

**CODE OF REGULATIONS  
OF THE  
UNITED WAY OF LOGAN COUNTY, INC.**

**ARTICLE I – NAME:**

The name of this corporation shall be "United Way of Logan County, Inc." (hereinafter referred to as "UWLC"), which is a non-profit corporation as defined in Section 501(c) of the Internal Revenue Code of 1954.

**ARTICLE II – OBJECT**

The object of UWLC shall be to assess the need for human services in Logan County and to develop team work among the Funded Agencies as hereinafter defined, and their constituencies serving Logan County, Ohio with a view towards obtaining financial support for such agencies and effective planning and execution of Funded Agency programs without regard to race, sex, religion or ethnic origin. UWLC may extend its activities to include the coordination of appeals for special state and local projects and for national and international relief and service agencies.

**ARTICLE III – MEMBERS**

**SECTION 1**

The members of UWLC shall be Individuals and Funded Agencies.

**SECTION 2 – INDIVIDUAL MEMBERSHIP**

Each contributor of funds, goods or services to UWLC becomes an individual member of UWLC for the year for which his, her or its contribution was given and shall be entitled during that year to voting privileges at all annual and special meetings of UWLC.

The official list of contributors as compiled from the records of UWLC shall constitute the official membership roster for the current year.

**SECTION 3 - FUNDED AGENCIES**

Agencies desiring to receive funding from UWLC shall submit such historical, financial, service and other data as the Board of Trustees of UWLC may request and shall certify that its governing Board has read and voted to conduct no activity contrary to the Code of Regulations or policies and procedures of UWLC.

**ARTICLE IV - BOARD OF TRUSTEES**

**SECTION 1**

The management and administration of the affairs of UWLC shall be by a Board of Trustees consisting of nine to fifteen (9–15) elected United Way members, each elected to a three-year term with staggered terms such that as near as possible to one-third (1/3) of the members shall be elected each year. Chairpersons of Standing Committees of the Board of Trustees shall also be ex-officio members (no voting rights) in addition to the regular members. No person who serves in any capacity as an employee of UWLC may serve on said Board.

**SECTION 2 - ATTENDANCE**

If any member of the Trustees shall fail to attend three (3) successive meetings, the President shall call such failure to his/her attention and if a satisfactory excuse is not received by the Board of Trustees at the next regularly scheduled Board meeting, that individual shall cease to be a member of the Board, and he/she shall be so notified. A Board member's attendance may be achieved via a conference call, provided all members can simultaneously hear one another.

### **SECTION 3 - NOMINATION AND ELECTION**

Not later than February of each year the Board of Trustees shall appoint a nominating committee consisting of five (5) persons of whom three (3) shall be from the Board of Trustees, and two (2) from the individual membership. It shall be the duty of the nominating committee to select nominees with a view of keeping the Board of Trustees representative of the geographic, economic, cultural and other interest of Logan County. Trustees shall be elected by the membership at the Annual Membership Meeting after report by the Nominating Committee.

### **SECTION 4 - INTERIM VACANCIES**

The Board of Trustees shall by majority vote fill any vacancy occurring in the Board for the remainder of the unexpired term.

### **SECTION 5 - DUTIES**

The duties of the Board of Trustees shall be:

- A. To manage the affairs of UWLC between meetings of the members thereof.
- B. To adopt such policies and procedures for the operation of UWLC as may be consistent with the Code of Regulations and designed to carry out the objects of UWLC.
- C. To appoint such committees as it may deem expedient for carrying out of the objects of UWLC.
- D. To arrange for the raising of funds.
- E. To control the distribution of funds collected.
- F. To employ such persons as it may deem necessary for the successful prosecution of the objects of UWLC.
- G. To give at least once a year a full and complete report of its activities at a meeting of the members of UWLC.
- H. To Borrow money and contract debts if necessary to accomplish the purposes of UWLC.
- I. To arrange for an annual professional audit of the books of UWLC.
- J. To promulgate policies and procedures of UWLC, copies of which shall be available for all funded Agencies.

### **SECTION 6**

No person shall serve more than three (3) consecutive full terms on the Board. After a year off of the Board, a person may be permitted to return as a member of the Board.

## **ARTICLE V – OFFICERS**

### **SECTION 1**

- A. The officers of UWLC shall be President, Vice-President, Secretary and a Treasurer, who shall be elected by and from the Board of Trustees after a slate of officers has been presented to them from the nominating committee.
- B. In addition thereto, the Board of Trustees may employ an Executive Director.

### **SECTION 2**

All officers are elected by the Board of Trustees for terms of one year and until their successors are elected and qualified. Officers need not be on the Board of Trustees.

### **SECTION 3**

The duties of the officers shall be:

- **PRESIDENT** – To preside at all meetings of the members and Board of Trustees; to appoint all committees unless otherwise directed; to call special meetings whenever he/she deems it necessary and to carry out such other duties as needed.
- **VICE-PRESIDENT** – To perform the duties of the President in the event of his/her absence, resignation or inability to perform his/her duties.
- **TREASURER** – The Treasurer, under the direction of the Board of Trustees, shall have custody and charge of the funds of UWLC, and shall keep, or cause to be kept, a record thereof. The Treasurer shall deposit, or cause to be deposited, all funds in the name of UWLC such depositories as may be designated by the Board of Trustees. The Treasurer shall also disburse the funds of UWLC upon order of the Trustees, and shall have other responsibilities and duties as may be prescribed by the Trustees.
- **SECRETARY** - The Secretary shall: (i) take or cause to be taken minutes of all meetings of the members and of the Board; (ii) see that all notices are duly given in accordance with the provisions of this Code of Regulations or as required by law; (iii) be custodian of all records and reports of the Board; (iv) keep a register of the members and their contact information; (v) in general, perform all duties incident to the office of Secretary; and (vi) perform such other duties as may be delegated from time to time by the Board. Upon expiration of his or her term of office, the Secretary shall deliver all books, papers, money and property of UWLC in his or her control to the successor Secretary or the President.
- **EXECUTIVE DIRECTOR** – Under the authority of the Board of Trustees, the Executive Director shall be responsible for the general direction of the affairs and operations of UWLC in accordance with the policies laid down by the Board. He/she shall give notice of all meetings, and perform such other duties as the Board of Trustees shall decide.

#### **SECTION 4 – BONDING, INDEMNIFICATION, AND INSURANCE**

- A. The Executive Director, President, Secretary, Treasurer, and all staff of the United Way shall give bond with approved surety for the faithful performance of duties in such amounts as shall be fixed by the Board of Trustees.
- B. Indemnification. To the fullest extent not prohibited by applicable law, UWLC shall indemnify each person who, by reason of being or having been a Trustee or officer of UWLC, is named or otherwise becomes or is threatened to be made a party to any threatened, pending or completed civil, criminal or administrative action, suit, investigation or proceeding (or claim or other matter therein), and UWLC by the Board of Trustees may indemnify any other person as deemed proper by the Board of Trustees, against any and all costs and expenses (including attorney fees, judgments, fines, penalties, amounts paid in settlement, and other disbursements) actually and reasonably incurred by or imposed upon such person in connection with any action, suit, investigation or proceeding (or claim or other matter therein), whether civil, criminal, administrative or otherwise in nature, with respect to which such person is named or otherwise becomes or is threatened to be made a party by reason of being or at any time having been a Trustee, officer, employee or other agent of or in a similar capacity with UWLC, or by reason of being or at any time having been, at the direction or request of UWLC, a director, Trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, limited liability company, trust, venture or other entity or enterprise including any employee benefit plan. Such indemnification, if appropriate, shall become effective upon the written request of the officer, Trustee, former officer or former Trustee and shall not require any additional action of the Board for approval. Such indemnification is conditioned upon the cooperation of the officer, Trustee, former officer, former Trustee or other indemnified person with UWLC in the investigation and defense of the matter.

Each request or case of or on behalf of any person who is or may be entitled to indemnification pursuant to Article V, Section 4(b), shall be reviewed by the Board of Trustees, and indemnification of such

person shall be authorized by the Board of Trustees only if it is determined by the Board of Trustees that indemnification is proper in the specific case, and, notwithstanding anything to the contrary in this Code of Regulations, no person shall be indemnified to the extent, if any, it is determined by the Board of Trustees or by written opinion of legal counsel designated by the Board of Trustees for such purpose that indemnification is contrary to applicable law. Such indemnification is conditioned upon the cooperation of the person with UWLC in the investigation and defense of the matter. Such indemnification shall be conditioned upon the cooperation of the person seeking indemnification.

- C. Insurance. The Corporation may, as the Board of Trustees may direct, purchase and maintain such insurance on behalf of any person who is or at any time has been a Trustee, officer, employee or other agent of or in a similar capacity with UWLC, or who is or at any time has been, at the direction or request of UWLC, a director, Trustee, officer, administrator, manager, employee, member, advisor or other agent of or fiduciary for any other corporation, partnership, limited liability company, trust, venture or other entity or enterprise including any employee benefit plan, against any liability asserted against and incurred by such person

## **ARTICLE VI - STANDING COMMITTEES**

### **SECTION 1 – CAMPAIGN CABINET**

- A. The Campaign Cabinet of UWLC shall consist of a Campaign Chair and/or Co-Chair who shall be approved by the Board of Trustees, President, Executive Director, and such additional persons as the aforementioned Campaign Cabinet members may name.
- B. The duties of the Campaign Cabinet shall be to supervise and direct the campaign for funds subject to the supervision and direction of the Board of Trustees.

### **SECTION 2 - ALLOCATIONS COMMITTEE**

- A. The Allocations Committee shall consist of a number of members deemed advisable by the Board of Trustees but not less than seven (7) nor more than fifteen (15) and shall be appointed by the President with the approval of the Board. The President shall be a member of said committee, unless he/she declines, in which event an alternative member shall be chosen.
- B. Members appointed to the Allocations Committee will be representative of the geographic, economic, cultural and other interests of Logan County.
- C. Once formed, the Allocations Committee shall annually appoint a Chair for the purposes of conducting its meetings and reporting to the Board of Trustees.
- D. The duties of the Allocations Committee shall be to consider and make recommendations in regard to all matters pertaining to special appropriations; to study the budgets of all of the funded agencies recommending allowances, increases or reductions of budgets and payments to agencies in accordance with these budget allowances and all other matters incident thereto. All acts of the Allocations Committee shall be subject to the final approval of the Board of Trustees.

### **SECTION 3 – EXECUTIVE COMMITTEE**

The Executive Committee shall act for and on behalf of the Board of Trustees when the Board is not in session, but shall be accountable to the Board for its actions. It shall be composed of the President, Immediate Past President, Vice President, Treasurer and one additional Board member appointed by the Board. The President shall chair the Executive Committee. If the Immediate Past President cannot or does not wish to serve, the Executive Committee shall select another Board member to serve in his/her place.

#### **SECTION 4 – FINANCE COMMITTEE**

The Finance Committee shall review and monitor the finances of UWLC and make recommendations and reports to the Board of Trustees. The Finance Committee shall consist of the President, Vice President, Treasurer and two members of the United Way appointed by the President. The Treasurer shall chair the Finance Committee.

#### **SECTION 5 – ADDITIONAL COMMITTEES**

Additional Committees may be appointed by the President with the approval of the Board of Trustees in accordance with needs and demands as determined by such Board.

#### **SECTION 6 – NOTICE OF MEETINGS**

Reasonable notice in writing or by electronic means shall be given to all committee members.

#### **SECTION 7 – ATTENDANCE AT COMMITTEE MEETINGS**

If any member of any Committee shall fail to attend three (3) successive meetings, the Committee Chair shall call such failure to his/her attention and if a satisfactory excuse is not received by the Chair at the next regularly scheduled Committee meeting, that individual shall cease to be a member of the Committee, and he/she shall be so notified.

### **ARTICLE VII - AGREEMENT WITH FUNDED AGENCIES**

#### **SECTION 1**

For the purpose of sharing the joint fund to be raised by UWLC, each Funded Agency so sharing shall:

- ~~A.~~ Use UWLC funds for specific projects that are in furtherance of UWLC's charitable purposes.
- B. Serve the needs of the community without restriction as to race, sex, religion or ethnic origin in one or more of these areas: health, welfare, education, or recreation;
- C. Avoid unnecessary duplication of the work of any existing funded agency of UWLC;
- D. Abide by the provisions of the Code of Regulations of UWLC
- E. Recognize that the Board of Trustees of UWLC may terminate the membership of any funded Agency or modify its funding allocation as set forth in Article VII, Section 2 herein.
- F. After being given full consideration and hearing, to accept the apportionment of funds made to it by the Allocations Committee and approved by the Board of Trustees.
- G. Maintain a responsible management, with a qualified board of unpaid directors or administrative committee which shall meet at least four times a year.
- H. Cooperate with other social agencies in preventing duplication of effort and in promoting effective service and efficiency and economy of administration.
- I. Keep complete and regular books of account open to inspection by a representative of UWLC.
- J. To submit to UWLC such other reasonable information concerning finances, program, etc., and in such form as the Board of Trustees or Allocations Committee may require.
- K. Abide by the rules and regulations promulgated by the Board of Trustees of UWLC.
- L. Provide the services and programs outlined in the Agency's funding request.
- M. Keep UWLC updated about fundraising activities taking place in Logan County throughout the year and any substantial changes in operations.

#### **SECTION 2 - TERMINATION**

The agreement with Funded Agencies shall be binding from year to year unless the Funded Agency or UWLC gives written termination notice to the contrary to the other party, at least three (3) months before the opening day of the current financial campaign. Moreover, the Board of Trustees may at any time terminate the membership of a Funded Agency or modify its funding allocation. Said termination or modification shall

require a two-thirds (2/3) vote of the members present at any regular or special meeting of said Board of Trustees, provided that such funded Agency and each Trustee of UWLC shall have at least ten (10) days-notice of such meeting and contemplated action in writing or by electronic data transmission, and provided further that at the Trustees meeting, said funded Agency shall have an opportunity to be heard and present its position on the question.

## **ARTICLE VIII – GENERAL PROVISIONS**

### **SECTION 1 - DESIGNATIONS**

Any contributor may designate the Funded Agency or Agencies to which he/she desires his/her subscription to be credited and said Agency or Agencies shall receive the amount so designated.

## **ARTICLE IX – MEETINGS**

### **SECTION 1 – MEMBERSHIP MEETINGS**

There shall be an Annual Meeting of the membership on or before April 30th each year at such time and place as the Board of Trustees shall determine, for the purpose of electing the Board of Trustees, receiving reports and transacting any business resented to it. Additional meetings of members maybe held on call of the Board of Trustees and must be called upon petition in writing of fifteen (15) or more members. Reasonable notice of said meeting shall be given to members publishing in a newspaper having general circulation in Logan County, Ohio and by electronic data transmission.

### **SECTION 2 - BOARD OF TRUSTEES**

- A. The organization meeting of the Board of Trustees shall be held annually within thirty (30) days after the annual membership meeting or as soon after the annual meeting of the membership as may be possible, for the purpose of electing officers, appointing committees and transacting such other business as may come before it.
- B. Regular Meetings of the Board of Trustees shall be held at least four times yearly with reasonable notice of such meetings, which may be in writing or by electronic data transmission.
- C. Special Meetings of the Board of Trustees may be called at any time by the President and shall be called on the written request of three members of the Board with reasonable notice of such meetings, which may be in writing or by electronic data transmission.

### **SECTION 3 - STANDING COMMITTEES**

The Campaign Cabinet, Executive Committee, Finance Committee and Committee shall meet upon call of their chairperson or the President.

## **ARTICLE X - QUORUM**

### **SECTION 1 - MEMBERS**

Those members present shall constitute a quorum for any meeting for which reasonable notice has been given.

### **SECTION 2 - BOARD OF DIRECTORS**

A majority of members of the Board of Trustees present at any meeting, regular or special, shall constitute a quorum.

### **SECTION 3 - COMMITTEES**

A majority of the committee members present at any meeting shall constitute a quorum.

## **ARTICLE XI – MAJORITY VOTE**

At all meetings of the membership, Board of Trustees and committees, a majority vote shall be required to take action on any matter and the chairperson shall vote only to break a tie.

## **ARTICLE XII - AMENDMENT OF REGULATIONS**

This Code of Regulations 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. That the proposed amendment shall have first been approved by the Board of Trustees OR shall have been signed by at least nine (9) members.
- B. The time, place and purpose of the meeting shall be published at least ten (10) days before the meeting in a newspaper having general circulation in Logan County, Ohio. The notice shall advise members where printed copies of the proposed changes shall be available.
- C. Per United Way Worldwide Membership Standards, the Code of Regulations will be reviewed by the Board of Trustees at least once every three years.

## **ARTICLE XIII - DISTRIBUTION OF ASSETS**

Upon the dissolution of UWLC, the Trustees shall, after paying or making provisions for the payment of all liabilities of UWLC, dispose of all of the assets of UWLC exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Trustees shall determine. Any assets not so distributed shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XIV - ROBERT'S RULES OF ORDER**

The rules contained in the most recent edition of "Robert's Rules of Order" shall govern all meetings of UWLC including the trustee and committee structure to which they are applicable in addition to any special rules of order UWLC may adopt.

## **ARTICLE XV – CONFLICTS OF INTEREST**

All Board members and Allocations Committee members are asked to annually declare and sign UWLC's Conflict of Interest policy, which has been approved by the Board of Trustees.

### **Code of Regulations**

**ADOPTED:** April 25, 2017

### **COMMITTEE MEMBERS**

Josh Stolly, Chair  
Dave Bezusko  
Renee Marker  
Janet Siders  
Kyle Springs

Original Code adopted: September 20, 1955

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