United Ways of Vermont

UNITED WAYS OF VERMONT, INC
CORPORATION BY-LAWS

ARTICLE I
NAME AND PURPOSE

Section 1.

The name of the corporation shall be the United Ways of Vermont, Inc., and its principal fiscal office shall be located at United Way of Chittenden County, 412 Farrell Street, Suite 200, South Burlington, VT 05403.

Section 2.

The purpose of the corporation shall be as set forth in the Articles of Association.

ARTICLE II
CORPORATION

Section 1.

Membership in the corporation shall be open to any United Way in the State of Vermont and any United Way in a State contiguous to Vermont's borders who is actively serving a Vermont population.

a. Regular Member: Any United Way with its principal office in the State of Vermont or a State having a contiguous border with Vermont who actively serves a Vermont population.

Section 2.

The annual meeting of the corporation shall be held in the second quarter of the year at such time and place as the board may determine.

Section 3.

Special meetings of the corporation may be called by the president or upon a call signed by not fewer than three members.

Section 4.

Notice of an annual or special meeting of the corporation shall be mailed by the secretary to all members in good standing at least ten (10) days prior to the date of the meeting and shall state the date, time and place of the meeting together with an agenda.

Section 5.

A majority of the member United Ways shall constitute a quorum for the transaction of business at any annual or special meeting. Each United Way will have one vote.

Section 6.

At any meeting of the corporation, a member of the board of directors may vote either in person or by proxy appointed by an instrument in writing, subscribed by such member or such person's duly appointed attorney, and delivered to the secretary prior to the meeting.

Section 7

To the extent feasible, regular and special meetings of the Board of Directors shall be held at locations that are handicapped accessible. Any or all Directors may participate in a regular or special meeting of the board by, or conduct a meeting through the use of, any means of communication, including conference telephone call or video conferencing, by which all Directors participating may simultaneously hear each other during the meeting. Any director participating in the meeting by this means is deemed to be present in person at the meeting. Any action required or permitted to be taken at any meeting may also be taken without a meeting if all Directors consent to such action in writing and such writings are filed in the corporate minute book of the corporation.

ARTICLE III
FISCAL YEAR

The fiscal year of the corporation shall be the twelve months ending March 31.

ARTICLE IV
BOARD OF DIRECTORS

Section I.

The general powers of the corporation shall be vested in a board of directors, which shall have charge, control and management of the property, affairs and funds of the corporation. The board of directors shall have the power and authority to do and perform all acts and functions not inconsistent with these by-laws.

All members of the Board of Directors will perform their United Ways of Vermont duties without compensation.

Section 2.

It is recommended that the board of directors shall consist of;

A. One director shall be a staff member appointed by each member United Way;
B. One volunteer representing each United Way.

Section 3.

A member United Way may resign at any time by giving written notice of such resignation to the president.

Section 4.

The board of directors shall meet at such times and places as the board may from time to time determine, but no less than quarterly.

Section 5.

Special meetings of the board of directors may be called by the president or upon the written request by not fewer than three (3) members of the board. Written notice of any such special meeting shall be mailed to each member of the board at least ten (10) days prior to the date of such meeting. This notice shall state the business for which the special meeting has been called, and no business other than that stated in the notice shall be transacted at such special meeting.

Section 6.

A majority of the member United Ways shall constitute a quorum for the transaction of business at any regular or special meeting.

ARTICLE V
OFFICERS

Section 1.

The officers of the corporation and the board of directors shall be president, vice-president, secretary, treasurer, and such other officers as the board of directors may authorize. All officers shall be elected by the board at the annual meeting of the corporation. Such officers shall hold office for a period of two years or until their successors shall have been duly elected and qualified. Terms for president and vice-president are elected on a staggered biennium on opposite years of the treasurer and secretary.

Section 2.

The president shall preside at all meetings of the corporation and the board of directors, and shall serve as chair of the executive committee, and shall be a member ex-officio of all committees, with vote.

Section 3.

The vice-president shall act as chair in the absence of the president, and when so acting, shall have the power and authority of the president. The vice-president may replace the president as the ex-officio member, with vote, of any committee when so designated by the president.
Section 4.

The secretary shall act as secretary of both the corporation and the board of directors, and shall attend to the sending of all notices provided for in these by-laws. The secretary shall be responsible for the custody of all records, papers, reports and documents of the corporation, and shall be responsible for the keeping and reporting of adequate records of all meetings of the corporation and board of directors.

Section 5.

The treasurer shall have the responsibility for ensuring the safekeeping of all funds of the corporation. Acting with the executive committee, the treasurer shall ensure that a true and accurate accounting of the financial transactions of the corporation is made and that reports of such transactions are presented to the board of directors or its appropriate committee. The treasurer shall serve as chair of the finance committee.

Section 6.

A vacancy in an office shall be filled by election by the board of directors to fulfill the term of the previous officer. An officer may be removed by a two-thirds vote of the board at a meeting duly called for that purpose whenever in its judgment the best interests of the corporation will be served.

Section 8.

If at any time, both the president and the vice-president are unavailable or unable to perform their duties, the secretary shall act as chairman, and when so acting, shall have the power and authority of the president. if the president, vice-president and secretary are all unavailable or unable to perform their duties, the treasurer shall act as the chairman.

ARTICLE VI
COMMITTEES

Section 1.

The chairs and members of all committees, except the executive committee, shall be appointed by the president of the board of directors, subject to approval by the board of directors. Each committee chair shall be a member of the board of directors, but other members may be appointed at large.

Committees shall meet at the call of the committee chair, a majority of the committee members or the president of the board of directors.
At a committee meeting, a quorum shall be the majority of the members of the committee. The minutes of each committee meeting shall be recorded and kept on permanent file

The standing committees shall be:

a. Executive Committee
b. Nominating Committee
c. Marketing Committee
d. Program and_Education Committee
e. Finance and Operations Committee

Each standing committee shall report its activities to the board of directors at least quarterly.

Section 2.

The executive committee shall consist of the president of the board of directors, vice-president, secretary, treasurer, and the immediate past President or a member of the board at large appointed by the board.

The executive committee shall have the power to transact all business of the corporation between meetings of the board of directors, subject to any prior limitation imposed by the board and with the understanding that all matters of major importance shall be referred to the board prior to action, unless due to exigent circumstances, action must be taken on such a matter prior to the next board meeting, in which event any action taken shall be reported to the board at its next meeting.

Section 3.

The nominating committee shall propose a slate of directors to be elected to serve as officers at the annual meeting. The committee shall propose directors to fill vacancies in the offices as provided in these by-laws.

Section 4.

Special committees may be appointed by the president with the concurrence of the board of directors for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task for which it is appointed and shall have no power to act except as specifically conferred by the board of directors. Upon completion of the task for which it was appointed a special committee shall stand discharged.

ARTICLE VIII
CONFLICT OF INTEREST

Section 1.

United Ways of Vermont Board members or United Ways of Vermont Board members whose immediate family has a proprietary interest in a subject under discussion may not be present during either the discussion or the voting. Such a conflict of interest would include:

United Ways of Vermont Board members or United Way Board members whose immediate family are either directors or employees of organizations being considered for membership or funding;

United Ways of Vermont Board members or United Way Board members whose immediate family may derive benefit - monetary or otherwise - from the issue under discussion before the United Way Board.

A Board member may disqualify himself/herself if he/she believes his and / or the United Way of Addison County's interests are being placed in conflict:

The President may request that a Board member disqualify himself/herself if he/she believes that a conflict is either present or imminent.

Upon request of any Board member, the President shall determine whether or not a member is in conflict.

ARTICLE IX
INDEMNIFICATION

Section 1.

To the extent permitted by Vermont law, the corporation shall indemnify each present or former director or officer against all expense, loss, damage or cost as follows: (1) of any fine or judgment against such person in any action in which the present or former director or officer of the corporation is made a party by reason of being or having been a director or officer of the corporation (ii) of any settlement or any action or threatened action against the present or former director or officer of the corporation by reason of having been a present or former director or officer; and (iii) the costs of defense in any action or threatened action as previously referred to in this section. This indemnity provided herein includes all attorneys' fees and court costs in connection with the foregoing, and all amounts paid by the corporation to satisfy any judgment or fine as previously referred to. This section shall apply, however, only if the board of directors, using its reasonable business judgment, determines that the present or former director or officer was acting in good faith within what such person reasonably believer to be in the best interest of the corporation. The provisions of this section shall apply to the estate, executor, administrator, heirs, legatees, or devisees of such person. Provided, however, that the corporation shall not indemnify or reimburse any such person or legal representative or successor of such person, if such person has received or will be entitled to receive any sums from any other source, including insurance, as indemnification or reimbursement for such expenses.

ARTICLE X
AMENDMENTS

These by-laws shall be reviewed by the board of directors at least very two (2) years, and necessary revisions proposed. These by-laws may be amended by the affirmative vote of two-thirds of the members of the corporation at the annual meeting or any special meeting of the corporation providing that a full presentation of such proposed amendments shall have been published in the notice of such meeting.

These by-laws have been reviewed and approved.
Date June 5, 2002
Amended: June 21, 2005