

**BYLAWS**

**GOVERNING THE**

**UNITED WAY OF PENNSYLVANIA**

**AMENDED BY ITS MEMBERSHIP**

**AUGUST 27, 2015**

## UNITED WAY OF PENNSYLVANIA BYLAWS

### ARTICLE I - Guiding Principles

**Section 1. Vision** - United Way of Pennsylvania envisions a Commonwealth where all individuals and families achieve their human potential through education, income stability, and healthy lives. It believes this can be accomplished by building and sustaining a United Way network committed to community impact, collaboration, and results.

**Section 2. Mission** - To assist and champion the efforts of local United Ways in advancing the common good.

#### Section 3. Strategic directions

- A. To provide strong leadership to maximize funds raised and resources available to United Ways.
- B. To establish an aggressive leadership role in influencing public policy of vital interest to member United Ways.
- C. To make available support and technical services valued by United Ways.
- D. To increase the visibility and enhance the image of the United Way system.

### ARTICLE II - Membership

**Section 1. Types** - Membership shall be of three types: (1) Individual Members; (2) Organization Members; and (3) Local United Way Organizations.

**Section 2. Fee Structure and Schedule** - The fee structures and schedule of payment(s) for Individual, Organization, and Local United Way Members shall be established by resolution of the Board of Directors.

#### Section 3. Individual Members and Organization Members

- a. **Individual Members** - Any resident of Pennsylvania, upon payment of fees in accordance with the fee structure and schedule established pursuant to Section 2., may be an Individual Member.
- b. **Organization Members** - Any local, state, or federal governmental agency and/or any organization, other than a Local United Way organization, operating within the Commonwealth, whose purposes are consistent with those of United Way of Pennsylvania, upon payment of fees

**Commented [KR1]:** Big picture question which attorney will need to help answer- do we need any amendments based on the sole member subsidiary structure of PA 211? For example, recognition of relationship, reserved powers, connection to UWP board, annual meeting for PA 211 with UWP as sole member?

**Commented [k2R1]:** Asked attorney if we need specific amendments for the merger - she said no, but indicated that the board should think about a resolution authorizing some subset of the Board to act on behalf of UWP as the sole member of PA 211

**Commented [k3R1]:**

**Commented [KR4]:** Review, determine if updates are needed to better capture our current work.

**Commented [k5R4]:** Based on Board conversation, we are going to defer this until we complete a strategic planning process in 2020.

in accordance with the fee structure and established schedule pursuant to Section 2., may be an Organization Member.

c. Duration All memberships shall be on an annual basis.

#### **Section 4. Local United Way Organizations**

a. Definition Any organization operating within the Commonwealth, other than an organization described in Article II, Section 3.b., which calls itself United Way, United Fund or Community Chest; which is organized for the purpose of funding and supporting health and human services; which is in compliance with all appropriate laws and regulations pertaining to nonprofit charitable enterprises; and which is not in territorial dispute with another United Way organization at the time of initiating membership.

b. Qualification Every Local United Way Organization (hereinafter sometimes referred to as "Local(s)") that is in compliance with the fee structure and schedule established pursuant to Section 2. shall automatically be a member of the United Way of Pennsylvania (hereinafter "UWP").

c. Representation At annual meetings and special meetings during which the business of UWP is conducted, each Local that is a member of UWP is entitled to be represented by the Local's chief volunteer officer (CVO), chief professional officer (CPO) or an alternate designated by the chief volunteer officer (hereinafter sometimes referred to as "alternate(s)").

d. Voting Privileges The Locals shall be the voting members of UWP, and shall elect the Board of Directors of UWP, in accordance with the procedure set forth in Article VI, Section 1(a). In regard to all other matters, the Locals' CVOs or their alternate, or CPOs shall vote on such proposals and resolutions as are properly presented to them at a duly constituted meeting of the membership. Each Local shall be entitled to one vote, irrespective of the number of its representatives in attendance.

### **ARTICLE III. Meetings**

Section 1. Annual - The Annual Meeting of the UWP shall be held in each calendar year on such date and at such place as may be fixed by the Board of Directors. Whenever used in Articles IV and V of these bylaws with reference to the terms of members of the Board of Directors or Officers, the word "year" shall mean the interval between Annual Meetings of the electing body as the case may require.

Section 2. Notice - Annual Meetings or special meetings shall be called with at least thirty (30) days advance notice to the delegates given by mail of the time, place, purpose of the meeting, and requesting a return card that specifies the name of the delegate at the time of the Annual Meeting.

Section 3. Quorum - If at least twenty-five percent (25%) of the total number of member local United Ways is present at any Annual Meeting, a quorum for the transaction of business shall exist.

### **ARTICLE IV. Board Of Directors**

Section 1. Responsibility - The goals, programs and policies of the organization shall be determined and effectuated by the Board of Directors. The corporate powers, property and affairs of the organization, subject to the limitations contained in these bylaws, shall be exercised, conducted and controlled by this body.

**Section 2. Number** - The Board of Directors shall consist of no less than ~~twenty-seven (27)~~ twenty-one (21) and no more than ~~forty-one (41)~~ twenty-nine (29) members. ~~At the conclusion of each Annual Meeting, no less than one third of the Board composition must be chief professional officers of a local United Way organization. Up to one third of the Board composition may be members-at-large. The remainder of the board shall be comprised of members-at-large and United Way volunteers. At least half of the board shall have an affiliation with a local United Way member organization.~~

**Commented [KR6]:** Is this the right size?

**Commented [k7R6]:** At the board meeting, we discussed no less than 21 and no more than 29.

**Commented [KR8]:** I would like to change these proportions to allow more members at-large, and reduce the complement of United Way chief professional officers.

**Commented [k9R8]:** Board meeting discussion provided some direction which I have attempted to capture in new wording. Please review and see if you agree.

### **Section 3. Categories & Duration**

a. **Regular Members** - Regular members of the Board of Directors are chief professional officers, other United Way staff or United Way volunteers. Regular members shall be elected for terms of three years, except when one- or two-year terms are necessary to provide for the expiration, each year, of the terms of an approximately equal number of such members. No regular member of the Board shall serve more than two successive three-year terms, except that this limitation shall not apply to a nominee for Chairman of the Board, a Chairman of the Board during a term or terms of office, or a past Chairman of the Board during the year immediately following a term of that office.

b. **Members-at-Large** - A representative of any public or private organization who is a United Way supporter, or of an organization which offers a strategically beneficial relationship to support the United Way of Pennsylvania mission, may be elected to serve as a member-at-large. Members-at-Large of the Board of Directors shall be elected for terms of one year. No member-at-large of the Board shall serve more than six successive one-year terms, except that this limitation shall not apply to a nominee for Chairman of the Board, a Chairman of the Board during a term or terms of office, or a past Chairman of the Board during the year immediately following a term of that office.

c. **Resignation** - If a member of the Board cannot complete his or her term, a resignation must be submitted to the Chair in writing.

**Section 4. Organization and Regular Meetings** - An organizational meeting of the Board of Directors shall be held immediately after the last Board meeting of the calendar year. The Board of Directors shall elect the Officers from the list prepared by the Nominating Committee and other nominations made at the meeting by any Director. Nevertheless, the Board, at any regular or special meeting, may fill vacant offices, remove officers and/or elect new officers. The Board shall hold not fewer than four (4) meetings (including the organizational meeting) each year. The Board can conduct business via conference call. Three (3) consecutive absences from said meetings may be considered by the Board as equivalent to resignation.

**Section 5. Special Meetings** - Special meetings of the Board of Directors may be called by the Chairman of the Board and may also be called upon the request of the Executive Committee.

**Section 6. Notice** - A notice of the time, place and purpose of each meeting shall be provided electronically to each member of the Board at least five (5) days prior to the meeting date provided that such notice may be waived in writing by any member either before or after such meeting.

**Section 7. Quorum** - If ~~a majority of the total membership of the Board is present at any meeting, a quorum for the transaction of business shall exist.~~ No action shall be taken except by an affirmative vote of at least two-thirds of those present at a meeting or a majority of the total Board, whichever is less.

**Commented [KR10]:** Consider lowering quorum threshold for a board the size of ours.

**Section 8. Unanimous Written Consent** - Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents, which may be in

**Commented [k11R10]:** I think the board conversation pointed toward keeping it at 50% but allowing it to be 50% of the members of the board seated. Attempted to capture that in the wording here.

electronic form, shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 9. Procedures - The Board of Directors shall adopt policies to govern its procedures, and shall provide for standing and other committees of the organization and such other matters as are within its competence.

Section 10. Vacancies - The Board Chair may recommend a candidate to fill a Director vacancy until the next annual meeting. This recommendation shall be subject to approval by a majority of the remaining members of the Board. The time served in filling a vacancy shall not be counted as a part of the period of limitation of Board membership under Article IV, Section 3. If a vacancy occurs in an officer position, all remaining officers will advance to the next open position and the Executive Committee will fill the vacancy in assistant treasurer from among the Directors and that person shall serve until the next organizational meeting.

Section 11. Expectations - All members of the Board of Directors will adhere to a set of expectations as outlined in the Board policy statement and Code of Ethics.

Section 12. Removal - The board may remove any Officer or Director by a vote of three-fourths of all Directors then in office, at any regular or special meeting of the board. The Officer or Director shall be provided notice of the time and place of board action, and the Officer or Director shall be given an opportunity to be heard before the matter is considered by the Board.

Section ~~12~~ 13. Compensation - No board member shall receive any compensation for his/her service as such; however, by resolution of the Board of Directors, board members may be reimbursed for reasonable expenses incurred in connection with the performance of his/her duties. Nothing contained in these Bylaws shall prevent any board member from serving United Way of Pennsylvania in any other capacity and receiving proper compensation therefore.

## **ARTICLE V. Officers**

Section 1. Officers - The officers of the organization shall be a Chairman of the Board, a Vice Chairman, Treasurer and an Assistant Treasurer, who shall be elected by and from the Board of Directors. The terms of office in every case shall extend from one organizational meeting to the next. No officer shall serve more than three consecutive terms. A Secretary shall be designated as provided in Article VIII.

Section 2. Duties - The Chairman of the Board shall preside at all meetings of the members, the Board of Directors and Executive Committee. The Chairman of the Board shall appoint the members of those committees provided in these bylaws and such other committees as may be authorized or directed by the Board of Directors or Executive Committee. The Chairman of the Board shall be, ex-officio, a member of all committees and may attend and vote at all committee meetings. The other duties of the Chairman of the Board and the duties of the Vice Chairman, Treasurer, and Assistant Treasurer shall be those usually pertaining to such offices and such other duties as may be imposed upon them by the Board of Directors.

## **ARTICLE VI. Nominations and Elections**

### Section 1. Procedure

- a. Directors - The Nominating Committee shall annually prepare a slate of nominees for the positions of Directors whose terms are expiring and those appointed between Annual Meetings to fill a vacancy. Nominees shall be representative, to the extent possible, of the population and

geographic areas of the state. Write-in candidates other than those proposed by the Nominating Committee shall be permitted, provided that those nominated shall have given their permission, to be placed in nomination. The slate of nominees proposed by the Nominating Committee and a ballot shall be distributed electronically to all locals at least thirty (30) days before the Annual Meeting. The chief professional officer shall cast the ballot for his or her Local. Directors shall be elected by a majority of the ballots cast and received by UWP in advance of the Annual Meeting. Results of the election shall be announced at the Annual Meeting.

b. Officers - Officers shall be elected at an organizational meeting of the Board of Directors immediately following the last board meeting of the calendar year. The Nominating Committee shall annually prepare a slate of nominees for officers, which shall be presented at the organizational meeting. Nominations from the floor shall be permitted, provided that those nominated shall have given their permission to be placed in nomination.

#### **ARTICLE VII. Committees**

Section 1. Executive Committee - The Chairman of the Board shall appoint, subject to the approval of the Board, up to six (6) members of the Board of Directors who are not Officers and who, together with the Officers, shall constitute the Executive Committee. A majority of members of the Executive Committee shall constitute a quorum. As permitted by Section 7731 (a) of the Nonprofit Corporation Code, or its equivalent in later Statutes, the Executive Committee shall assume duties assigned to it by the Board of Directors, and it shall act for the Board of Directors between meetings of the Board for purposes of transacting such corporate business as may be needed. All actions of the Executive Committee shall be consistent with policies adopted by the Board of Directors and shall be reported at the next meeting of the Board of Directors.

Section 2. Nominating Committee - Within four (4) months after election, the Chairman of the Board shall appoint a Nominating Committee consisting of a chairperson and not less than five (5) other members of the Board of Directors. The Nominating Committee shall submit nominations for members of the Board of Directors and officers.

Section 3. Finance Committee - The treasurer shall chair the Finance committee, which is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget. 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 or Executive Committee. The Finance Committee shall give a report at every Board meeting.

Section 4. Other Committees - Standing and special committees may be appointed as needed. The chair of each committee shall be a member of the Board of Directors; other committee members need not be Directors.

#### **ARTICLE VIII. President**

Section 1. President - There shall be a President who shall be the chief administrative officer of the organization and responsible for the direction and management of its affairs under such general rules and regulations and policies as shall be adopted by the Board of Directors or the Executive Committee within the scope of their respective functions. The President shall be appointed by the Board of Directors under such terms as shall be mutually agreed upon, and serve at the pleasure of the Board of Directors. The President shall be the Secretary of the Corporation, Board of Directors and the Executive Committee, but shall not vote as a member of any of these bodies.

## **ARTICLE IX. Indemnification**

Section 1. The UWP shall indemnify each, Director or Officer of the UWP, or of any entity that the individual is serving as a CVO, CPO, Director or Officer at the request of the UWP, and the individual's heirs, executors or administrators, to the extent permitted by law, against all judgments, fines and liabilities, and/or shall reimburse the individual for all reasonable expense, including, but not limited to, court costs, attorneys' fees and any and all amounts paid in any settlements, which judgments, fines, liabilities and expense were incurred or expended in connection with any claim suit, action or proceeding, whether civil, criminal, administrative or investigative, in which the individual was involved because of anything the individual may have done or may have omitted to do as a Director or Officer of the UWP or of any entity that the individual may have served as Director or officer at the request of the UWP, provided that such indemnification and/or reimbursement may be made only if it is determined as hereinafter set forth that such indemnification and/or reimbursement should be made. Such indemnification and/or reimbursement shall not extend or apply to any amount paid by such individual to the UWP itself. Said indemnification and/or reimbursement may only be made if it is determined, with the advice of counsel for the UWP, by members of the Board of Directors not involved in the claim or proceeding, or by a disinterested person or persons named by said members of the Board of Directors not involved in the claim or proceeding:

- (1) That the Director or Officer acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the UWP, and with respect to any criminal action or proceeding, had no reasonable cause to believe the individual's conduct was unlawful;
- (2) That the amount of the proposed indemnification and/or reimbursement is reasonable;
- (3) That the proposed indemnification and/or reimbursement is just and proper, and can legally be made by the UWP under then existing law;
- (4) That the indemnification and/or reimbursement shall be made by the UWP in an amount specifically determined.

The UWP shall have the power to buy and to maintain insurance on behalf of the Directors and Officers of the UWP, and any individual serving at the request of the UWP as a Director or Officer of another entity, against liability incurred in any such capacity, or arising out of the individual's status as such CVO, Director or Officer.

The foregoing right of indemnification shall supplement any other rights that an individual may have as a matter of law.

Section 2. Nothing herein shall be construed to extend the indemnification provided for by Section 1 to cover judgments, fines, liabilities and expenses incurred or expended by reason of the actions or inaction of the Directors or Officers in their capacity as officers of the Local United Way Organizations only and not in their capacity as representatives of the Locals to UWP.

Section 3. Wherever used in this Article, the terms "Directors or Officers" shall also include an alternate properly designated by a CVO to act in his or her stead, whenever the alternate is so acting, and at no other time.

## **ARTICLE X. Personal Liability of Directors**

Section 1. No director or committee member of this corporation shall be personally liable for any action or omission unless the director or committee member has breached or failed to perform the duties of his

office as described in 42 Pa C.S. 8363, said breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Nothing in this by-law shall be construed to impose a greater standard of liability on said director or committee member than is set forth in Pennsylvania Act 1986-57 (42 Pa. C.S. 8332.2). This section shall apply retroactively to any action or omission occurring on or after January 27, 1987.

## **ARTICLE XI. EXEMPT PURPOSES**

### ***Operations as an Exempt Organization:***

The Corporation has been organized as an independent non-profit institution and shall be organized and operated exclusively for charitable, educational and scientific purposes. The Corporation shall not enter into any agreement, nor shall its directors or officers adopt any resolution or bylaw, take any action or carry on any activity by or on behalf of the Corporation, not permitted to be entered into, taken or carried on by (a) an organization that is described in Section 501(c)(3) of the Code, (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Code, and (c) an organization subject to the Solicitations of Charitable Funds Act, 1963, Aug. 9, P.L. 628, Section 1, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of its directors, officers, or other private persons, except that the Board of Directors shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II, hereof.

The Corporation is not intended to, and in no event shall, devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise; and, in addition, the Corporation shall neither contact, nor urge the public to contact, members of any legislative body for the purpose of proposing, supporting, or opposing legislation; nor advocate the adoption or rejection of legislation.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall distribute the Corporation's property and assets to such other one or more exempt organizations under Section 501(c)(3) of the Code as, in the sole judgment of the Corporation's Member, have purposes closely allied to those of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such exempt purposes of such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XI. Amendment**

Section 1. These bylaws may be amended by an affirmative vote of the majority of chief professional officers from member organizations, or their alternates. The vote may occur at any Annual Meeting, special meeting called for the purpose of amending bylaws, or by ballot distributed electronically to all members. Notice of the proposed amendment, including the text thereof, shall be mailed to the CVOs, CPOs, or the Directors, as appropriate, at least thirty (30) days in advance and shall be included in the call of the meeting.

## **ARTICLE XII. Conflict of Interest Policy**

Section 1. Definition - A conflict of interest may exist when the interests or concerns of any director, officer or staff member, or said person's immediate family, or any party, group or organization in which said persons holds a position as an employee, officer, director or partner, may be seen as competing with the interests or concerns of the United Way of Pennsylvania.

**Commented [KR12]:** This is a new section, consistent with language recommended by attorney that helped with PA 211's revised bylaws. Will require re-numbering of subsequent sections.



Section 2. Disclosure - Each member of the Board of Directors and staff of United Way of Pennsylvania must disclose in writing to the Board any possible conflict of interest. This disclosure must be updated annually.

Section 3. Compliance - When such conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested director shall bring it to the attention of the Board. The interested director will retire from the room in which the Board is meeting and will not participate in any discussion or vote on such matter.

#### **ARTICLE XIII. Nondiscrimination Policy**

The United Way of Pennsylvania shall not discriminate on the basis of race, color, religious creed, ancestry, union membership, age, sex, sexual orientation, national origin, mental or physical challenge, and/or any other characteristic protected by federal, state or local law.

This policy shall apply to any person served membership on the Board of Directors, and staff employment.

- (1) Article IX Section 1 - added by Board 9/23/87
- (2) Article IV Section 1 and 2 - amended by Board 3/16/88
- (3) Article I Section 6.c. & 6.e. - amended by CVO's at Annual Meeting 4/22/88  
Article II Section 2 and 3 - amended by CVO's at Annual Meeting 4/22/88  
Article V Section 2 and 3.a. - amended by CVO's at Annual Meeting 4/22/88  
Article III Section 4 and 5 - amended by Board 4/22/88  
Article XI Section 1 and 2 - amended by Board 4/22/88
- (4) Article III Section 2, Number 1 - amended by Board 3/8/89  
Article III, Section 3.c. - added by Board 3/8/89  
Article V, Section 1 - amended by Board 3/8/89
- (5) Article IV, Section 1 - amended by Board 1/30/91  
Article IV, Section 2 - amended by Board 1/30/91
- (6) Article I, Section 2 - amended by Board 3/29/93  
Article I, Section 3 - amended by Board 3/29/93  
Article I, Section 3.a. - amended by Board 3/29/93  
Article I, Section 3.b. - amended by Board 3/29/93  
Article I, Section 4.a. - amended by Board 3/29/93  
Article I, Section 4.b. - amended by Board 3/29/93
- (7) Article III, Section 2 - amended by Board 3/18/94  
Article VI, Section 1 - amended by Board 3/18/94  
Article XI, - added by Board 3/18/94  
Article XII, - added by Board 3/18/94
- (8) Article I Section 1 - added by Board 5/16/97  
All Articles Re-numbered - amended by Board 5/16/97  
Article II Sections 4.c. & e. - amended by Board 5/16/97  
Article III Sections 1, 2 and 3 - amended by Board 5/16/97  
Article IV Section 2 and 9 - amended by Board 5/16/97  
Article IV Section 3.c. deleted - amended by Board 5/16/97  
Article IV Section 10 added - amended by Board 5/16/97  
Article V Section 1 - amended by Board 5/16/97  
Article VI Section 1 - amended by Board 5/16/97  
Article VII Section 2 - amended by Board 5/16/97  
Article VII Sections 3 & 4 - added by Board 5/16/97  
Article IX Sections 1, 2 & 3 - added by Board 5/16/97  
Article XI Sections - amended by Board 5/16/97
- (9) Article II Section 4.c. – amended by Board 4/26/99  
Article IV Section 10 – amended by Board 4/26/99  
Article IV Section 11 – added by Board 4/26/99  
Article VII Section 3 – deleted by Board 4/26/99  
Article X Section 1 – amended by Board 4/26/99
- (10) Article 1 Section 2 - revised by Board 4/27/00  
Article IV Section 2 - amended by Board 4/27/00  
Article VII Section 1 - amended by Board 4/27/00
- (11) Article I Section 1 – amended by the Membership 8/27/2015  
Article 1 Section 2 – amended by the Membership 8/27/2015  
Article IV Section 2 – amended by the Membership 8/27/2015  
Article IV Section 3.a. – amended by the Membership 8/27/2015  
Article IV Section 3.b. – amended by the Membership 8/27/2015  
Article IV Section 3.c. – added by the Membership 8/27/2015  
Article IV Section 4 – amended by the Membership 8/27/2015  
Article IV Section 6 – amended by the Membership 8/27/2015

**Article IV Section 7 – amended by the Membership 8/27/2015**  
**Article IV Section 8 – added by the Membership 8/27/2015**  
**Article IV Section 9 – Numbering Change due to Addition of Article IV Section 8**  
**Article IV Section 10 – Formerly Section 9 – amended by the Membership 8/27/2015**  
**Article IV Section 11 – Formerly Section 10 – amended by the Membership 8/27/2015**  
**Article IV Section 12 – Formerly Section 11 – amended by the Membership 8/27/2015**  
**Article V Section 1 – amended by the Membership 8/27/2015**  
**Article VI Section 1.a. – amended by the Membership 8/27/2015**  
**Article VI Section 1.b. – amended by the Membership 8/27/2015**  
**Article VII Section 3 – added by the Membership 8/27/2015**  
**Article VII Section 4 – Numbering Change due to addition of a new Article VII Section 3**  
**Article XI Section 1 – amended by the Membership 8/27/2015**  
**Article XIII – amended by the Membership 8/27/2015**  
**Article XIII – Section Numbers deleted by the Membership 8/27/2015**