

**RESTATED BYLAWS**

**OF**

**UNITED WAY OF GREATER HIGH POINT, INC.**

**A NON-PROFIT CORPORATION**

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## **ARTICLE I: IDENTIFICATION**

### **SECTION 1. NAME.**

The name of the organization shall be UNITED WAY OF GREATER HIGH POINT, INC.

### **SECTION 2. OFFICE.**

The principal office shall be in the State of North Carolina, located at such place in the City of High Point, Guilford County, North Carolina as designated by the Board of Director.

## **ARTICLE II: PURPOSE**

The purposes for which the corporation is organized are:

- a) To assess on a continuing basis the need for human service programs; to seek solutions to human problems; to assist in the development of new, or the expansion or modification of existing, human service programs; to promote preventive activities, and foster cooperation among local, state and national agencies serving the community.
- b) To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community and reduce the number of appeals for financial support for services.
- c) To deploy United Way financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs of the community, including those supplied by organizations not now receiving United Way financing.
- d) To muster community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the community.
- e) To manage United Way operations effectively, and to offer assistance to agencies as appropriate.
- f) To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.
- g) To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.
- h) To engage in all lawful activity not inconsistent with the Articles of Incorporation.

## **ARTICLE III: BOARD OF DIRECTORS**

### **SECTION 1. GENERAL POWERS.**

Except as otherwise provided in the Articles of Incorporation or in these Bylaws, all the corporate powers shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number such powers as they may see fit.

### **SECTION 2. NUMBER, NOMINATIONS, ELECTIONS AND TERM.**

- a) **Number and Qualification:** The number of Directors shall not be less than eighteen (18) nor more than thirty-six (36). Any member is eligible for membership on the Board. The Board of Directors shall include the Chairperson, the Chairperson-Elect/\_assistant secretary, the Secretary, and the Treasurer of the corporation, the Chairperson of the Campaign Committee, the Chairperson of the Community Impact Committee, the Chairperson of the Board Development Committee, the Chairperson of Children's Initiatives Committee, Chairperson of the Marketing and Communications Committee and the Chairperson of the Personnel Committee. The other remaining members of the Board of Directors shall be At Large Directors, nominated and elected as set forth below.
- b) **Nominations:** At least twenty (20) days prior to the Annual Meeting, the Board Development Committee shall present to the Board of Directors a slate of nominees to be elected to serve on the Board of Directors as At Large Directors at the Annual Meeting. Other candidates may be nominated by the members of the Board of Directors from the floor to be added to those selected by the Board Development Committee, provided that the nominee's willingness to serve has been determined in advance of the nomination.
- c) **Elections:** Each of the At Large Directors shall be elected at the Annual Meeting by the vote of a majority in number of the members present. The directors shall be divided into three classes, one-third (1/3) of which shall be elected approximately each year.
- d) **Term:** The term of each Director shall be for a period of three (3) years. Election of Directors shall be at the Annual Meeting of the membership of the corporation except as provided for in Section 3 of this Article. No Director shall serve more than two (2) consecutive three (3) year terms provided; however, a Director elected to fill a partial term of a Director who has resigned or is removed may complete two (2) consecutive three (3) year terms subsequent to the expiration of the partial term for which such Director is elected or appointed, provided further, that the Board may waive such limitation and permit a third three-year term where deemed necessary to fill a key leadership position.
- e) **Vacancies:** Any vacancy occurring in the Board of Directors may be filled at any time by the affirmative vote of a majority of the remaining Directors even though less than a quorum. A Director so elected to fill a vacancy shall serve such term consistent with these Bylaws as may be determined by the Board of Directors.

**SECTION 3. CHANGE IN SIZE.**

The Board of Directors shall have the right to increase and decrease within the limits set forth in Section 2(a) above the number of Directors by vote of a majority of the Directors present at a properly called meeting of the Board of Directors. In the event the number of Directors is increased, then the existing Board of Directors shall elect the additional Directors by vote of a majority of the Directors present at a properly called meeting of the Board of Directors, and such additional Directors shall serve until the next annual meeting or until their successors are elected and assume their duties. In all instances, a balance of the classes serving one, two and three year terms will be maintained.

**SECTION 4. RESIGNATIONS.**

Directors may resign at any time by giving written notice of such resignation to the Chairperson of the Board of Directors. Unexcused absence from three (3) consecutive meetings of the Board of Directors shall constitute a voluntary resignation subject to the Director's right to request waiver by the Board of Directors. Board members are expected to attend every meeting and should contact the Chairperson when unable to attend. The Secretary is responsible for taking roll at each meeting and for maintaining attendance records and enforcing this provision of the by-laws.

**SECTION 5. REMOVAL.**

Removal of Directors shall be by the affirmative vote of a majority of the Board of Directors present at any regular or any special meeting called for that purpose and for such reason as may be satisfactory to the Board of Directors. Any Board member proposed to be removed shall be entitled to at least two (2) weeks written notice of any meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

**SECTION 6. CHAIRPERSON OF THE BOARD OF DIRECTORS.**

The Chairperson of the Board of Directors shall be the Chairperson of the corporation and shall preside at all meetings of the Board of Directors and shall perform all other such duties as are incident to that office or may properly be required of him/her by the Board of Directors. The Chairperson shall be, ex officio, a member of all committees.

**SECTION 7. AGENCY EXECUTIVE REPRESENTATIVE ON BOARD**

The Agency Executive representative on the board is elected by all the member agency executives. This person will not have voting power on the board. This position will also not be counted in the total number of board members and not counted when determining a quorum.

**SECTION 8. UNITED WAY AFFILIATE REPRESENTATIVE ON BOARD**

The United Way Affiliate representative can sit on our board. An affiliate can include United Way of North Carolina and United Way of America. This person will not have voting power on the board. This position will also not be counted in the total number of board members and not counted when determining a quorum.

**ARTICLE IV: STANDING COMMITTEES**

**SECTION 1. BOARD DEVELOPMENT COMMITTEE.**

There shall be a Board Development Committee of up to seven (7) members appointed by the Chairperson and approved by the Chairperson of the Board of Directors and including the immediate past Chairperson of the Board, and the Chairperson-Elect.

- a) The Board Development Committee shall nominate persons to fill all vacancies to be voted upon by the membership at its annual meeting. The Committee shall also present to the Board of Directors at the annual meeting of the membership of the corporation nominees for officers of the corporation and submit from time to time nominations to the Board of Directors for filling vacancies as they arise. A replacement to fill a vacancy in the Chairperson of the Board Development Committee shall be named by the Chairperson of the Board.
- b) The Board Development Committee shall: identify, recruit and nominate candidates for:
  - i) Board of Directors
  - ii) Chairperson of the Board
  - iii) Chairperson of Community Impact Committee
  - iv) Chairperson of United Way Campaign Committee
  - v) Chairperson-Elect/Assistant Secretary
  - vi) Treasurer
  - vii) Chairperson of the Board Development Committee
  - viii) Chairperson of the Personnel Committee
  - ix) Chairperson of Children's Initiatives Committee
  - x) Secretary
  - xi) Assistant Treasurer
  - xii) Campaign Chairperson-Elect
  - xiii) Chairperson of the Marketing and Communications Committee
- c) New Board Members should plan to attend an orientation program presented by the Board Development Committee-

## **SECTION 2. CAMPAIGN COMMITTEE.**

The Campaign Committee, under the leadership of the Chairperson, shall develop and implement the annual fund raising campaign.

## **SECTION 3. FINANCE COMMITTEE.**

There shall be a Finance Committee composed of a Treasurer who will serve as chairperson of the Finance Committee. Potential members of the Finance Committee should include the Chairperson of the Board of Directors, the Chairperson-Elect, the President, the assistant Treasurer, the Chairperson of Community Impact, the Chairperson of Children's Initiatives.

It shall be the duty and responsibility of the Finance Committee:

- a) To oversee the collections of pledges to the United Way and to make sure the United Way funds are invested at the highest possible return until need for distribution and to report monthly on the financial condition of the corporation.

- b) To recommend for Board approval an accounting firm and supervise and review the preparation of the United Way's annual certified audits; and report such to the Board of Directors of the United Way.
- c) To recommend to the Board the annual operating budget of the United Way and to monitor it regularly.
- d) To monitor and report periodically on the strategic and endowment funds.
- e) To monitor and report periodically on the condition of the property, plant and equipment of the Corporation.
- f) To perform such other duties as may be delegated to it by the Board of Directors.

**SECTION 6. COMMUNITY IMPACT COMMITTEE.**

There shall be a Community Impact Committee (CIC) consisting of not less than seven (7) people who oversee the community impact operations to assure its effectiveness and efficiency. The CIC will consist of the chairpersons and vice-chairpersons of the Panel Review Teams and such members of the Board of Directors whose interest and/or skills are consistent with the community impact duties. The Chairperson of the CIC will not be a current chairperson or vice-chairperson of any of the Panel Review Teams. The Chairperson of the CIC will appoint the Vice-Chairperson of the CIC, who is not restricted from being the chairperson or vice-chairperson of an Panel Review Team. Membership on the CIC is not limited to current members of the Board of Directors.

The duties of the Community Impact Committee include, but are not limited to the following:

- a) Conduct the annual allocation review process of member agencies to include the review of the agencies operations, management, finances and outcomes. Consider matters pertaining to the increase or reduction of United Way funding of Partner Agencies and their individual programs. Develop a funding recommendation for the Partner Agencies for the Board of Directors.
- b) When indicated by the Board of Directors, conduct process of reviewing agency applications for Partner Agency status and based on the requesting agency's qualifications, develop recommendations for new agency's qualifications, develop recommendations for new agency membership for presentation to the Board of Directors. Two months prior to the scheduled public request for agency membership applications, develop and submit a recommendation to the Board of Directors regarding whether or not to open the process for new agency membership for that year.
- c) In accordance with the Appeals Policy, conduct the initial review of all appeals and make a recommendation of their decisions to the Board of Directors that relate to member agency allocations.
- d) Consider all matters pertaining to the establishment and maintenance of operating agreements, partnerships and joint ventures with member and non-member community health and human service agencies and organizations, excluding those partnerships and joint ventures established by the Children's Initiatives Committee.



- e) Prepare and recommend to the Board of Directors those policies, agreements and procedures of the United Way of Greater High Point (UWGHP) that pertain to Partner Agency relations and activities. Monitor Partner Agency compliance with UWGHP policies, agreements and procedures and recommend to the Board of Directors such actions that are necessary to address any violations of the policies, agreements and procedures.
- f) Promote the health and welfare of the community through the continuous monitoring of the community's human service needs and assets. At the direction of the Board of Directors, periodically conduct a formal community assessment along with select community partners to determine community human service needs/priorities and the most effective means to employ and/or create community assets/capacity to meet those needs/priorities. Recommend actions and directions in these regards to the Board of Directors.
- g) Function as a public policy forum, providing input, support and/or response to the public policy issues affecting the local delivery of health and human services.

**SECTION 7. CHILDREN'S INITIATIVES COMMITTEE:**

There shall be a Children's Initiatives Committee consisting of a Chairperson and its members. The duties of the Children's Initiatives Committee shall include oversight of the Success By 6, Bridges to Success, Vital Connections, and any other targeted children's initiatives. The Committee will engage in strategic planning, collaboration, program implementation, and funding decisions for each initiative, with recommendations submitted to the Board of Directors for final approval. Consider all matters pertaining to the establishment and maintenance of operating agreements, partnerships and joint ventures with member and non-member community health and human service agencies and organizations, excluding those partnerships and joint ventures established by the Community Impact Committee.

**SECTION 9. PERSONNEL COMMITTEE:**

There shall be a Personnel Committee consisting of a Chairperson and its members. The duties of the Personnel Committee shall include monitoring the United Way's personnel, compensation and benefit policies, conducting surveys and reviewing the quality of work life of employees. The Committee's efforts will result in competitive efficient, innovative and cost effective policies and procedures that meet the needs of philosophy, mission, goals and values of the United Way of Greater High Point.

**SECTION 10. EXECUTIVE COMMITTEE:**

- a) The Executive Committee shall be composed of the Chairperson of the Board of Directors, the Chairperson -elect, past Chairperson of the Board, Secretary, Treasurer, Assistant Treasurer, Chairperson of the Community Impact Committee, Chairperson of the Campaign Committee, Campaign Chairperson-Elect, Chairperson of the Marketing and Communications Committee and Chairperson of the Children's Initiatives Committee.
- b) The Executive Committee shall have such duties and authority as are from time to time delegated to it by the Board of Directors and shall meet at such time and place as may be

designated by the Chairperson of the Board. The Executive Committee shall have the power to act for the Board of Directors, but cannot modify any action taken by the Board.

**SECTION 11. MARKETING AND COMMUNICATIONS COMMITTEE.**

There shall be a Marketing and Communications Committee consisting of a chairperson and its members. The duties of the Marketing and Communications Committee shall include but are not limited to the following:

- a) Monitor our marketing and communications efforts.
- b) Help identify and strengthen our branding and graphics standards.
- c) Assist in the development and approval of key marketing messages for upcoming campaigns.
- d) Identify and implement new strategies for year-round marketing of the United Way brand and message.

**SECTION 12. OTHER COMMITTEES**

The Chairperson of the Board of Directors may, from time to time, appoint such standing committees, committees of the Organization, special committees, or task forces as are authorized by the Board of Directors. Volunteers and professionals from the members shall be considered for service on such committees, except as may be precluded by the law of the State of Incorporation.

**SECTION 11. COMMITTEE MEMBERS.**

All committee members shall be appointed by the Chairperson of the respective committee and approved by the Chairperson of the Board of Directors with the exception of the Executive Committee, which is composed entirely of officers.

**ARTICLE V: MEETINGS OF BOARD OF DIRECTORS**

**SECTION 1. ANNUAL MEETING.**

An annual meeting of the Board of Directors of this corporation shall take place within ninety (90) days after the end of each fiscal year of the corporation on a date determined by the Board of Directors, at a place in our service area designated by the Chairperson of the Board of Directors. Notice of the time and place of such meeting shall be given in writing at least two (2) weeks in advance, unless such actual notice is not required by the laws of the State of North Carolina or these Bylaws for the validity of the Directors' actions at such meeting.

**SECTION 2. QUORUM.**

A quorum to transact business at any meeting of the Board of Directors shall consist of the lesser of fifteen (15) or a simple majority in number of the members of the Board of Directors.

**SECTION 3. REGULAR MEETINGS.**

The Board of Directors shall hold regular meetings at such times as are designated by the Chairperson of the Board of Directors. At least ten (10) days advance written notice shall be given for each meeting, unless such actual notice is not required by the laws of the State of North Carolina or these Bylaws for the validity of the Directors' actions at such meeting.

**SECTION 4. SPECIAL MEETINGS.**

Special meetings of the Board of Directors for a specific purpose may be called at any time by its Chairperson or by the request of at least five (5) members of the Board of Directors. The specific purpose must be stated in the notice and no other business shall be transacted thereat. Unless actual notice is not required by the laws of the State of North Carolina or these Bylaws for the validity of the Directors' actions at any such special meeting, notice must be given not less than forty-eight (48) hours prior to any special meeting. Such notice may be given by any usual means of communication. Meetings shall be held at the principal office of the corporation at such time as shall be fixed by the Chairperson or the Board of Directors members calling the meeting.

**SECTION 5. TELEPHONE MEETING.**

Any one or more Directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other. Participation by telephone shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

**SECTION 5. ATTENDANCE.**

All Board of Directors members are expected to attend all meetings. See Article III, Section 4 concerning deemed voluntary resignations as a result of the unexcused absence from three (3) consecutive meetings of the Board of Directors.

**SECTION 6. MANNER OF ACTING.**

Except as otherwise provided in these Bylaws, the act of the majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION 7. PRESUMPTION OF ASSENT.**

A member of the Board of Directors of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless a contrary vote is recorded or the board member's dissent is otherwise entered in the minutes of the meeting or unless a written dissent to such action is filed with the person acting as the secretary of the meeting before the adjournment thereof or such dissent is forwarded by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

**SECTION 8. INFORMAL ACTION BY DIRECTORS.**

Action taken by a majority of the Board of Directors without a meeting is nevertheless a Board of Directors action if written consent to the action in question is signed by all the members of the Board of Directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

## **SECTION 9. CODE OF ETHICS.**

All members of the Board of Director shall sign a Code of Ethics statement, attached hereto as Exhibit A and incorporated herein by reference as if fully set forth herein.

## **SECTION 10. CONFLICT OF INTEREST.**

- a) A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the Board of Directors actions which involve or could ultimately harm or benefit financially: (i) the individual; (ii) any member of their immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (iii) any organization in which they or an immediate family member is a director, trustee, officer, member, partner are more than a 10% shareholder. Service on the board or staff of another not-for-profit corporation funded by United Way may but does not, in itself, constitute a conflict of interest.
- b) New Board of Director members shall complete an Annual Disclosure Form, attached hereto as Exhibit B and incorporated herein by reference as if fully set forth herein. United Way will use the Disclosure Form results to place the volunteer on Committees or Panels of their interest and expertise while, at the same time, avoiding placements that would place the volunteer in a potential conflict of interest situation.
- c) Current Board of Director members shall complete an Annual Disclosure Form in May of each year during their service as a volunteer. In addition, it is the responsibility of each volunteer to update information during the year should circumstances warrant.
- d) A Board of Director member shall disclose to the Board of Directors a conflict of interest: (a) prior to voting on or otherwise discharging their duties with respect to any matter involving the conflict which comes before the Board, (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the volunteer learns of the conflict; and (d) on the Annual Disclosure Form. A Board of Directors volunteer who is a member of a funded provider agency board will be sensitive to representing either party in a leadership role at a joint meeting and therefore, as appropriate, will delegate responsibility to either another member of the board or team member.
- e) When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee thereof.
- f) The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, if requested by the Board or committee, that person shall provide the Board or committee with any or all relevant information.
- g) The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final

discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

- h) A copy of this conflict of interest statement shall be furnished to each director, officer and staff member who is serving the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers and staff members.

## **ARTICLE VI: MEMBERS**

### **SECTION 1. CATEGORIES OF MEMBERS.**

There shall be three (3) categories of Members of the corporation as follows: Advisory Members, Contribution Members, and Corporate Agency Partners. Membership in this corporation is based on criteria provided in these Bylaws.

### **SECTION 2. ADVISORY MEMBERS.**

Past Chairpersons of the Board of Directors, past Campaign Chairpersons, and members of the High Point Alexis de Tocqueville Society shall be Advisory Members. In addition, the Executive Committee may select up to ten additional persons, who represent the corporate community, to serve three year terms.

### **SECTION 3. CONTRIBUTING MEMBERS.**

Any person, firm or corporation making a contribution to the annual United Way campaign shall be a Contributing Member of the corporation for the ensuing budget year.

### **SECTION 4. AGENCY PARTNERS.**

Partner Members shall be those agencies which have been granted partnership status through the admission process of the UNITED WAY OF GREATER HIGH POINT. Agency membership status in UNITED WAY OF GREATER HIGH POINT, INC. by the Agency shall be for voluntary fund raising and community planning purposes only, and shall in no way affect the authority or powers now vested in the governing Board of the Agency.

### **SECTION 5. ANNUAL MEETING.**

The annual meeting of the membership shall be held within ninety (90) days of the close of the fiscal year, for the purpose of electing Directors and the transacting of such other business as may come before the members of the corporation.

### **SECTION 6. MEETINGS.**

Special meetings of the Members may be called by the Chairperson of the Board, at least five (5) members of the Board of Directors, or a petition signed by twenty (20) of the contributing members.

### **SECTION 7. PLACE OF MEETINGS.**

The Board of Directors may designate any place within our service area for the annual meeting or for any special meetings called under the provisions of these Bylaws.

### **SECTION 8. QUORUM.**

The Members present at any meeting under this article shall constitute a quorum for such meeting.

### **SECTION 9. PROXY.**

No one shall be permitted to vote by proxy or by mail at any meeting of the Members. Nominations from the floor shall be received and voted upon in conjunction with Nominating Committee's slate. All floor nominations must be seconded.

## **ARTICLE VII: OFFICERS**

### **SECTION 1. ELECTION.**

The Members shall elect or appoint the Officers of the corporation annually. Such election or appointment shall regularly take place at the annual meeting of the Directors; provided, however, that the election of the corporation may consist of the Chairperson of the Board, Committee Chairpersons, the Secretary, Treasurer, Committee Chairperson-Elects and Chairperson-Elect.

### **SECTION 2. ADDITIONAL OFFICERS.**

The Board of Directors may appoint such other Officers in addition to the Officers in this Article VII expressly named as they shall deem necessary, who shall perform such duties as may be prescribed from time to time by the Board of Directors or by the President.

### **SECTION 3. DUTIES.**

The duties of the several officers shall be as follows:

- a) **President/Chief Operating Officer:** The President, hired by and responsible to the Board of Directors, who shall have demonstrated ability as an executive, skilled in community organization, planning, and administrative and campaign direction. The President shall be an ex officio member of all standing committees. The President shall:
  - i) Be responsible for the administration of the United Way office and employ, by and with the approval of the Board of Directors in accordance with the personnel standards of the United Way, such staff members as may be necessary.
  - ii) Cause to be kept the minutes of the meetings of the organization and Board, and shall keep the organization's records and documents.
  - iii) Prepare and recommend the operating budget of the United Way.
  - iv) Carry out plans and policies authorized by the Board of Directors.
  - v) Report at least annually to the Board of Directors and make other reports as the officers of the Board may request.
  - vi) Furnish information and staff assistance to all United Way committees and boards.
  - vii) Exercise and perform such other powers and duties as may be assigned by the Board of Directors.

- viii) Shall attend all meetings of the Board and the Executive Committee unless excused.
- b) **Chairperson of the Board.** The duties of the Chairperson of the Board shall be in keeping with ARTICLE III, SECTION 6 of these By-Laws.
- c) **Chairperson-Elect and Assistant Secretary.**
- i) In addition to the duties of a regular Board member, the Chairperson-Elect shall be elected by the Board of Directors at its Annual Meeting and prepare for the office of Chairperson.
- ii) An Assistant Secretary, shall, in the event of the Secretary's absence or inability to act, perform the duties and functions of the Secretary.
- d) **Secretary.** The Secretary shall attend sessions of the Board and all meetings of the members, record the minutes of all proceedings in a book to be kept for that purpose, give or cause to be given notice of all meetings of the Board of Directors and perform such other duties as may be prescribed by the Board of Directors and President.
- e) **Treasurer.** The Treasurer shall have the custody of the corporation's funds and shall keep full and accurate accounts of receipts and disbursements and shall promptly deposit all monies and other valuable effects in the name and to the credit of the corporation in such depository as may be designated by the Board of Directors. The treasurer shall disburse the funds of the corporation as may be ordered by the Board, demand proper vouchers for such disbursements and shall render to the President and Directors at a regular meeting of the Board, or whenever they may require, an account of all the treasurer's transactions and of the financial condition of the corporation. The Treasurer and such other individual as may be designated by the Board are required to furnish a security bond in an amount determined by the Board, the premium of which shall be paid by the corporation.
- f) **Assistant Treasurer.** The Assistant Treasurer, if appointed, shall, in the event of the Treasurer's absence or inability to act, perform the duties and functions of the Treasurer.

## **ARTICLE VII: INDEMNIFICATION**

### **SECTION 1. RIGHT OF INDEMNIFICATION.**

To the fullest extent from time to time permitted by law, every person who at any time serves or has served as a director, officer or employee shall be entitled as a matter of right to be indemnified by the corporation against liability and litigation expense, including reasonable attorney fees, paid or incurred by such person in connection with any actual, threatened, pending or completed claim, action, suit or proceeding, civil, criminal, administrative, investigative or other, whether brought by or in the right of the corporation or otherwise (herein called "claim"), in which such person may be involved, as a party or otherwise, arising out of such person's status as such or such person's activities in any of the foregoing capacities. "Liability" shall include

amounts of judgments, excise taxes, fines, penalties, and amounts paid in settlement whether before or after any such claim is filed. The corporation will not indemnify any such person against such liability or litigation expense incurred on account of such person's activities which were at the time taken known or believed by such person to be clearly in conflict with the best interests of the corporation.

#### **SECTION 2. RIGHT TO ADVANCEMENT OF EXPENSES.**

To the fullest extent from time to time permitted by law, the corporation will advance to such person litigation expenses, including reasonable attorney's fees, as incurred by such action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation against such expenses.

#### **SECTION 3. RIGHT OF SUCH PERSON TO BRING SUIT.**

If a written claim for indemnification is made under this Article and such written claim is not paid in full by the corporation within thirty (30) days after such written claim has been received by the corporation such person may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim, and, if successful in whole or in part, such person shall also be entitled to recover to the fullest extent from time to time permitted by law from the corporation such person's reasonable costs, expenses and attorney's fees in connection with the enforcement or rights of indemnification granted herein. It shall be a defense to any such action that the conduct of such person was such that under North Carolina law the corporation would be prohibited from indemnifying such person for the amount claimed, but the burden of proving such defense shall be on the corporation. The Board of Directors of the corporation (or independent legal counsel appointed by the Board of Directors), within thirty (30) days after receipt of a written claim for indemnification shall take all such action as may be reasonably necessary to make good faith determination as to whether such person is entitled to have the claim for indemnification paid; provided, however, such determination shall not be a defense to any action brought under this Section or create a presumption that such indemnification would be prohibited by law.

#### **SECTION 4. INSURANCE.**

The corporation may purchase and maintain insurance to protect itself and any such person against any such liability or expense asserted against or incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against such liability and expense by law or under the provisions of this Article.

#### **SECTION 5. INDEMNIFICATION AGREEMENTS.**

The corporation may enter into agreements with any such person, which agreements may grant rights to any such person eligible to be indemnified hereunder or create obligations of the corporation in furtherance of, different from, or in addition to, but not in limitation of, those provided in this Article upon approval of the Board of Directors.

#### **SECTION 6. NON-EXCLUSIVITY, NATURE AND EXTENT OF RIGHTS.**

The rights of indemnification and advancement of expenses provided for in this Article (i) shall not be deemed exclusive of any other rights, whether now existing or hereafter created, to which



those seeking indemnification may be entitled under any agreement, bylaw or charter provision, vote of the Board of Directors, or any law or otherwise, (ii) shall be deemed to create contractual rights in favor of such persons entitled to indemnification hereunder, (iii) shall continue as to such persons who have ceased to have the status pursuant to which they were entitled or were denominated as entitled to indemnification hereunder and shall inure to the benefit of the spouses, heirs, assigns and legal representatives of such persons entitled to indemnification, and (iv) shall be applicable to claims made after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof.

#### **SECTION 7. PARTIAL INDEMNIFICATION.**

If any such person is entitled under any provision of this Article to indemnification by the corporation of a portion, but not all of the liability and litigation expenses resulting from an actual, threatened, pending or completed claim, the corporation shall nevertheless indemnify such person for the portion thereof which such person is entitled.

#### **SECTION 8. LIMITATION OF LIABILITY.**

To the fullest extent that the laws of the State of North Carolina in effect on the date of the adoption of this Bylaw or as thereafter amended permit elimination or limitation of the liability of any such person who at any time serves or has served as a director, officer, or employee of the corporation, no such person shall be personally liable for monetary damages as such for any action taken, or any failure to take any action as such. The provisions of this Section shall be deemed to be a contract with each such person who serves as such at any time while these provisions are in effect and each such person shall be deemed to be serving as such in reliance on the provisions contained herein.

#### **SECTION 9. SEVERABILITY.**

If any provisions of this Article shall be held to be invalid, illegal or unenforceable for any reason (i) such provision shall be invalid, illegal or unenforceable only to the extent of such prohibition and the validity, legality and enforceability of the remaining provisions of this Article shall not in any way be affected or impaired thereby, and (ii) to the fullest extent possible, the remaining provisions of this Article shall be construed so as to give effect to the intent manifested by the provision held invalid, illegal or unenforceable.

#### **SECTION 10. AMENDMENT, ALTERATION OR REPEAL.**

This Article may be amended, altered or repealed at any time by a three-fourths (3/4) majority of the entire Board of Directors of the corporation; and provided further, any such amendment, alteration or repeal of this Article which shall operate prospectively only and shall not limit in any way the indemnification provided for herein with respect to any action taken or failure to act, occurring prior thereto.

### **ARTICLE VIII: MISCELLANEOUS**

#### **SECTION 1. DEBTS.**

No Officer, Committee, Director, Member, Agent or employee may incur any expenses or obligation chargeable to the corporation except as authorized by the Board of Directors.

#### **SECTION 2. SEAL.**

The seal of the corporation shall be circular in form and shall bear on its outer edge the words "UNITED WAY OF GREATER HIGH POINT, INC." and elsewhere thereon the words and figures "corporate seal", "1953" and "North Carolina". The Board of Directors may change the form of the seal or the inscription thereon at pleasure.

### **SECTION 3. DIRECTOR COMPENSATION.**

Directors shall serve without compensation.

### **SECTION 4. INVESTMENTS.**

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a member of the Board of Directors is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

### **SECTION 5. FISCAL YEAR AND AUDITS.**

- a) The fiscal year of the corporation shall be set by the Board of Directors.
- b) The books of the corporation shall be audited annually.

## **ARTICLE IX: AMENDMENTS**

Amendments to these Bylaws not inconsistent with the Articles of Incorporation or with applicable law can be made by the Board of Directors, in regular meeting assembled, either annual or special, and if special, then the purpose of the meeting with the proposed amendment or amendments must be stated in the call; provided, however, the vote of the majority of the Directors then in office shall be required to amend these Bylaws unless otherwise herein specified or required by law. Notification of proposed changes must be in writing and must be given ten (10) days prior to the date of the meeting.

The Bylaws should be reviewed by a committee appointed by the Chairperson of the Board of Directors every three years.

## **ARTICLE X: DISSOLUTION**

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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations except under Section 501(a) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court 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.

REVISION APPROVED BY THE BOARD OF DIRECTORS OF THE UNITED WAY OF GREATER HIGH POINT, INC. JUNE 24, 2008.

## **Exhibit A**

### United Way of Greater High Point Board of Directors

#### **CODE OF ETHICS**

As an organization of donors, United Way motivates and organizes people to work for a better life for all by meeting our community's most important human care needs. This requires inspiring and maintaining the highest levels of trust and integrity in carrying out the mission of the Board of Directors:

We develop resources and partnerships that make a measurable difference in people's lives.

Therefore, as a member of the Board of Directors I will:

- Commit to supporting the mission and helping to promote community understanding and support for United Way and the Board of Directors in every way I can.
- Represent, to the best of my ability, the interests of all United Way donors and the people in need of community support and assistance, rather than my own personal goals and issues.
- Declare any of my personal beliefs, business, personal and/or volunteer relationships that may conflict with representing those interests.
- Promote and practice open and honest communication, respecting the opinions of others that are different than my own.
- Practice discretion and sound judgment in communicating with others about my United Way work, recognizing that some issues with which we must deal are sensitive and can be subject to destructive misinterpretations.
- Prepare for meetings in which I am asked to contribute to a decision by studying information supplied by United Way and participating in training and educational sessions designed to enhance my volunteer job skills and understanding of community issues.
- Gain authorization from the Chair of the Board of Directors before speaking publicly as a United Way representative.

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Sign and print name

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Date

**BOARD OF DIRECTORS**  
**CONFLICT OF INTEREST POLICY**

Purpose: United Way of Greater High Point Board of Directors is made up of community volunteers. They are expected to make funding decisions and implement strategies solely in the best interest of the community, based on the knowledge they have. These policies are intended to guide the Board of Directors to identify and manage conflicts of interest they may rise in carrying out their responsibilities.

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence the Board of Directors actions which involve or could ultimately harm or benefit financially: (i) the individual; (ii) any member of their immediate family (spouse, parents, children, brothers or sisters, and spouses of these individuals); or (iii) any organization in which they or an immediate family member is a director, trustee, officer, member, partner are more than a 10% shareholder. Service on the board or staff of another not-for-profit corporation funded by United Way may but does not, in itself, constitute a conflict of interest.

New Board of Director members shall complete an Annual Disclosure Form. United Way will use the Disclosure Form results to place the volunteer on Committees or Panels of their interest and expertise while, at the same time, avoiding placements that would place the volunteer in a potential conflict of interest situation.

Current Board of Director members shall complete an Annual Disclosure Form in May of each year during their service as a volunteer. In addition, it is the responsibility of each volunteer to update information during the year should circumstances warrant.

A Board of Director member shall disclose to the Board of Directors a conflict of interest: (a) prior to voting on or otherwise discharging their duties with respect to any matter involving the conflict which comes before the Board, (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the volunteer learns of the conflict; and (d) on the Annual Disclosure Form. A Board of Directors volunteer who is a member of a funded provider agency board will be sensitive to representing either party in a leadership role at a joint meeting and therefore, as appropriate, will delegate responsibility to either another member of the board or team member.

When any conflict of interest is relevant to a matter requiring action by the Board of Directors, the interested person shall call it to the attention of the Board of Directors or its appropriate committee and such person shall not vote on the matter; provided, however, any Director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at the meeting of the Board of Directors or a committee thereof.

The person having the conflict shall retire from the room in which the Board or its committee is meeting and shall not participate in the final deliberation or decision regarding the matter under consideration. However, if requested by the Board or committee, that person shall provide the Board or committee with any or all relevant information.

The minutes of the meeting of the Board or committee shall reflect that the conflict of interest was disclosed and that the interested person was not present during the final discussion or vote and did not vote. When there is doubt as to whether a conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors or its committee, excluding the vote of the person concerning whose situation the doubt has arisen.

A copy of this conflict of interest statement shall be furnished to each director, officer and staff member who is serving the corporation. This policy shall be reviewed periodically for the information and guidance of directors, officers and staff members.

## Exhibit B

United Way of Greater High Point, Inc.

### ANNUAL DISCLOSURE FORM FOR BOARD OF DIRECTOR VOLUNTEERS

Enclosed is a copy of the Conflict of Interest Policy of United Way of Greater High Point's Board of Directors, which aligns directly with the policy for Officers and Directors of the United Way of Greater High Point, Inc. Please read the Policy and then complete the following and return it in the envelope provided.

Are you aware of any existing or potential contract or transaction between the United Way of Greater High Point and:

Yourself?                      Yes \_\_\_\_\_      No \_\_\_\_\_

Any member of your immediate family?      Yes \_\_\_\_\_      No \_\_\_\_\_

Any organization (business or not-for-profit) in which you or an immediate family member is a director, trustee, officer, member, partner or more than a 10% shareholder?

Yes \_\_\_\_\_    No \_\_\_\_\_

If you answer YES to any of the above, please describe the contract or transaction on the reverse side of this form.

A proposed contract or transaction between the United Way and you (or any person or entity described above) must be reviewed and approved by the United Way Executive Committee before it is honored by the United Way.

If a potential contract or transaction subject to this policy arises after your submission of this form, you have an affirmative duty to contact either the United Way of Greater High Point President or the United Way of Greater High Point Board Chair before the arrangements are final in order to allow prior review of the terms of the contract or transaction by the United Way Executive Committee.

If you are asked to vote or act on behalf of the United Way in a matter which could ultimately harm or benefit financially yourself, a member of your family or any organization (business or not-for-profit) in which you or a family member has a leadership position or owns a 10% or greater financial interest, you must refrain from voting or acting and immediately disclose the conflict to the people who are involved in making the decision or taking action on behalf of the United Way.

I certify that the foregoing information is true and complete to the best of my knowledge.

Date: \_\_\_\_\_, 2008                      Name: \_\_\_\_\_