

**UNITED WAY OF COLUMBIA COUNTY  
BY-LAWS**

**ARTICLE I  
NAME**

**The name of this corporation shall be United Way of Columbia County.**

**ARTICLE II  
NOT-FOR-PROFIT CORPORATION**

The corporation is a corporation as defined in Section 7103 of the Pennsylvania Nonprofit Corporation Law 1972 as amended.

**ARTICLE III  
PURPOSES**

1. The purposes for which this corporation is formed are:
  - a. To continually assess the need for human service programs; to seek preventative solutions to human problems; to assist in the development of new or existing human service programs; and foster cooperation among local, state and national agencies serving the community.
  - b. To develop financial resources, both governmental and voluntary, to meet the human service needs of the community and help mitigate appeals for financial support.
  - c. To acquire financial resources through grants, subsidies, or special gift plans to carry out planning, projects, programs, or services.
  - d. To deploy United Way financial and advocacy support to maximize the resources available for services aimed at urgent current needs of the community.
  - e. 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.
  - f. To manage United Way operations effectively, and to assist local organizations in the accomplishment of their service objectives; to understand thoroughly their plans, needs, and activities; and to offer counsel to them.
  - g. To allocate and distribute financial resources in support of programs and services in line with the objectives and priorities of the United Way of Columbia County and in accordance with the terms of agreement entered into by this United Way of Columbia County and participating organizations.
  - h. To establish or adopt, maintain, apply, and improve health, social welfare, and education service standards, including procedures for performance evaluation, and to increase the effectiveness, efficiency, relevance, and economy of operations of health, social welfare, and educational organizations.
  - i. To improve, promote, and facilitate interrelationships, coordination, and cooperation among organizations, groups, individuals, and beneficiaries concerned with health, social welfare, and educational programs and services.
2. No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing

or distributing of statements), any political campaign on behalf of any candidate for public office.

3. No part of the net earnings of this corporation shall benefit any Member, Trustee or individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the corporation, after providing for the debts and obligations, the remaining assets will not become the property of any private person but will be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501 (c)(3) and 509 (a)(1), (2) or (3) of the Internal Revenue Code of 1954.

#### **ARTICLE IV DURATION**

The period during which this corporation is to continue as a corporation is perpetual.

#### **ARTICLE V ADDRESS**

The area to be served by this corporation shall be Columbia County, Pennsylvania. The post office address of its principal office is Post Office Box 313, Bloomsburg, Pennsylvania 17815.

#### **ARTICLE VI BOARD OF TRUSTEES**

1. The affairs of this corporation shall be under the control of a Board of Trustees consisting of no less than 15 and no more than 21 persons, all of whom shall be volunteers and not paid personnel of this corporation, all of whom shall be at least 18 years of age, with a majority being residents of Columbia County, Pennsylvania.
2. The Board shall elect the Trustees for three-year terms. Unless approved by the Board, no person may serve more than two consecutive three-year terms except after an absence from the Board of one year. Vacancies on the Board may be filled by an appointment of the remaining Trustees for the balance of the unexpired terms.
3. The elected President of the Student United Way of Bloomsburg University will have an honorary seat on the Board. The Student will serve on the Board without voting rights.
4. A Trustee who misses three (3) consecutive meetings of the Board without valid cause or notification may be deemed to have submitted their resignation from the Board. The Executive Committee will make recommendations to the Board regarding the implementation of this policy.

**ARTICLE VII  
MEETINGS, NOTICES, QUORUM**

1. Trustees may participate in Board and/or Committee Meetings by telephone, conference or other electronic means so long as all are able to communicate with each other. This will constitute legal presence.
2. Meetings of the Board of Trustees of this corporation shall be held at least quarterly and additional meetings may be held on the call of the Chair or, if the Chair is absent or unable or refuses to act, by any officer, or by any five Trustees.
3. Annual Meetings: meetings of this corporation shall be held at such place and on such day and hour as the Board of Trustees may determine.
4. Special Meetings: members shall be called by the Board Chair or Secretary or at the request in writing or e-mail of one-third of the Trustees in office or as deemed necessary by the by-laws. Such request shall state the purpose of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
5. Notice: any annual meeting of the members stating the time when and the place where it is to be held shall be served personally or by mail, telephone or e-mail upon each member entitled to vote at such meeting, not less than ten or more than forty days before the meeting.
6. Notice: any special meeting of the members stating the time when and the place where it is to be held shall be served personally or by mail, telephone or e-mail upon each member entitled to vote at such meeting, not less than 5 or more than forty days before the meeting. Emergency meetings may be called with a one-day notice to the board. Board members may participate in the meeting either in person or by conference call.
7. Quorum: The presence in person or by conference call of not less than one-third of the Trustees entitled to vote is requisite and shall constitute a quorum at all meetings of members of the election of Trustees or for the transaction of other business, except as otherwise provided by law or by these By-laws. If a quorum of members shall not be present, the chair will have the power to adjourn the meeting without notice with no business transacted, although updates and other business can be discussed without voting occurring.
8. Waiver of Notice: Whenever any written notice is required to be given under the provisions of applicable law, the Articles of Incorporation of this Organization, or these By-laws, a waiver of such notice that is filed with the Secretary of the Organization in paper or electronic form, signed by the person or persons entitled to notice, whether before or after the time of the meeting stated in such notice, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

9. In addition to the powers by these By-laws expressly conferred upon them, the Board of Trustees may exercise such powers and do such lawful acts and things as are not by statute or by these By-laws required to be exercised by the members or officers.

## **ARTICLE VIII VOTING**

1. Affirmative Vote: Except as otherwise expressly required by law, the Articles of Incorporation of the United Way, or these By-laws, the affirmative vote of a majority of the Trustees present at any meeting at which a quorum is present shall be the act of the Board of Trustees. Each Trustee shall have one vote.
2. Voice Vote: A vote by voice shall be the regular method of voting on any motion that does not require more than a majority vote for adoption. A show of hands shall be the method used for motions requiring more than a majority vote. Voting by ballot may be used if agreed to by a majority of board members present.)
3. Polling: The Chair or Vice-Chair may, if necessary, poll the Trustees on any matter by telephone, electronic mail or facsimile. Said vote must be acknowledged in writing at the next regular meeting as to the purpose and results of the poll. Such a consent shall have the same force as a vote taken at a regular or special meeting and may be accepted without further inquiry by any person relying thereon. The Secretary shall file the written consent with the minutes of the meetings of the Board.

## **ARTICLE IX OFFICERS**

1. The officers of this corporation, elected by the Board of Trustees shall be Chair, Vice Chair, Secretary and Treasurer, all of whom shall be members of the Board of Trustees. All officers shall be elected by the Board at the last meeting of the year and serve for one year, starting at the first of the year. Any two or more offices may be held by the same person. The treasurer may be a corporation.
2. The Chair, or in his/her absence the Vice Chair: selected by the Board of Trustees, shall preside at all meetings of the Board of Trustees and shall perform the duties usually devolving upon a presiding officer. The chair is also responsible for coordinating an annual performance evaluation of the CEO, and partnering with the CEO to ensure that board resolutions are carried out.
3. The Secretary: should attend all meetings of the Board and shall oversee the recording of all votes and minutes of all proceedings. The secretary will send out meeting minutes to the president no later than seven business days before a meeting. The Secretary shall cause to have notice given of all meetings when notice is required by these By-laws. The Secretary shall be responsible to secure the original copy of the By-laws and all subsequent amendments. The Secretary shall also have such other powers and perform such other duties as are incident to the office of the secretary of a corporation and such other duties may be required by the law, by the Articles of Incorporation or by these By-laws, or which may be assigned from time to time by, or pursuant to authority delegated by, the Board of Directors.

4. The Treasurer: shall oversee all funds and securities of the corporation and shall be responsible for keeping full and accurate accounts. The Treasurer shall oversee the disbursement of funds of the corporation as ordered by the Board and shall report to the Board at its regular meetings an account of the financial condition of the corporation. Shall deposit all moneys and other valuable effects for the Organization in the name and to the credit for the Organization, may be designated by the Board of Directors. Shall also have other powers and perform other duties as are incidents to the office of the treasurer of a corporation, or which may be assigned from time to time by, or pursuant to authority delegated by, the Board of Directors.
5. The Board of Trustees: may require the Treasurer and other officers as deemed, and shall require full-time employees to be bonded. The Board of Trustees shall cause the financial records to be audited annually by an independent Certified Public Accountant.
6. The President: as an employee of the corporation, will hold the office of President of the corporation for the term of his/her employment; the President will serve on all committees of the Board, but without voting privileges. The president will send out Board of Trustee meeting packets no later than 5 business days before a meeting. The President will supervise and control the business, affairs, and property of the corporation and will have general supervision over all of its employees and agents under the direction of the Board. The President will perform all duties incident to that office and will see that all orders and resolutions of the Board are carried into effect. In the absence of the President, or in the event that the President is unable to carry out official duties, the Trustees may delegate the President's powers to themselves or an employee of the corporation, or the President may so delegate with the consent of the Board. The President shall have such other powers and perform such other duties as time to time be specified by the Board of Directors or as are delegated to the President by the Chairperson of the Board.
7. Any Officer/Trustee: may resign at any time by giving written notice of such resignation to the Board. Unless otherwise specified in such written notice, such resignation will take effect upon receipt thereof by the Chair. A vacancy in any office shall be filled by the Board of Trustees for the unexpired term.

## **ARTICLE X COMMITTEES**

1. Executive Committee: shall consist of the Board Officers. The Executive Committee shall have and exercise all the powers delegated to it by the Board subject to such limitations as the laws of the State of Pennsylvania or resolutions the Board may impose.
  - a) The Chair of the Board shall Chair the Executive Committee. The Executive Committee shall have power to make rules and regulations to conduct the business of the corporation as delegated by the Board of Trustees. A majority thereof shall constitute a quorum.
  - b) The Executive Committee shall keep regular minutes of its proceedings and report same to the Board within 5 days of the regular board meeting.

2. Standing or Special committees: as authorized by the Board. Each committee shall consist of such persons as the Board deems advisable. All acts of such committees shall be subject to approval of the Executive Committee or Board. The Board will review the need for such committees annually and will add or remove them as needed. The Chair of the Board will appoint the chairs of each standing, ad hoc, or special committee or task force.

## **ARTICLE XI RULES AND REGULATIONS**

The Board of Directors may adopt rules and regulations not inconsistent with these By-laws for the administration and conduct of the affairs of the Organization and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

## **ARTICLE XII CONFLICT OF INTEREST**

The Board shall adopt, maintain, follow and enforce a written conflict of interest policy consistent with the law and good practices applicable to nonprofit corporations recognized as exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code. All new Board members will be asked to sign the Conflict of Interest document.

## **ARTICLE XIII COMPENSATION**

The salary and other remuneration of the President will be fixed by the Board. Salaries and wages of other employees and agents will be determined by the Board in consultation with the President, in a President is currently employed, based on the recommended salary ranges approved by the Board.

## **ARTICLE XIV LIMITATION OF LIABILITY AND INDEMNIFICATION**

1. Limitation of Directors' Personal Liability: A Director of the Organization shall not be personally liable for monetary damages for any action taken or any failure to take any action unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the Nonprofit Corporation Law of the Commonwealth as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.
2. Indemnification: The corporation will indemnify and hold harmless any trustee, officer or other representative who was or is a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding (including actions by or in right of the corporation to procure a judgment in its favor) by reason of the fact that they are or were a representative of the corporation, or is or was serving at the request of the

corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines, insurance deductibles and amounts paid in settlement actually and reasonably incurred, if such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because said person has met the standard of conduct applicable in Section 7741 or Section 7742 of the Pennsylvania Nonprofit Corporation Law of 1972. The corporation will purchase and maintain insurance and bonding for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Section 7747 of the Pennsylvania Nonprofit Corporation Law of 1972.

#### **ARTICLE XIV NOMINATIONS**

1. New Board Member Nominations: The Executive Committee will act as the nominations committee soliciting nominations of new board members from board members and the community at large. This will start no later than 90 days before the end of the calendar year. The Executive Committee will review and make outreach to potential new board members selected from the list submitted. New board members will be voted in by the Board of Trustees no later than the December board meeting.
2. New Executive Committee Nominations: The Executive Committee will act as the nominations committee soliciting nominations of the coming year's Executive Committee from board members. This will start no later than 90 days before the end of the calendar year. The Executive Committee will review and make outreach to potential new Executive Committee members selected from the list submitted. New Executive Committee members will be voted in by the Board of Trustees no later than the December board meeting.
3. All vacancies on the Board of Trustees may be filled by vote of the remaining Trustees, at any stated or special meeting.
4. All vacancies in the Executive Committee may be filled by the Board of Trustees at any stated or special meeting.
5. If such unexpired term is less than one-half (1/2) of the length of a full term, such unexpired term shall not be counted toward the term. If such unexpired term is one-half (1/2) or more of the length of a full term, such unexpired term shall be counted as a full term with respect to the Director elected to fill such vacancy for purposes of said term limit.

#### **ARTICLE XVI RESIGNATION**

Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation by the Board.

**ARTICLE XVII  
REMOVAL OF DIRECTORS**

1. The Board may declare vacant the office of a Director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or for other proper cause. "Other proper cause" shall mean action or inaction that in the reasonable discretion of the Board has or may have a material adverse impact upon the Organization or its mission.
2. A court or competent jurisdiction may, upon petition of any Director, remove from office any Director in case of fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the Organization, or for any proper cause, and may bar from office any Director so removed for a period prescribed by the court. The Organization shall be made a party to such action.

**ARTICLE XVIII  
CHECKS**

All checks, or demands for money and notes of this corporation, shall be signed by the president or such officer or officers as the Board designates. Two signatures are mandatory on all checks.

**ARTICLE XIX  
FISCAL YEAR**

The fiscal year of this corporation shall begin on July 1 and continue until the following June 30.

**ARTICLE XX  
EMPLOYEES**

This corporation may have such agents and employees as shall be determined by the Board of Trustees.

**ARTICLE XXI  
AMENDMENTS**

1. The Board of Trustees shall have the power to make, alter, amend or repeal the By-laws of this corporation by a two-thirds vote of the Board present at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting, subject to Title 15 Pa. C.S.A. §5504.
2. Any amendments, alterations, changes, additions or deletions from these By-laws shall be consistent with the laws of this state which define, limit or regulate the powers of this corporation or the trustees of this corporation.

**ARTICLE XXII  
DISSOLUTION**

In the event the corporation is dissolved and liquidated, the Board will, after paying or making provisions for payment of all of the liabilities of the corporation, distribute the corporate property and assets to such organization(s) in Columbia County as in their judgment have purposes most closely aligned to those of United Way of Columbia County, Inc.; provided, however that the

transferee organization(s) will then be a qualified tax-exempt charitable organization within the meaning of Sections 501(c)(3) and 170(b)(1)(A) other than in clauses (vii) and (viii) of the Internal Revenue Code of 1954 or their successor provisions, and will be an organization, contributions to which contributions are deductible under Sections 170, 2055 and 2522 of the Internal Revenue Code of 1954 or successor provisions. Any of the property or assets not so distributed will be disposed of by the court having jurisdiction of the dissolution and liquidation of a Pennsylvania nonprofit corporation exclusively to such charitable organization or organizations as are then qualified tax-exempt organizations as defined above.

**ARTICLE XXIII  
DOCUMENT RETENTION/DESTRUCTION**

1. Individuals shall not knowingly alter, destroy, and mutilate, etc. documents with the intent to impede, obstruct, or influence an investigation of any department or agency of the United Way.
2. The following table provides the minimum requirements. This information is provided as guidance in determining this organization's document retention policy.

<b>Type of Document</b>	<b>Minimum Requirement</b>
Accounts payable ledgers and schedules	7 years
Audit reports	Permanently
Bank Reconciliations	2 years
Bank statements	3 years
Checks (for important payments and purchases)	Permanently
Contracts, mortgages, notes and leases (expired)	7 years
Contracts (still in effect)	Permanently
Correspondence (general)	2 years
Correspondence (legal and important matters)	Permanently
Correspondence (with customers and vendors)	2 years
Deeds, mortgages, and bills of sale	Permanently
Depreciation Schedules	Permanently
Duplicate deposit slips	2 years
Employment applications	3 years
Expense Analyses/expense distribution schedules	7 years

Year End Financial Statements	Permanently
Insurance Policies (expired)	3 years
Insurance records, current accident reports, claims, policies, etc.	Permanently
Internal audit reports	3 years
Inventories of products, materials, and supplies	7 years
Invoices (to customers, from vendors)	7 years
Minute books, By-laws and charter	Permanently
Patents and related Papers	Permanently
Payroll records and summaries	7 years
Personnel files (terminated employees)	7 years
Retirement and pension records	Permanently
Tax returns and worksheets	Permanently
Timesheets	7 years
Trademark registrations and copyrights	Permanently
Withholding tax statements	7 years

**ARTICLE XVI  
RESTRICTIONS**

1. **No Private or Political Beneficiaries:** No part of the earnings or assets of the Organization shall inure to the benefit of any private individual, and no substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign activities on behalf of or in opposition to any candidate for public office.
2. **No Violation of Charitable Purpose:** In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Organization to lose its status as an organization exempt from federal income taxation and as an organization to which contributions may be deductible in computing the net income of the contributor for purposes of federal income taxation.
3. **Annual Report:** The officers shall submit annually to the Board of Directors a statement containing those annual report details required to be included under the Nonprofit Corporation Law of the Commonwealth as it may be amended from time to time, or any successor statute governing Pennsylvania nonprofit corporations, the Articles of Incorporation of the Organization, or these By-laws.
4. **Tax Records:** The Organization shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent

required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

5. Books and Records: This Organization will keep correct and complete books and records of account and will also keep minutes or proceedings of its Board of Directors and committees. The Organization will keep at its registered office the original or a copy of its By-laws including amendments to date, certified by the Secretary of the Organization

#### **ARTICLE XVII**

##### **NONDISCRIMINATION POLICY**

United Way of Columbia County does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers, non-profit agencies, partners, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, agencies, volunteers, subcontractors, vendors, and clients. United Way of Columbia County expects similar practices from the agencies they partner with.

United Way of Columbia County is an equal opportunity employer. We will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Adopted:        March 24, 2006

Amended:      December 21, 2016