

RESTATED BYLAWS
OF
UNITED WAY OF FREEBORN COUNTY, INC.

PREAMBLE

The mission of the United Way of Freeborn County is to advance the common good for Freeborn County through giving, advocating and volunteering.

This cooperation, as the largest single voluntary endeavor in the Freeborn County area, has a responsibility to provide leadership and to cooperate with other organizations in all appropriate efforts to meet community needs and solve community problems and to provide an effective and balanced delivery system of human care services.

The manner in which this cooperation pursues this goal can contribute significantly to mutual communication and understanding among all segments of the community. By including as many people as possible in its activities, the effectiveness of this corporation is enhanced, services increased and improved, and the most effective systems of delivering human care services can be achieved.

ARTICLE I
Members

Section 1. Any person or corporate entity who gives one dollar or more to this corporation for a calendar year shall, without further act, be a non-voting member for a term consisting of such calendar year.

Section 2. This corporation shall have no voting members. Therefore, there shall be no meetings of the members of this corporation held for the purpose of transacting any business.

ARTICLE II
Distribution to Agencies

Section 1. Any organization which is exempt from tax under section 501(c)(3) of the Internal Revenue Code of 1986 and any unit of government may apply for participation in the distribution of funds received by this corporation from fund-raising campaigns conducted by it; provided, however, that distributions may be made to governmental units only for “exclusively public purposes” within the meaning of section 170(c)(1) of the Internal Revenue Code of 1986. Such organizations and governmental units are referred to in these Bylaws as “agencies”, provided, however that the use of the term “agencies”

by this corporation, whether in these Bylaws or elsewhere, shall not be construed to establish the relationship of principal and agent between this corporation and any of its agencies.

Section 2. The Board of Directors shall distribute the funds received by this corporation and available for distribution among such agencies and in such amount or amounts as the Board of Directors shall determine from time to time, and the decisions of the Board of Directors shall be final and binding upon each such agency.

Section 3. The Board of Directors may from time to time establish such rules, regulations and procedures as it deems advisable regarding the criteria to be applied in determining whether or not to provide financial support to agencies which have applied for participation in the distribution of funds by this corporation. Without limiting the generality of the foregoing, the Board of Directors may authorize multi-year commitments for distributions to any agency. Such rules, regulations and procedures shall not be inconsistent with the provisions of this corporation's Articles of Incorporation and these Bylaws.

Section 4. The Board of Directors may at any time revoke an allocation of funds to any agency, withhold payment of any part or all of an allocation made to any agency or reduce the amount of an allocation made to any agency if, in the exercise of its discretion, it finds that:

- a) such agency has made a misrepresentation of fact which had a bearing upon the determination of the amount of funds allocated to such agency;
- b) such agency is unable to carry out, or has not carried out effectively, the operations or programs for which an allocation of funds was made by this corporation;
- c) such agency has not complied with the laws of the State of Minnesota regarding the regulation of solicitations of charitable organizations, including provisions regarding financial audits; or
- d) such agency, or any director, officer, employee, or agent of such agency acting in an official capacity has or may have violated any state or federal law pertaining to the establishing, maintenance of such agency, including, without limiting the generality of the foregoing, laws pertaining to the duties and obligations of officers and directors of such agency and laws regarding the tax exempt status of such agency.

Any such revocation, withholding or reduction shall be effective thirty (30) days after the decision upon the revocation, withholding or reduction is made by the Board of Directors, or a committee designated by the Board of Directors pursuant to Section 5 of

this Article, unless the Board of Directors, or such committee, determines that such revocation, withholding or reduction should become effective immediately or at some other date, in which event the revocation, withholding or reduction shall become effective at the time specified by the Board of Directors or such committee.

Section 5. The Board of Directors may delegate, subject to modification or revocation, any power, duty, authority and discretion granted to or imposed upon it to any other committee of this corporation, subject to such conditions and guidelines as the Board of Directors may from time to time establish. Nothing herein shall be construed to limit or condition the power granted to the Board of Directors to delegate discretionary or ministerial duties by other provisions of these Bylaws or by provisions of state or federal law.

ARTICLE III Board of Directors

Section 1. The management of this corporation shall be vested in a Board of Directors consisting of not less than fifteen (15) person elected as Directors-at-Large, who shall be elected by the Board of Directors as herein provided. The At-Large Directors of the Board shall be as representative as possible of all major segments for the community in which this corporation operates.

The Board of Directors shall be appointed to three year terms. Appointments will be staggered, as nearly equal as may be, to prevent all director's terms expiring at the same time. At each annual meeting of the Board of Directors, except for directors elected to fill unexpired terms, approximately one-third of the directors shall be elected for terms of three years expiring at the third annual meeting of the Board of Directors after their election.

Directors shall be elected only from nominees presented by the Nominating Committee, provided however, additional nominees willing and able to serve may be presented by petition signed by fifty (50) verifiable non-voting members and provided such petition is received in the office of the Executive Director/Chief Professional Officer of the United Way not less than 14 days prior to the date of the annual meeting of the Board of Directors.

At any time during the year, the Nominating Committee shall receive from any interested member the names of suggested nominees.

In addition to the Directors-at-Large, a Council of Member Agency Executive Directors may elect three (3) representatives to the United Way Board of Directors. The Council of Member Agencies must submit these nominations to the nominating committee for election. The term of the representatives shall be one year, renewable by the Council of

Member Agencies, and may be staff as well as or instead of volunteers. These representatives shall be non-voting members of the Board.

Section 2. The annual meeting of the Board of Directors shall be held in February of each year, or on such other date, and at such time and place, as may be determined by the Board of Directors or Executive Committee. Notice of the annual meeting of the Board of Directors, stating the time and place of the meeting shall be given to each director.

Section 3. Monthly regular meetings shall be held every third Wednesday of every month at the site of the previous regular monthly meeting. In the event that the regular monthly meeting location is changed, notice shall be given to each Director not less than five (5) days prior to the meeting unless notice is unanimously waived in writing or via electronic mail by each voting director or if the location was announced at the previous regular monthly meeting in which was quorum was present.

Section 4. A special meeting of the board of Directors may be requested by the Chair of the Board or by the written request of ten (10) members of the Board of Directors. Upon receipt of a request for a special meeting, the Secretary shall call the meeting which shall be held within fifteen (15) days of the request. Notice of each special meeting, stating the time, place and purpose of the meeting, shall be given to each director not less than five (5) or more than fifteen (15) days before the meeting, excluding the day of the meeting unless notice is unanimously waived in writing or via electronic mail by each voting director. No business shall be transacted at a special meeting other than the business specified in the notice of the meeting.

In the event that the notice of the special meeting is unanimously waived by the directors, action may be taken on the special purpose of the meeting if there is a unanimous vote by the voting directors via written vote or electronic mail vote. In the event that there is not a unanimous vote or an electronic mail vote for the purpose of the special meeting, the special meeting should take place according to Section 4.

Section 5. The Board of Directors shall have power to fix, from time to time, the number of directors within the limits set forth above, to fill any vacancies (including vacancies created by an increase in the number of directors). In accordance with Section 1 of this Article, the maximum number of directors, whether they be elected or designated or appointed as described in this Section, shall not exceed fifty (50).

Section 6. A quorum for meetings of the Board of Directors or Executive Committee is one half of the membership of such board or committee.

Section 7. No director shall be removed from office except for cause.

Section 8. No person shall serve as a director for more than two consecutive three-year terms. Service for a term or terms of less than three years each shall for this purpose be disregarded.

Section 9. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18, or (c) an organization in or of which a director is a director, officer or legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (without counting the interested director), at a meeting at which there is a quorum without counting the interested director. Failure to comply with the provisions of this Section 9 shall not invalidate any contract or transaction to which this corporation is a party.

ARTICLE IV Officers

Section 1. The officers of the corporation shall be as follows: Chair of the Board, a Vice Chair, a Treasurer and a Secretary, all of whom shall be elected annually by the Board of Directors. The Executive Director/Chief Professional Officer shall also be an officer of this corporation. In addition to the foregoing officers, the Chair of the Board, with the approval of the Board of Directors, or Executive Committee thereof, may appoint an Assistant Secretary and an Assistant Treasurer.

Section 2. The election of officers other than the Executive Director/Chief Professional Officer shall be for a term of one (1) year. Nominations for officers shall be presented by a report of the Nominating Committee.

Section 3. If any office becomes vacant during the year, the Board of Directors may fill the vacancy for the unexpired term.

Section 4. The officers shall be selected by majority vote of the Board of Directors.

ARTICLE V Duties of Officers

Section 1. The Chair of the Board shall be the chief executive officer of this corporation, shall chair the Executive Committee, and shall perform such other duties as are incident to the office or may be required by the Board of Directors. The Chair of the Board shall not be a member or ex officio member of the Nominating Committee but shall be an ex officio member of all other committees.

Section 2. In the absence of the Chair of the Board, the Vice Chair shall have all the powers and perform all the duties of the Chair of the Board.

Section 3. The Secretary shall keep, or cause to be kept, in proper books of record, true and accurate minutes of all acts and proceedings of this corporation, the Board of Directors, Executive and all other committees exercising delegated authority of the Board.

Section 4. The Treasurer shall be responsible for maintaining accurate financial records for this corporation and safeguarding the assets of this corporation. He or she shall present a report of this corporation's financial transactions and status to the Board of Directors as it may require. The Treasurer shall perform such other duties as may be assigned to him or her from time to time by the Board of Directors.

Section 5. Any officer of this corporation, in addition to the powers conferred by the Bylaws, shall have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

ARTICLE VI Employees

The Board of Directors shall employ an Executive Director/Chief Professional Officer who shall be charged with the administrative management of the affairs of this corporation, subject to the approval of and the directions of the Board of Directors.

ARTICLE VII Board Committees

Section 1. The Board of Directors shall have the following standing committees described in Sections 2 through 4, inclusive, hereof.

Section 2. There shall be an Executive Committee of the Board of Directors consisting of the Chair of the Board, the Vice Chair, the Past Chair, the Treasurer, and the Secretary of the corporation and one additional director, all of whom shall be elected annually by the Board of Directors. Vacancies in the Executive Committee may be filled by the Board of Directors for the remaining term of a member, who has died, resigned or been removed. Appropriations of funds received by this corporation shall be made by the Board of Directors except to the extent that authority to make appropriations of funds may have been delegated to a committee pursuant to Section 5 of Article II of these Bylaws.

Section 3. There shall be a Nominating Committee of five (5) members appointed by the Chair of the Board at least two (2) weeks prior to the annual meeting of the Board of Directors. At least three (3) of the five (5) members shall be directors of this corporation.

It shall be the function of the Nominating Committee to present to the Board of Directors at its annual meeting nominees for election as directors. In addition, the Committee shall present nominees to the Board of Directors for election as officers.

Section 4. The Board of Directors, by action of a majority of the members of the Board, may establish such other committees as are deemed advisable from time to time. The members of each committee established pursuant to this Section shall be appointed by the Chair of the Board.

ARTICLE VIII Liabilities

Section 1. The authority of officers, committees, employees and other persons to contract and to incur any debt on this corporation's behalf shall be specified by resolutions adopted from time to time by the Board of Directors.

Section 2. Officers and employees of the corporation charged with the handling of corporate funds shall be covered by employee dishonesty insurance coverage or surety bonds in amounts that may be specified from time to time by the Board of Directors.

ARTICLE IX Indemnification of Directors, Officers and Others

To the full extent permitted by an applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as –

- a) a director, officer, employee or member of a committee of this corporation,
or
- b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer, or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan,

against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements, and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee, committee member shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against any indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against any liability asserted against such person incurred by such person in any capacity.

ARTICLE X
Miscellaneous

Section 1. The Articles of Incorporation and Bylaws of this corporation may be amended by action of a majority of the members of the Board of Directors.

Section 2. A director or committee member may participate in meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board of Directors or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

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