

# Bylaws of

## United Way of Southeast Alaska

### ARTICLE 1 -- NAME AND PURPOSE

- Section 1:* Name. The name of the organization is United Way of Southeast Alaska. It is a nonprofit 501(C) 3 organization incorporated under the laws of the State of Alaska.
- Section 2:* Purpose and Vision. United Way of Southeast Alaska is organized to improve lives and communities in Southeast Alaska. The vision of the organization is to implement a community impact-based United Way program capable of addressing individual needs and improving lives by organizing the caring powers of our communities. To serve this vision, the organization:
- Partners with business, government, and nonprofit sectors to identify and solve urgent community problems.
  - Partners with United Way member agencies to provide a network of care and community impact.
  - Links donors and volunteers with the issues they care about.

### ARTICLE II -- BOARD OF DIRECTORS

- Section 1:* Board Role, Size, Composition. The Board is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the President and committees. The Board shall have up to 21 and no fewer than seven members. The Board receives no compensation other than reasonable expenses.
- Section 2:* Meetings. The Board shall meet monthly, at an agreed-upon time and place. An official board meeting requires that each board member receive notice at least one week in advance.
- Section 3:* Special Meetings. Special meetings shall be called upon the request of the Chair or one-third of the Board. The notice of any special meeting shall state the purpose(s) of the proposed meeting. Business transacted at all special meetings shall be restricted to those subjects. Special meetings may be conducted in person, by teleconference, or via email.
- Section 4:* Quorum. The participation in person, by teleconference, or via email of not less than a majority of the voting directors constitutes the quorum necessary for business to be transacted or motions to be made or passed.

- Section 5:* Executive Sessions. All meetings of the Board will be open to the public, including representatives of recipient agencies. However, the Board may, by two-thirds vote, convene in executive session for a reason stated before convening. The following excepted subjects may be discussed in an executive session:
- (1) Matters the immediate knowledge of which would clearly have an adverse effect on the finances of the corporation;
  - (2) Personnel matters including subjects that tend to prejudice the reputation and character of a person; however, the person may request a public discussion;
  - (3) Matters discussed with an attorney for the corporation, the immediate knowledge of which could have an adverse effect on the legal position of the corporation.
- No official action may be taken in executive session.
- Section 6:* Board Elections. Election of directors occurs at the first meeting of the calendar year and shall fill expired terms. A two-thirds majority vote is required to grant Board membership.
- Section 7:* Terms of Office. Directors shall be elected to the Board for overlapping three-year terms, and are eligible for re-election. Outgoing board members may elect to serve on United Way committees and task forces.
- Section 8:* Vacancies. When a vacancy on the Board exists, nominations for new members may be presented by current Board members at a Board meeting. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. No vacancy shall continue for longer than six months.
- Section 9:* Ex-officio Board Members. Four ex-officio members of the Board may be appointed, consisting of the current campaign chair and vice-chair and representatives of two member agencies. Ex-officio members will serve alternating two-year terms to a maximum of six years. One ex-officio member will represent large agencies and the other will represent small agencies. Agency size is determined by gross budget amounts. Large agency shall have a budget of greater than one million, five hundred thousand dollars. Small agency shall have a budget less than one million, five hundred thousand dollars.
- Section 10:* Nomination. The Board Development Committee shall invite Board members to recommend candidates for open Board of Director positions. The Board Development Committee shall nominate candidates for Board Directors at the December Board meeting, seeking to preserve the diversity and balance necessary to enable United Way of Southeast Alaska to provide policy guidance on the broad spectrum of community issues. New Directors shall be elected by the Board at the January Board meeting.

Board terms shall be staggered so as to preserve an equal balance of members whose terms will expire in any one year.

*Section 11:* Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Chair. Cause for removal from the Board shall include three consecutive unexcused absences from Board meetings. A Board member may be removed for this and other reasons by a three-fourths vote of all the remaining directors.

*Section 12:* Officers and Duties. The officers shall be Chair, Chair-Elect, Secretary and Treasurer, all of whom shall be members of the Board. The Board Development Committee shall nominate a slate of Board officers at the January Board meeting. In addition, any Board member may nominate a candidate for office from the floor at the January meeting. However, to be considered, the nominee must agree to serve the post prior to the Board's vote. The officers shall be elected by the Board at the January Board meeting. All officers shall hold office for one year, at which time their successors will be elected. The Chair-Elect will assume the presidency after one year on the executive committee. The officers' duties are as follows:

The **Chair** shall convene regularly scheduled Board meetings, and shall preside or arrange for other officers to preside at each meeting in the following order: Chair-Elect, Secretary and Treasurer. Together with the President, the Chair shall create the agendas for meetings, shall make appointments to standing committees, and shall perform other duties incidental to the office of Chair.

The **Chair-Elect** shall assume the duties of the Chair during the Chair's absence, shall assist the Chair in the performance of leadership functions, shall chair the Board Development Committee, and shall perform other duties incidental to the office of Chair-Elect.

The **Secretary** shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, distributing copies of minutes to each Board member, shall chair the Personnel Committee, and shall assure that corporate records are maintained.

The **Treasurer** shall make a report at each Board meeting. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, and make financial information available to Board members and the public. The Treasurer shall review the audits or independent financial reports of the agency to ensure accuracy.

*Section 13:* Officer Vacancies. When a vacancy among the Board officers exists, nominations for new officers may be presented by current Board members at a Board meeting. Candidates must be current members of the Board. Vacancies will be filled to the end of the resigning officer's term.

*Section 14:* Bonding. The Board of Directors may require the Treasurer, or any other officer or any employee of the organization to be bonded.

### ARTICLE III - COMMITTEES

Section 1: Committees of the Board: The Board may create committees as needed. There shall be four standing committees: Executive, Finance, Personnel and Board Development. The Board shall, by resolution, establish the membership and duties of each standing committee except the Executive Committee. The Chair may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the corporation. No such committee shall have the authority of the Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the corporation; amending the Articles of Incorporation; restating Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed upon the Board or any director by law. [AS§10.20.111] All standing committees shall report to the full board at the next regularly scheduled meeting of the board. Any actions taken on behalf of the board by the Executive Committee shall be ratified by the full board at the next regularly scheduled meeting.

Section 2: Executive Committee: There is established the Executive Committee, composed of the Chair, the Chair-Elect, the immediate Past Chair, the Secretary and Treasurer. The Executive Committee shall have and may, when sitting in quorum composed of a majority of the Executive Committee members, exercise the powers of the Board between meetings of the Board as described in and limited by the preceding paragraphs. Any member of the United Way of Southeast Alaska Board may attend meetings of the Executive Committee.

Nothing herein shall prevent the Executive Committee from entering into an Executive Session and thereby limit attendance in the best interests of the Organization.

- Section 3: Finance Committee. The Treasurer chairs the Finance Committee, which is responsible for developing and reviewing fiscal procedures and the annual budget, with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board. The fiscal year is defined as the twelve month period ending August. The Treasurer will submit monthly reports to the Board. Changes to the budget will be presented to the Board periodically. The financial records of the organization shall be made available to Board members, member agencies and the public.
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- Section 5: Board Development Committee. The Chair-Elect chairs the Board Development Committee, which shall be appointed by the Board to represent diverse aspects of the community. Committee members shall serve one-year terms. The committee shall be responsible for developing nominees for board election, board committees, and planning for board training and leadership development.
- Section 6: Other Committees. Other committees not having and exercising the authority of the Board in the management of the corporation may be appointed by the Chair. Except as otherwise provided in such resolution, the Chair of the board shall appoint the members thereof. Any member thereof may be removed, without cause stated, by the person or persons authorized to appoint such member whenever, in the judgment of the appointing authority, the best interests of the corporation shall be served by such removal.

#### ARTICLE IV -- PRESIDENT AND STAFF

- Section 1:* President. The President serves as the principal professional resource and fiscal agent appointed and employed by the Board of Directors. The President serves at the pleasure of the Board. Within the framework of the organization's policies and by-laws, the President has the authority to take necessary action to direct the day-to-day operations of UWSEAK, including supervising staff and implementing the organization's goals and

Board policy. The President will attend all Board meetings, report on the progress of the organization, answer questions of Board members, and carry out the duties outlined in the job description. The Board may designate other duties as necessary.

#### ARTICLE V -- FUNDING POLICIES

*Section 1:* The Board of Directors reviews and adopts fund distribution policies and guidelines related to member agencies, allocations, and emergency funding. Revisions to these policies require a two-thirds majority vote.

#### ARTICLE VI -- NONDISCRIMINATION

*Section 1:* The directors, officers, committee members, volunteers, employees and member agencies of this organization shall be selected entirely on a nondiscriminatory basis with respect to age, gender, race, religion, or national origin.

#### ARTICLE VII -- AMENDMENTS

*Section 1:* These Bylaws may be amended when necessary by a two-thirds majority vote of the full Board of Directors. Proposed amendments must be sent out with regular Board announcements.

I hereby certify that the foregoing Bylaws were amended by a two-thirds majority vote of the Board of Directors of United Way of Southeast Alaska on January 24, 2015

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Karen Crane  
Board Chair, Board of Directors  
United Way of Southeast Alaska

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William C. Peters  
Secretary, Board of Directors  
United Way of Southeast Alaska

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Karen Crane  
Board Chair, Board of Directors  
United Way of Southeast Alaska



William C. Peters  
Secretary, Board of Directors  
United Way of Southeast Alaska