

***AMENDED AND RESTATED BY-LAWS OF THE
UNITED WAY OF LINCOLN AND LANCASTER COUNTY***

ARTICLE I - NAME

The name of the Corporation is United Way of Lincoln and Lancaster County.

ARTICLE II - PURPOSE

The purpose is to fulfill the mission of the United Way of Lincoln and Lancaster County, that is “to improve lives by mobilizing the caring power of the Lincoln and Lancaster community.” The organization is organized for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV - BOARD OF DIRECTORS

I. General Powers: The Corporation’s affairs shall be managed by its Board of Directors ("the Board"). The Board is responsible for setting general policy and procedures of the organization and to determine that all functions are being carried out in accordance with policies of the various Committees.

II. Number, Election, Tenure, and Qualifications: The Board of Directors shall be made up of no less than twenty-three (23) and no more than twenty-eight (28) voting members (hereinafter referred to as "directors"), each director serving a three (3) year term and limited to serving no more than two (2) consecutive terms. Such limitation shall not apply to any duly elected Officer of the corporation. The terms of one-third (1/3) of the membership of the Board shall expire each year. Any director who has served two consecutive terms may, after a lapse of three (3) years, be elected to serve two additional terms. As each director’s term expires, the Board, during the last month of the year, shall elect the expiring director’s successor. The term of each newly elected director shall commence at the first Board meeting of the subsequent calendar year. The composition of the Board shall reflect the diversity of the total community.

III. Conflict of Interest: A member of the Board of Directors or a committee member is considered to have a conflict of interest if he/she, in the discharge of duties, would be required to take any action or make any decision that may cause financial benefit or detriment to him/her or a member of his/her immediate family or a business with which he/she is associated. Should a conflict of interest arise, the volunteer will be asked to hold silent during the discussion and refrain from voting on any motions regarding the issue.

IV. Vacancies: Any director may resign by written notice to the Board. Any vacancy on the Board may be filled by the Board at a meeting subsequent to occurrence of a vacancy. A director so chosen shall hold office for the unexpired term of that director's predecessor.

V. Expulsion: Any director may be required to resign by two-thirds vote of the full Board, provided that written notice of intention to call such a vote be submitted to all directors at least ten (10) days before the meeting at which the vote is taken, except that a director who is absent for three (3) consecutive meetings of the Board or a total of five (5) meetings in one calendar year, without sufficient cause as determined by the Executive Committee shall be asked to resign.

VI. Other Representatives: The Board may also have representatives from other organizations or the community as may be deemed appropriate. They will be classified as non-voting members.

ARTICLE V - MEETINGS.

I. Regular Meetings: The Board shall meet no fewer than six (6) times a year, at such date, time, and place as may be announced by the President by written notice not less than ten (10) days in advance.

II. Special Meetings: In addition to regular meetings, an official meeting of the Board may be called at any time by the President or, in his or her absence, by any other officer by notifying each director at least seventy-two (72) hours in advance of its time, place, and agenda. No business may be conducted at any special meeting of the Board unless it is included on the agenda, or unless there is unanimous consent of the directors present at such meeting.

III. Annual Meeting: The annual meeting of the corporation shall be held in January, or at its option, the Board may designate an alternate date as the annual meeting. The date, time, and place of such annual meeting shall be made known by public announcement through the regular news media of the City of Lincoln at least 10 days in advance.

IV. Notice of Meeting: If mailed, notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the director at the director's address as it appears on the records of the corporation, postage prepaid. Any director may waive notice of any meeting voluntarily and is deemed to have waived notice by attendance at any meeting unless attendance is solely to object to the meeting as unlawfully called or convened.

V. Quorum: A quorum of the Board for each meeting shall consist of not fewer than one-half (1/2) the number of directors duly elected to the Board and no official business shall be conducted at any meeting unless a quorum is present.

VI. Voting: Any action of the Board must be approved by a majority vote of the directors present at an official meeting where there is a quorum unless a greater number is required elsewhere in these By-laws or in the Articles.

ARTICLE VI - OFFICERS.

I. Specified: The officers of the Corporation shall be a President, President-Elect, Vice-President, Secretary, Treasurer, Assistant-Treasurer, Immediate Past-President, and any other position designated by the Board. No one person may occupy two offices, as, for example, Vice-President and Secretary.

II. Election, Qualification, and Tenure: Officers shall be elected from the membership of the Board of Directors. Officers shall be elected for one-year terms by a majority of the Board at its first regular meeting of the fiscal year. Each officer shall be limited to three (3) consecutive terms in the same office.

III. Duties: Each Officer shall have the authority and responsibility, as follows:

(A) President: The President shall preside at all Board meetings, shall appoint members to all committees, and shall have authority to call special meetings. The President shall conduct the annual evaluation of the CPO ("Chief Professional Officer" as herein after defined), and also perform all other duties incident to that office; in particular those specified in these By-laws and those that may be prescribed by the Board. The President shall be entitled to vote on all matters before the Board in the same manner as any other director. The President shall be an ex-officio voting member of all committees.

- (B) President-Elect: In the absence of the President or in the event of the President's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall also perform any other duties assigned by the President or the Board. At the conclusion of the President's term of office, the President-Elect shall become the President. The President-Elect shall chair the Nominating Committee.
- (C) Vice President: Performs the duties of the President and/or President-Elect in the event of their absence, resignation or inability to perform their duties. He/she may chair Committee(s) as assigned. The Vice President, may, or may not, be nominated as Board President in succeeding years.
- (D) Secretary: The Secretary shall be responsible for the minutes of the Board of Directors and Executive Committee; execute certificates evidencing resolutions and actions of the Board; authenticate the records of the Corporation; act as custodian of the corporate records; deliver all notices required by these By-laws or by law; keep a register of the Post Office address of each director; and shall perform such other duties as may be assigned by the President or the Board.
- (E) Treasurer: The Treasurer shall be responsible for all the financial matters of the corporation. The Treasurer is authorized to delegate day-to-day operations to United Way of Lincoln and Lancaster County staff. The Treasurer's designee shall receive and give receipts for monies paid over to the Corporation; deposit all receipts in the name of the Corporation as directed by the Board; deliver funds to third parties as directed by the Board; prepare proper vouchers for such disbursements; maintain an accounting of all the Corporation's financial transactions, including disbursements; and render a monthly statement of the Corporation's finances to the Treasurer. The Treasurer shall render a statement of the Corporation's finances at all meetings of the Board and a full financial report at the annual meeting. The Treasurer shall also perform all the duties incident to the office and other duties as may be assigned by the President or the Board. The Treasurer shall chair the Finance Committee and the Benefits Committee.

- (F) Assistant-Treasurer: In the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, the Assistant-Treasurer shall perform the duties of the Treasurer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant-Treasurer shall also perform any other duties assigned by the President or the Board.
- (G) Immediate Past-President: The Immediate Past President shall assist the President and President-Elect in carrying out assigned duties. The Immediate Past President shall perform such other duties as may be assigned by the President or the Board.

ARTICLE VII - BUSINESS AND FINANCIAL TRANSACTIONS.

- I. Contracts: The Board may authorize any officer to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation and such authority may be general or confined to specific instances.
- II. Checks, Drafts, and Other Orders for Payment: The CPO and the Treasurer, or any other persons designated by the Board, are authorized to sign all of the Corporation's checks, drafts, notes, and all other orders for the payment of money or evidences of indebtedness.
- III. Deposits: All funds of the Corporation shall be deposited in such banks, trust companies, or other depositories as the Board may select.
- IV. Sources of Funds: The Corporation shall be supported by gifts, bequests, contributions, and donations, individual and corporate, and other sources not inconsistent with the purposes and tax-exempt, charitable status of the Corporation. The Treasurer shall maintain records of all donations, contributions, and funding sources.
- V. Expenditures: All funds shall be spent to carry out the purposes of the Corporation and in such manner as to avoid jeopardizing the Corporation's tax-exempt, charitable status. No funds shall be spent for any public political campaign, as provided in the Articles of Incorporation. Funds received under specific grants, if accepted by the Board, shall be expended only for the purposes for which designated. All designated donations will be accounted for and handled in accordance with Generally Accepted Accounting Practices (GAAP). Undesignated donations shall be used as deemed necessary by the Board to carry out the Corporation's tax-exempt, charitable purposes.
- VI. Books and Records: The Corporation shall maintain complete and correct books and records of accounts and shall also maintain minutes of the proceedings of Board.

VII. Audit: The Board shall cause the Corporation's records and books of accounts to be audited or reviewed at such times, annually.

VIII. Fiscal Year: The Corporation's fiscal year shall begin on July 1 and end on June 30.

IX. Indemnification: Directors shall be indemnified by the Corporation against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim asserted against them, or any action, suit, or proceeding to which they may be a party by reason of their being a director. No director shall be indemnified with respect to:

- (A) Matters for which the director is adjudged in any action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty;
- (B) Matters settled by the payment of sums which independent counsel selected by the Corporation shall not deem to be a reasonable payment made primarily with the view of avoiding the expense of litigation; or
- (C) Matters for which such indemnification would be against public policy.

ARTICLE VIII - COMMITTEES.

I. Committees: Committees for such purposes as the Board shall determine and having such authority as the Board shall direct may be established.

II. Chairpersons: With the exception of the Nominating Committee, and the Finance Committee, the Chairperson of each respective Committee shall be appointed annually by the President and confirmed by majority vote of the Board. The Chairperson of each Committee shall be responsible for organizing and scheduling meetings of the Committee and making assignments of specific responsibilities among the membership of the Committee.

III. Chair-Elect: The chair-elect of each Committee shall be responsible for and perform duties as assigned by the Chairperson of such Committee.

IV. Committee Members: Committee members may, but need not be, members of the Board. Committee members shall be appointed by the President, or the President may delegate such authority to the Chairperson of such Committee. Committee members shall serve a one-year term, and may be reappointed.

V. Sub-Committees: The Chairperson of each Committee may designate and appoint such Sub-Committees as the Chairperson deems necessary to fulfill the purpose of the Committee.

VI. Quorum: A quorum of any Committee for each meeting shall consist of not fewer than one-half (½) the number of Committee members duly appointed to the Committee and no official business shall be conducted at any meeting unless a quorum is present.

VII. Standing Committees: Standing committees of the Corporation shall include the following:

(A) Executive Committee: The purpose of the Executive Committee shall be to exercise general oversight of Corporate operations as needed during intervals between the meetings of the Board on matters requiring the action of the Board.

(1) Members: The Executive Committee shall consist of the following voting members:

(a) Officers of the Corporation, as follows:

- (i) President;
- (ii) President-Elect;
- (iii) Vice-President;
- (iv) Secretary;
- (v) Treasurer;
- (vi) Assistant Treasurer; and
- (vii) Immediate Past President.

(b) Chairpersons of the following Committees of the Corporation:

- (i) Strategic Planning Committee;
- (ii) Fund Distribution;
- (iii) Resource Development/Campaign;
- (iv) Communications;
- (v) Personnel;
- (vi) Community Impact Committee;
- (vii) Finance; and
- (viii) Benefits.

(c) Other Members:

- (i) Two (2) additional member positions may be filled by appointment by the President, at the President's discretion, subject to Board approval.

- (2) Duties: The Executive Committee shall have and exercise the authority of the Board in the management of the business of the Corporation between regular Board meetings, except that the Executive Committee shall not have the authority to:
- (a) Amend, alter, or repeal the Articles or By-Laws;
 - (b) Elect, appoint, or remove any member of the Board or officer of the Corporation;
 - (c) Adopt a plan of merger or plan of consolidation with another corporation;
 - (d) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property and assets of the Corporation;
 - (e) Authorize the voluntary dissolution of the corporation or revoke proceedings therefore;
 - (f) Adopt a plan for the distribution of the assets of the corporation;
 - (g) Amend, alter, or repeal any resolution or action of the Board which by its terms provides that it shall not be amended, altered, or repealed by the Executive Committee. Such provision shall not operate to relieve the Board or any individual director of any responsibility imposed upon it or him or her by law; and
 - (h) Authorize the expenditure of funds other than in accordance with the budget previously approved by the Board.
- (3) Proposed Amendment of Articles: Notwithstanding the above, the Executive Committee, upon receiving a recommendation to amend the Articles or By-Laws, shall review the recommendation. Upon motion, second, and majority approval of the Executive Committee, the Committee shall make such recommendation to the Board.
- (4) Approval of Transactions: All business transacted by the Executive Committee shall be submitted in writing to the Board at its next regular meeting for approval.

- (B) Nominating Committee: The purpose of the Nominating Committee shall be to propose candidates to fill vacancies in the Board and provide a slate of nominees to fill expiring terms on the Board and among the Officers of the Corporation.
- (1) Members: The Nominating Committee shall consist of two (2) directors, two (2) lay representatives of participating agencies, and two (2) other persons.
 - (2) Duties: The Nominating Committee shall be responsible for assembling and proposing nominations for the officers and directors of the Corporation, as follows:
 - (a) The Nominating Committee shall propose a slate of directors to the Board at the Board meeting immediately preceding the annual meeting. The Nominating Committee shall also accept nominations from the floor at the Board meeting immediately preceding the annual meeting, to be added to the slate submitted to the Board.
 - (3) The Chairperson of the Nominating Committee shall be the President-Elect.
- (C) Finance Committee: The purpose of the Finance Committee shall be to exercise general oversight of the financial and internal operations of the Corporation.
- (1) Members: The Finance Committee shall consist of appointed members, including the Treasurer, who shall serve as Chairperson.
 - (2) Duties: The Finance Committee shall:
 - (a) Monitor all financial and internal aspects of the Corporation, including, but not limited to, the Corporation's cash flow, reserve accounts and financial reporting system;
 - (b) Serve as a resource of, and make recommendations to, the Board regarding the formation of fiscal policies;
 - (c) Establish guidelines to be used in the preparation of the Corporation's budgets;

- (d) Establish guidelines to be used in the management of the Corporation's assets, including, but not limited to, facilities and equipment, stocks and bonds, and savings accounts;
 - (e) Work with the independent auditors in the event of a determination of need for an audit by the Board; and
 - (f) Serve on the Benefits Committee.
- (3) The Chairperson of the Finance Committee shall be the Treasurer.
- (D) Strategic Planning Committee: The purpose of the Strategic Planning Committee shall be to ensure the activities of the Corporation are consistent with its stated mission, and establish intermediate and long-range planning procedures.
- (1) Members: The Strategic Planning Committee shall consist of appointed members.
 - (2) Duties: The Strategic Planning Committee shall:
 - (a) Serve as a resource of and make recommendations to the Board regarding development of operating policies and guidelines to ensure consistency of all procedures with the Corporation's stated mission;
 - (b) Ensure that each Committee's activities are consistent with the Corporation's stated mission;
 - (c) Anticipate developments which will affect the Corporation or any of its Committees, and recommend Corporate responses accordingly;
 - (d) Review the Corporation's Articles and By-laws at least once every two (2) years and recommend to the Executive Committee any revisions deemed advisable; and
 - (e) Report all Committee activities to the Board at least annually.
 - (3) The Chairperson of the Strategic Planning Committee shall be appointed by the President.
- (E) Fund Distribution Committee: The purpose of the Fund Distribution Committee shall be to recommend distribution of funds to eligible agencies.

- (1) **Members:** The Fund Distribution Committee shall be composed of the Chair, a Director of the Corporate Committee, Team Leaders, and the Chair of the Audit Resource Committee. Members of the Fund Distribution Committee shall disclose any conflict of interest which exists with respect to an agenda item requiring an official funding decision by the Committee. A member is considered to have a conflict of interest if the member is currently an officer, director, trustee, employee, or has any other beneficial interest of an organization affected by the funding for that agency. Any member who sits on the Board of Directors of any agency may stay in the room, but should abstain from voting.

The Fund Distribution Committee will make recommendations to the United Way Executive Committee and Board of Directors.

- (2) **Duties:** The Fund Distribution Committee shall:
 - (a) Recommend specific allocations of funds raised by the annual campaign;
 - (b) Monitor and review the team's recommendations, and the implementation of these recommendations by the agencies whose programs receive funding;
 - (c) Review the quarterly reports from the agencies, including progress made on recommendations;
 - (d) Gain knowledge of the needs of the community and how they relate to United Way funding, using the Community Services Initiative and other pertinent information ;
 - (e) Direct the ongoing education of team volunteers regarding the needs of the community.
- (3) **Meetings:** The Fund Distribution Committee shall meet a minimum of six (6) times per year, at such date, time, and place as the Chairperson shall determine by written notice not less than ten (10) days in advance.

- (F) **Resource Development/Campaign Committee:** The purpose of the Resource Development/Campaign Committee shall be to develop and carry out programs to bring revenue to participating agencies.

- (1) Members: The Resource Development/Campaign Committee shall consist of appointed members who shall be persons with interests in and commitment to increasing monetary support for voluntary community service. The Chairperson shall be a Director of the Corporation.
 - (2) Duties: The Resource Development/Campaign Committee shall be responsible for development and implementation of programs to produce revenue for distribution to eligible agencies. Specific duties shall be to:
 - (a) Conduct an annual fund raising campaign;
 - (b) Cooperate with, and coordinate all activities with, the activities of the other Committees of the Corporation.
- (G) Communications Committee: The objective of the Communications Committee shall be to ensure the Corporation's activities are seen and heard by Lincoln and Lancaster County residents on a year-round basis.
- (1) Members: The Communications Committee shall consist of appointed members who are persons having experience in the field of marketing, public relations, advertising, or related areas of communications. The Chairperson shall be a Director of the corporation.
 - (2) Duties:
 - (a) Propose a year-round public awareness campaign for the Corporation and the services provided by United Way, its agencies, and their programs;
 - (b) Work with United Way committees and departments on public relations activities.
- (H) Personnel Committee: The purpose of the Personnel Committee shall be to implement and review the Corporation's personnel policies.

- (1) Members: The Personnel Committee shall be appointed by the President and shall include a human resource professional. The CPO shall serve as an ex-officio member of the committee. The Chairperson shall be a member of the Board of Directors.
 - (2) Duties: Insure compliance with the personnel policies of the Corporation.
 - (a) The committee will implement the annual performance review of the CPO.
 - (b) Serve on the Benefits Committee.
- (I) Community Impact Committee: The Community Impact Committee is appointed by the United Way Board of Directors with the responsibility to recommend the priorities and direction of the United Way funding.
- (1) Conflict of Interest: In addition to the general Conflict of Interest and Confidentiality Policy governing Fund Distribution Division volunteers, the Community Impact Committee member must declare a conflict of interest if he/she is directly involved with one or more of the agencies under review. If unable to be impartial, the committee member will be asked to hold silent. Each committee member will be asked to sign a Conflict of Interest Statement.
 - (2) Term of Service: The Community Impact Committee member shall serve an initial three-year term with the option of serving a second three-year term. Terms will be staggered to ensure a continuity of knowledgeable members on the Committee.
 - (3) Members: The Chairperson of the Community Impact Committee will be appointed by the President of the United Way Board of Directors. The Committee membership shall include:

- (i) Chair and/or Chair Elect of the Fund Distribution Committee
- (ii) United Way CPO
- (iii) Chair of the Strategic Planning Committee
- (iv) Chair of the Fund Distribution Community Impact Team Leaders Committee
- (v) Representative from the Fund Distribution Community Impact Team Leaders Committee for each funded Impact Area
- (vi) Fund Distribution Audit Resource Chair
- (vii) Three additional members of the United Way Board of Directors

(4) The Director of Fund Distribution and Community Planning will staff the Committee.

(J) Benefits Committee: The purpose of the Benefits Committee shall be to act as the Trustee of the employee's 401 (k) retirement plan and to annually review the employee's 401 (k) retirement plan's performance.

- (1) Members: The Benefits Committee shall consist of members of the Finance Committee and the Personnel Committee. The Treasurer shall serve as Chairperson.
- (2) Duties: Annually review the employee's 401 (k) retirement plan's performance and make changes as deemed appropriate.

ARTICLE IX - EMPLOYEES.

I. Employees: The Corporation shall have the authority to employ such persons as the Board deems necessary in furtherance of the Corporation's stated mission.

II. Chief Professional Officer: The Corporation shall employ an CPO identified and hired by the Board. The CPO will manage day-to-day operations and the affairs of the Corporation under the direction and policies of the Board. The CPO shall be employed on an annual basis, at such terms as the Board may deem appropriate. The CPO shall have such authority and responsibilities as are consistent with the stated mission of the Corporation and as may be delegated to him or her by the Board or as contained in the By-laws. Specific duties of the CPO shall be to:

(A) Execute functional responsibility as specified in the personnel policy established by the Board; and

(B) Oversee the functional activities of all employees.

III. Equal Employment Policy: It is the policy of the United Way of Lincoln and Lancaster County to foster and promote affirmative action and equal employment opportunity in all aspects of personnel policies. The United Way of Lincoln and Lancaster County does not discriminate on the basis of race, color, religion, sex, disability, national origin, ancestry, age, or marital status.

ARTICLE X – AGENCIES INTERESTED IN APPLYING FOR UNITED WAY FUNDING

I. Qualifications: Any non-profit 501(c)(3) agency, corporation, institution, or group organized for the purpose of promoting the health and welfare of persons included in the priority areas approved by the Board of Directors, upon appropriate application and review by the Fund Distribution Team may be eligible for funding.

II. Application Process: Application for funding shall be made during the annual application process to United Way of Lincoln and Lancaster County. The Board shall be informed of the annual application process, which shall include, at the minimum, the following:

(A) A statement of the purposes and services of the program offered by the applicant in Lancaster County and elsewhere;

(B) Such financial and other information as the Board may require;

(C) A statement showing the local officers, directors, and/or representatives of the applicant and such other information about them as the Board may request; and

(D) A stipulation that the applicant, upon acceptance of funding, agrees to observe, perform, be subject to, and comply with the terms set forth in the Fund Distribution Manual, as well as all provisions of any agreement between that participating agency and the United Way of Lincoln and Lancaster County.

III. Retention of Identity: Each agency shall retain its distinct identity; administer its own affairs; establish, maintain, and pursue its own internal policy, but shall be subject to and comply with such uniform rules, regulations, and standards as set forth by the Corporation, as well as all provisions of any agreement between that participating agency and United Way of Lincoln and Lancaster County.

IV. Loss of Status as a Participating Agency: Failure of any participating agency to comply with such uniform rules, regulations, and standards as set forth by the Corporation, as well as all provisions of any agreement between that participating agency and the United Way of Lincoln and Lancaster County shall result, upon a majority vote of the Board, in a revocation of funding. Such revocation will result in cessation of funding effective as of the date so stated in the Board's resolution revoking the designation as a participating agency.

ARTICLE XI - RULES OF ORDER.

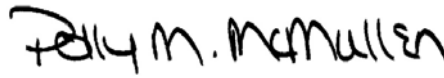
Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the By-laws or by specific rules of procedure adopted by the Board of Directors.

ARTICLE XII - AMENDMENTS TO ARTICLES AND BY-LAWS.

I. Amendment of Articles of Incorporation: The Articles of Incorporation may be amended by the members at the annual meeting or any special meeting called for that purpose.

II. Amendment of By-laws: A recommendation to amend these By-laws may be made by motion and second at any Board meeting, or may be received from the Executive Committee. Upon recommendation to amend, these By-laws may be amended by the Board at any regular meeting or special meeting called for the purpose of amending these By-laws, upon submission of the proposed amendment(s) to these By-laws, in written form, to each director at least ten (10) days in advance of such meeting. A proposed amendment shall take effect upon approval by two-thirds (2/3) of the directors present at such meeting.

DATED this 13th day of May, 2004.



Secretary

Revised By-Laws---Approved by the Board of Directors on May 13, 2004