

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."

ARTICLE II

PURPOSES: The purposes of the corporation shall be:

- A. To establish an organization in Callaway County for the collection and distribution of United Way funds to be distributed to those agencies which have joined with the Callaway County United Way.
- B. To encourage and promote contributions to the Callaway County United Way and to encourage and promote organizations to join with the Callaway County United Way 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.

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 there 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 the Callaway County community representatives with as broad a scope as possible but not to exceed 21 members. 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 appoint or elect Associate Board Members. Associate Board Members will not serve as regular Board members, will not attend meetings, may not exercise the authority of a full Board member and have no voting rights. Appointment or election of Associate Board Members will be provided to honor special individuals for their service to the Callaway County United Way and/or the community. Associate Board Members may also be given certain privileges based on the needs of the corporation, but only by a vote of the regular Board. An Associate 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 chose a successor. Should a member turn in his/her resignation that member shall suggest a replacement to fill the vacant spot on the Board.

Section 2 – Officers: The officers of the Corporation shall be a President, Vice President/Campaign Chair, Secretary, Treasurer, Public Relations Chair and Business Campaign Chair. The Board of Directors shall elect the officer of the Corporation to serve a two (2) year term. The officers of the Corporation shall have the following duties. The above officers shall serve on a voluntary basis. All officers shall sign a Code of Ethics certification annually. The Board of Directors shall evaluation the “Whistle Blower Policy” and recertify it on an annual basis.

- 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 and

become President of the Corporation. The Vice President shall also serve as the chairperson of the annual campaign fund drive and is responsible for compiling a performance review of the Coordinator at the end of each campaign year.

- C. **Secretary.** The Secretary shall keep minutes and record of all meetings of the Corporation and of the Board of Directors and of all other matters on which a record shall be required to be kept by the Corporation or by 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.
- E. **Public Relations Chairman:** The PR Chairman shall see that the Callaway County United Way be represented in the media and all advertising for campaign purposes is kept up to date.
- F. **Business Campaign Chairperson:** The Business Campaign Chair shall oversee the annual Business Campaign and work with the Coordinator to collect funds from area businesses.

ARTICLE V

Section 1 – Coordinator: The only paid personnel of the Callaway County United Way shall be the Coordinator. This person will be hired by the Board and will work on a part-time basis not expected to exceed 1,000 hours per year. The Coordinator is responsible for keeping track of hours worked every month and must present an accounting of those hours at least once per year to the Board. At the end of every campaign year, the Vice President of the Board shall prepare a confidential review of the Coordinator’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 Coordinator at the February meeting. During the February meeting, the Board shall also determine the rate of pay, based on 1,000 hours per year, that the Coordinator shall receive for the following year. In the event that the Coordinator works in excess of 1,000 hours in one calendar year, the

Board may vote to compensate her for those additional hours. The coordinator shall sign a Code of Ethics certificate annually. The coordinator shall abide by the official document destruction/non-destruction policy regarding both paper and electronic documents.

Section 2 – Coordinator Duties: The Coordinators duties are as follows:

1. The Coordinator 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.
2. The Coordinator shall also handle all correspondence on behalf of the Corporation as may be necessary in the normal transitions of its business.
3. The Coordinator 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.
4. The Coordinator 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.
5. The Coordinator shall be bonded at the expense of the Board.

ARTICLE VI

SOLICITATION POLICY:

- a. Those Agencies who solicit for funds agree to consult with the United Way prior to initiating new or expanded programs, elimination of existing programs or major shift in program emphasis, irrespective of anticipated financial revenues for the support of the program.
- b. To be governed by the United Way policy on supplemental fundraising and conduct no supplementary operating fund campaigns within the geographical area covered by the United Way during the term of this agreement without prior written approval by the United Way Board of Directors.
- c. To be governed by the United Way policy on supplemental fundraising and conduct no supplementary operating fund campaigns within the geographical area covered by the United Way during the term of this agreement without prior written approval by the United Way Board of Directors.

- d. To conduct no capital fund campaign within the United Way area without six months prior notice to the United Way and without written approval of the United Way.
- e. To conduct no fundraising during the United Way campaign period, typically October 1 to December 31.

ARTICLE VII:

ANNUAL MEETINGS AND ELECTIONS:

Section 1 -- Typically the Board of Directors shall meet on the second (2nd) Tuesday of each month at noon . 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 United Way event fall in a particular month then 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, 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 two-thirds (2/3) majority of the members present and voting at any annual or special meeting. However, any proposed amendment to the constitution and by-laws of this Corporation should be presented to the Secretary in writing at least thirty (30) days prior to the said meeting. The Secretary should then email copies of any such proposed amendments to the members of the Board of Directors of the Corporation not less than fifteen (15) days 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 are allowed if approved by the Audit Committee under the direction of the Treasurer.
2. **Audit Partner Rotation:** The lead audit partner or coordinating partner must rotate off the audit every 5 years.
3. **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 GAAP related to material items discussed with the client, and
 - c. Other material written communications between the auditor and client management.
4. **Conflicts of Interest:** No member of the staff or board shall have been employed by the independent audit firm in the previous year.
5. **Responsibility for Financial Reports:** The coordinator, 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).
6. **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.
7. **Forfeiture of Bonuses:** If, at any time, the Board should vote to present the coordinator with a bonus, and, if it is later found that financial statements were misleading or represent any misconduct, the Coordinator shall reimburse the organization for the entire bonus amount.
8. **Material Correcting Adjustments:** The Callaway County United Way shall comply with the Sarbanes-Oxley Act by preparing all financial reports in accordance with GAAP.
9. **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.
10. **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 Callaway County United Way.
11. **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

