community and evolution of the organization

### ARTICLE III

#### Section 1. Individual Membership

- A. Each contributor to the United Way shall be an individual member thereof.

B. Each individual member eighteen years or over shall be entitled to vote at any meeting of the members. Board members shall also be entitled to one vote at any meeting of the members regardless of age.

C. Any club, corporation, association, fraternal order, union or other group contributing to the United Way, and legitimately organized for a purpose not inconsistent with the purpose of the United Way, shall be classed as an individual member, entitled to one vote at any meeting of the members.

## Section 2. Funded Agencies

A. Any organization organized for the health and welfare of the public and in agreement with the purpose of the United Way shall be eligible as a funded agency upon being approved by the Board of Directors of the organization, provided that said organization shall first make application for said status through procedures promulgated by the Allocations Committee.

## ARTICLE IV

### Section 1. Composition of Board of Directors

The management and administration of the affairs of this organization shall be vested in a Board of Directors, hereinafter referred to as the Board, consisting of not less than twelve voting members, with a target size of fifteen members with the maximum number of members to be eighteen. The President shall be a non-voting Member of the Board.

### Section 2. Nomination

The Board Chair upon taking office, with the approval of the Board, shall appoint a governance committee to nominate Directors and report at the annual meeting. Nominations for Board Members may also be made from the floor.

### Section 3. Election of Board Members

Members of the Board shall be elected at the annual meeting for a term of three years.

### Section 4. Terms

Board Members shall serve no more than two (2) consecutive terms; service completing an unexpired term shall not be counted under the provision.

If the Board Chair has served as Board Chair in his/her final year of the allowed two consecutive terms, the Board Chair may fill an unexpired term for the following year. If no unexpired term exists, the Board Chair may fill any vacant Board seat for one year.

### Section 5. Removal of Board Members

- A. A Board member may be removed for just cause, after written notice and an opportunity to be heard, upon a 2/3 majority vote of the Board at a meeting called for that purpose.

Section 6. Vacancies

The Board may fill any vacancy occurring between annual meetings.

Section 7. Duties and Powers of the Board

- A. To manage the affairs of the United Way between meetings of the members thereof.
- B. To ensure that the necessary resources, both human and financial, will be available to pursue the organization's strategies and achieve its objectives.
- B. To adopt such policies and procedures for the operation of the United Way as may be consistent with the Articles of Agreement and By-Laws and designed to carry out the purpose of the United Way.
- C. To appoint such committees as it may deem necessary for the carrying out of the purpose of the United Way.
- D. To supervise the raising of funds, and approve the annual United Way budget and campaign goal.
- E. To control the distribution of funds collected in accordance with the provisions of the By-Laws.
- F. To give at least once a year a report of its activities at a meeting of the members of this organization.
- G. To cause to be conducted an annual audit of the organization by a certified public accountant.
- H. To obtain and maintain "Officers and Directors Insurance" in an appropriate amount.
- I. The Board shall invest the funds of the organization and in any way manage the organization consistent with good business practices at that time existing. The Board shall bond any or all individuals handling the funds of the organization.
- J. The Board shall have authority to employ professional and such other help as is needed in order to carry out the purpose of this organization.

- K. The Board shall employ and supervise a president to direct the affairs and operations of the organization and annually evaluate the performance thereof.
- L. The Board shall adopt a Conflict of Interest Policy.
- M. The Board shall review the strategic direction of the organization on an annual basis.

Section 8. Meetings

The Board shall meet at least twice every quarter.

A special meeting of the Board may be called by the Board Chair or by written petition of six (6) voting Members of the Board.

ARTICLE V

Officers

Section 1. Officers

The officers of the United Way shall be a Board Chair, a Vice Chair, a Treasurer, a Secretary and such other officers as the Board shall determine, who shall be elected by the Board from among the members of the Board at an organizational meeting held immediately following the annual election of Board Members.

The Board Chair shall be elected from among members of the board who have served as members of the board for at least one (1) year.

Section 2. Terms of Officers

All officers shall be elected for a term of one (1) year, but may serve successive terms upon re-election. In the event a vacancy occurs, the Board shall elect another person to fill the vacancy. The person elected shall serve for the unexpired term.

Section 3. Duties of Officers

Board Chair. Shall preside at all meetings of the members and the Board; call special meetings whenever deemed necessary; and carry out such other duties as usually pertain to this office, including service as an ex-officio member of all committees, with the exception of the Governance Committee.

Vice Chair. Shall exercise the rights and powers and perform the duties of the Board Chair in the event of the absence or disability of the Board Chair and such other duties as shall be prescribed by the Board.

Treasurer.

- Understand financial accounting for nonprofit organizations
  - Serve as the chair of the finance committee
  - Manage, with the finance committee, the board's review of and action related to the board's financial responsibilities
  - Work with the President and the chief financial officer to ensure that appropriate financial reports are made available to the board on a timely basis
  - Present the annual budget to the board for approval
  - Review the annual audit and answer board members' questions about the audit
  - Insure that adequate internal financial controls are in place and are reviewed regularly
- Appoint an Assistant Treasurer

Assistant Treasurer. The Assistant Treasurer shall perform all the duties of the Treasurer in the event of the absence or inability of the Treasurer and shall perform such other duties as the Board may direct.

Secretary. Shall act as recording officer of the corporation and perform such other duties as required by the laws of the State of New Hampshire.

## ARTICLE VI

### Standing Committees

The Managing Board of Directors shall establish the following standing committees, and may establish additional special committees or task groups as it deems necessary.

#### Section 1. Executive

The Executive Committee shall consist of the officers of the organization, and the past Board Chair. It shall have the power to act for and on behalf of the Board between meetings of the Board when such actions cannot reasonably wait until the next board meeting, and its actions shall be subject to approval of the Board.

#### Section 2. Personnel Committee

The Personnel Policy Committee shall consist of a Committee Chair and other members as shall be selected by the Board Chair with the approval of the Board. It shall be responsible for all personnel policy matters.

#### Section 3. Finance Committee

The Finance Committee shall consist of the Treasurer of the organization, who shall be the Committee Chair, the Assistant Treasurer, and such other members as shall be selected by the Board Chair with the approval of the board (it is recommended that the members in the following positions be selected; Board Chair, Board Vice-Chair, and immediate past Board Chair). The Finance Committee's purpose shall be to oversee the management of the financial affairs of the

organization, hire and direct the independent auditor and such other matters as may be assigned to it by the Board or the Executive Committee.

#### Section 4. Governance Committee

The Governance Committee shall be selected by the Board Chair with the approval of the Board. The governance committee's main role is to recruit new board members and to ensure that each board member is equipped with the proper tools and motivation to carry out his or her responsibilities, and ensure the overall effectiveness of the board.

#### Section 5. Allocations Committee

The objective of the Allocations Committee is to deploy Monadnock United Way financial support to improve lives in the Monadnock Region by investing in programs that create long-lasting measurable change in selected areas of focus. The allocations system is designed to be accountable to the donor, responsive to people's needs, and inclusive of programs to which the givers wish to contribute. The Allocations Committee shall consist of a Committee Chair and a minimum of two board representatives. Members ordinarily shall serve for a maximum period of three years which shall be staggered to the extent possible so as to replace one third of the committees membership each year; members may also serve on the Committee for one additional year in order to enhance the continuity of membership on the committee.

### ARTICLE VII

#### Indemnification of Directors, Officers and Employees

Section 1. Except as provided below, any director or officer of the Corporation shall be indemnified in full by the Corporation against expenses, including attorneys' fees, and against the amount of any judgment, money decree, fine or penalty, or against the amount of any settlement deemed reasonable by the Board of Directors, necessarily paid or incurred by such person in connection with or arising out of any claim made, or any civil or criminal action suit, or proceeding of whatever nature brought against such person, or in which such person is made a party, or in which such person is otherwise involved, by reason of being or having been such director, officer, employee or other agent of or for the Corporation. Such indemnification shall apply to any such person even though at the time of such claim, action, suit or proceeding such person is no longer a director, officer, employee or other agent of or for the Corporation.

No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation. Expenses incurred of the character described in the preceding paragraph may, with the approval of the Board of Directors, be advanced by the Corporation in advance of the final disposition of the action or proceeding involved, whether civil or criminal, upon receipt of an undertaking by the recipient to repay all such advances in the event such person is adjudged not to have acted in good faith in the reasonable belief that such person's action was in the best interests of the Corporation.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employer or other agent of the Corporation against any liability incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the Corporation should have the power to indemnify that person against such liability under this Article or otherwise.

Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a director or officer may have or obtain, and shall accrue to such person's estate.

## ARTICLE VIII

### Agreement with Fully Participating Agencies

Section 1. The Board shall review changes set forth by the President which describe the philosophy and requirements of the partnership agreement between the Monadnock United Way and the member agencies.

## ARTICLE IX

### Membership Meetings

#### Section 1. Purpose

The membership shall meet in February of each calendar year at such time and place as the Board shall determine, for the purpose of electing Directors, receiving and presenting all committee and audit reports and transacting any business presented. Special meetings of members may be held on the call of the Board and must be called upon petition in writing of fifteen (15) or more members. Notice of all meetings shall be given by publication in local newspapers having community wide distribution at least five (5) days in advance of said meeting.

#### Section 2. Procedure

Robert's Rules of Order shall be used as a guide to the procedural conduct of all meetings of the United Way, but such rules may be suspended upon a majority vote of those present and voting.

## ARTICLE X

### Quorum

#### Section 1. Membership Meeting

A quorum for a regular or special meeting of the membership of this organization shall consist of ten (10) members.

Section 2. Board Meetings

One-half of the Board members shall constitute a quorum.

Section 3. Committees

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

ARTICLE XII

Board and Member Voting

Section 1. Voting shall not be by secret ballot unless so determined by a majority vote of the members present. Articles of Incorporation and By-Law amendment may be taken by ballot.

Section 2. Voting shall not be by proxy.

ARTICLE XIII

Amendments

Section 1. The Articles of Agreement and By-Laws may be enlarged, amended or repealed in all or in part by a majority vote taken by ballot at any regular or special meeting of the membership, provided:

- A. The proposed amendment shall have first been approved by the Board or shall have been signed by at least fifteen (15) individual members.
- B. Such proposed amendment, together with the time and place of meeting, shall be published in the notice of said meeting in the manner hereinbefore provided.

Adopted: May 22, 1969  
Amended: January 27, 1970  
Amended: January 25, 1973  
Amended: February 4, 1981  
Amended: February 3, 1982  
Amended: February 3, 1985  
Amended: September 12, 1985 (January 1, 1986)  
Amended: February 12, 1987  
Amended: February 9, 1989  
Amended: February 1, 1991  
Amended: February 21, 1992  
Amended: February 8, 1993

Amended: February 20, 1996  
Amended: February 18, 1997  
Amended: February 15, 2000  
Amended: February 10, 2005  
Amended: October 15, 2009  
Amended: April 15, 2010  
Amended: February 2, 2012  
Amended June 2016