

# **CONSTITUTION AND BY-LAWS OF THE CALLAWAY COUNTY UNITED WAY, INC.**

**KNOW BY ALL THESE PRESENT** that we the undersigned, consisting of the current Board of Directors, do establish, publish and declare this Constitution and by-laws to be the duly amended constitution and by-laws of the Callaway County United Way, Inc. as follows:

## **ARTICLE I**

**NAME OF THE ORGANIZATION:** This organization shall be known as the “Callaway County United Way, Inc.” Throughout this document the organization shall be referred to as the Callaway County United Way (CCUW).

## **ARTICLE II**

**PURPOSES:** The purposes of the corporation shall be:

- A. To establish an organization in Callaway County for the collection and distribution of CCUW funds to be distributed to those agencies which have partnered with the Callaway County United Way.
- B. To encourage and promote voluntary contributions to the Callaway County United Way and to encourage and promote organizations to partner with the CCUW for collection purposes.
- C. To educate the public generally as to the purposes of the Callaway County United Way and of the benefits derived from it.
- D. To do any and all other things to achieve the purpose therein stated.
- E. To do each and everything not prohibited by the not-for-profit corporation statutes of the State of Missouri.
- F. To improve lives by assessing and prioritizing the needs of Callaway County, mobilize and focus resources, and support and facilitate lasting solutions.

## **ARTICLE III**

**MEMBERSHIP:** The Corporation shall not have members as such but in lieu thereof, shall have only a self-perpetuating Board of Directors, in which the Board shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation. The rights, powers, and privileges of the directors shall be fixed in these by-laws.

The Board shall consist of a sampling of Callaway County community representatives with as broad a scope as possible. The length of time which a member may serve on the Board is up to that individual. If the Board determines that a member is not performing their duties they may vote to remove the member.

The Board may also appoint or elect Advisory Board Members. Advisory Board Members will be made up of individuals in the community that strongly support the United Way but are unable to contribute the time necessary to serve as a "working" Board Member. Advisory Board Members are not required to attend meetings, serve on committees or help with fundraising activities, though their participation at these activities is always welcome. Advisory Board members will not have full voting rights. The length of time which an Advisory Board Member may serve on the Board is up to that individual. An Advisory Board Member may be removed by a vote of the Board.

The Board may also include Student Board Members from Westminster College and William Woods University. Students may serve on the Student Board for the length of their college career in Callaway County and will have full voting rights. A Student Board Member may be removed by a vote of the Board.

The Board shall be vested with the power and authority to amend and adopt the by-laws of the Corporation. Directors shall be elected in the manner as provided by the by-laws.

## ARTICLE IV

### OFFICERS:

**Section 1 – Board of Directors:** Prior to serving on the Board, new members shall be voted in by the current members. In the event of the death of any member of the Board of Directors, the remaining members shall choose a successor. Should a member turn in his/her resignation, that member may suggest a replacement to fill the vacant spot on the Board. Suggested replacement Board members shall be reviewed and voted on by the full Board.

**Section 2 – Officers:** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer. The Board of Directors shall elect the officers of the Corporation to serve a two (2) year term. All officers shall sign a Code of Ethics certification annually and attend all meetings unless due cause is provided to the Executive Director in advance. The following officer positions shall serve on a voluntary basis and have the following duties:

- A. **President.** The Corporation President shall preside at all meetings of the Corporation and shall have the duties and powers normally pertaining to such office. As the chief executive officer of the Corporation, the President shall carry out the execution of all decisions adopted by the Board of Directors and shall, at all times conduct the business of the Corporation entrusted to him/her, as such executive officer, in harmony with and according to the decisions made by the Board of Directors.
- B. **Vice President.** The Vice President of the Corporation shall in the event of the death, absence or incapacity of the President, assume and exercise the powers and duties ordinarily exercised by the President. Upon the resignation, death or expulsion of the President, the Vice President shall succeed to the office of President of the Corporation.
- C. **Secretary.** The Executive Director shall take minutes of all regular meetings and submit to the Secretary for approval within 72 hours. The Secretary shall approve the minutes prior to distribution of the minutes to the Board of Directors.

- D. **Treasurer.** The Treasurer shall chair a perpetual committee that shall be referred to as the Audit Committee. Each member of the Audit Committee shall be a member of the Board of Directors. The Audit Committee shall have the following responsibilities: pre-approve all auditing services and non auditing services; appoint, compensate and oversee work done by independent auditors; resolve disagreements between independent auditors and staff regarding financial reporting; and establish procedures for the receipt, retention and treatment of complaints regarding accounting controls and auditing matters and for confidential submission of concerns by any person. It is the responsibility of the Treasurer to publicly disclose if any member of the Audit Committee is a “financial expert” as defined by Section 407 of the Sarbanes-Oxley Act. In the absence or incapacity of both the President and Vice President, the Treasurer shall preside at the meetings of the Corporation. In addition, the Treasurer shall review the financial records provided by the Executive Director at each regular Board meeting.

## COMMITTEES:

The following committees shall be formed. The committee members shall serve a two (2) year term.

- A. **Executive Committee.** The Executive Committee shall consist of the officers of the Board of Directors as well as other Board members with special knowledge of the corporation or the community. Executive Committee meetings will be held as deemed necessary by the Committee.
- B. **Audit Committee.** Members of this committee shall assist the Treasurer to conduct an annual internal audit of the Callaway County United Way books. The audit shall be conducted in the spring of each year prior to the external audit. The Treasurer shall chair this committee. A report of internal audit findings shall be submitted to the board prior to the external audit, and filed with the CPA.

## ARTICLE V

### EMPLOYEES:

**Section 1 -- Executive Director:** The only paid personnel of the Callaway County United Way shall be the Executive Director. This person will be hired by the Board and will work on a full time basis. The Executive Director is responsible for keeping track of hours worked every month and must present an accounting of those hours at the end of the annual campaign to the Board. At the end of every campaign year the President and another member of the Board, shall prepare a confidential review of the Executive Director’s performance based on input from agency contacts, Board Members and contributors to the Callaway County United Way. This review shall be presented to the Board prior to the February meeting. This review will be presented to the Executive Director along with a copy of the confidential survey at the end of the February meeting by a minimum of two (2) Board members. During the February meeting, the Board shall also determine the rate of pay and benefits, based on full time employment that the Executive Director shall receive for the following year. The Executive Director shall sign a Code of Ethics certificate annually. The Executive

Director shall abide by the official document destruction/non-destruction policy regarding both paper and electronic documents.

**Section 2 -- Executive Director Duties:** The Executive Directors duties are as follows:

1. The Executive Director shall keep a permanent file of all business records and correspondence of the Corporation and its officers and directors, and shall notify all members of the Board of Directors of regular and special meetings of such bodies. The Corporation shall also keep an online backup copy of the financial records.
2. The Executive Director shall also handle all correspondence on behalf of the Corporation as may be necessary in the normal transitions of its business.
3. The Executive Director shall take minutes at each regular scheduled Board meeting and submit to the Secretary for approval.
4. The Executive Director shall provide the monthly financial records to the Treasurer at each regular Board meeting or his or her review.
5. The Executive Director will serve as the Bookkeeper to reconcile the bank statements, make deposits, pay all bills and annually give the financial records to a CPA for the purpose of filing the 990-tax form. The Treasurer will review the Corporation books at each regular Board meeting.
6. The Executive Director shall also coordinate and oversee the annual fund drive, plan all events, and furnish a copy of the audited financial statement to the Board of Directors.
7. The Executive Director shall be bonded at the expense of the Board.
8. A complete list of duties of the Executive Director can be found in the job description.

## **ARTICLE VI**

### **SOLICITATION POLICY:**

- A. Those Agencies who solicit for funds agree to consult with the CCUW prior to initiating new or expanded programs, elimination of existing programs or a major shift in program emphasis, irrespective of anticipated financial revenues for the support of the program.
- B. To be governed by the CCUW policy on supplemental fundraising, and to conduct no supplementary operating fund campaigns within the geographical area covered by the CCUW during the term of their annual contract without prior written approval by the Callaway County United Way Board of Directors.
- C. To notify the CCUW of any capital fund campaigns to be run within Callaway County at least six months prior to the campaign kickoff.

D. To conduct no fundraising during the CCUW campaign period, typically October 1 to December 31. Any fundraising held during this fundraising campaign that has not been previously approved by the Board of Directors will result the following consequences:

- 1) Request to cancel or reschedule the event by the Board of Directors or Executive Director as directed by the Board of Directors;
- 2) Forfeiture of all money raised in prohibited event.
- 3) Forfeiture of all Callaway County United Way funding allotted to the agency for the next calendar year.

## **ARTICLE VII:**

### **ANNUAL MEETINGS AND ELECTIONS:**

**Section 1 --** Typically the Board of Directors shall meet on the second (2<sup>nd</sup>) Tuesday of each month. The exceptions of this are the months of June, July and December. The President of the Board shall have the right to call a special meeting if necessary. Should a CCUW event fall in a particular month, that event can take the place of a monthly meeting.

**Section 2 --** When the terms of office have expired, new officers will be nominated at the November meeting. Election of the officers shall take place at the next regular meeting, typically the January meeting. The officers will take over their elected office at the next meeting.

## **ARTICLE VIII**

The Callaway County United Way is an Equal Opportunity/Affirmative Action Organization. It will not discriminate against any employee or other organization for any reason and specifically on the basis of race, color, age, generic information, disability, sex, religion, national origin, creed, or ancestry.

## **ARTICLE IX**

**AMENDMENTS:** This constitution and by-laws of the Callaway County United Way, Inc. may be amended by a majority of the members present and voting at any monthly or special meeting. However, any proposed amendment to the constitution and by-laws of this Corporation should be presented to the Executive Director in writing prior to the said meeting. The Executive Director should then email copies of any such proposed amendments to the members of the Board of Directors of the Corporation prior to the said meeting, together with an agenda for the said meeting.

## **ARTICLE X**

**DISSOLUTION:** Upon the dissolution of the Callaway County United Way, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively to such organization or organizations organized

and operating exclusively for charitable purposes under Section 501(c)(3) of the Internal Revenue code.

## ARTICLE XI

**ACCOUNTING PRACTICES:** In compliance with the Sarbanes-Oxley Act, the Callaway County United Way shall contract an independent auditor once a year for an audit of the organization.

1. **Restrictions on Non-Audit Services:** This independent auditor may not perform any non-auditing services for the organization, except tax services which are allowed if approved by the Audit Committee under the direction of the Treasurer.

2. **Auditor Reports to Audit Committee:** Prior to filing the report, the auditors will report the following to the Audit Committee:

- a. All critical accounting policies and practices;
- b. All alternative treatments within Generally Accepted Accounting Principles (GAAP) related to material items discussed with the client, and
- c. Other material written communications between the auditor and client management.

3. **Conflicts of Interest:** No member of the staff or board shall have been employed by the independent audit firm in the previous year.

4. **Responsibility for Financial Reports:** The Executive Director, Board President and Treasurer shall sign a Financial Statement Certification each year at the conclusion of the independent audit (copy of statement to be attached to By-Laws).

5. **Improper Influence on Conduct of Audits:** Board members and staff shall not take any action to fraudulently influence, coerce, manipulate, or mislead the auditors for the purpose of rendering the financial statements materially misleading.

6. **Forfeiture of Bonuses:** If, at any time, the Board should vote to present the Executive Director with a bonus, and, if it is later found that financial statements were misleading or represent any misconduct, the Executive Director shall reimburse the organization for the entire bonus amount.

7. **Material Correcting Adjustments:** The CCUW shall comply with the Sarbanes-Oxley Act by preparing all financial reports in accordance with GAAP.

8. **Material Off-Balance Sheet Transactions:** The Callaway County United Way shall disclose any material off-balance sheet transactions or the relationships that have a material effect on financial condition.

9. **Prohibition of Loans and or Credit to Executives:** Loans or credit, directly or indirectly, are prohibited to any employee, Board Member or volunteer of the CCUW.

**10. Internal Controls and Internal Control Assessment:** Financial policies, procedures, and internal controls shall be documented and monitored to verify operational compliance. These policies, procedures and internal controls shall be reviewed by the Audit Committee under the direction of the Treasurer at least every 3 years, preferably in conjunction with the UWA self-assessment requirement. Independent auditors shall attest to, and report on, the assessment of internal controls made by the Audit Committee.

11. No officer or employee shall knowingly alter, destroy or mutilate documents with the intent to impede, obstruct or influence an investigation of any department or agency of the Callaway County United Way.

This Policy is effective and approved by the Callaway County United Way Board as of the

9th day of August, 2011.