

**AMENDMENT AND RESTATEMENT OF THE BY-LAWS
OF UNITED WAY OF WALWORTH COUNTY, INC.**
NOTICE GIVEN 1/25/24 by Email and 1/26/24 Special Board Meeting
Restated and adopted on February 13, 2024 at the Regular Board Meeting

RECITALS

WHEREAS, the Board of Directors of United Way of Walworth County, Inc. (“UWWC”) desire to amend and restate UWWC’s By-Laws to clarify and update the By-Laws; and

WHEREAS, pursuant to Article 6, Section 5 of the original By-Laws of the UWWC, the By-Laws may be amended by a vote of two-thirds of the Board of Directors present at a meeting of the Board.

NOW THEREFORE, BE IT RESOLVED by the Board of Directors of UWWC that the By-laws are hereby amended and restated as follows:

ARTICLE 1: NAME

The name of the corporation is United Way of Walworth County, Inc. (herein referred to as UWWC). It shall be a nonprofit organization incorporated under the laws of the State of Wisconsin.

ARTICLE 2: PURPOSE

Section 1: Mission, Vision and Values

Mission: The mission of United Way of Walworth County is to unite communities, increase and focus resources, and inspire people to improve lives in Walworth County, Wisconsin.

Vision: UWWC is here to help meet the health, education, and financial stability needs of residents in Walworth County through voluntary and cooperative efforts.

Values: Respect, integrity, commitment, compassion, stewardship, partnership, service orientation, and transparency.

Section 2. Nonprofit Status

UWWC is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws. In addition, UWWC is a nonprofit corporation in the State of Wisconsin and subject to the laws of the state and may exercise all powers granted to Wisconsin Nonprofit Corporations by Wisconsin Chapter 181.

ARTICLE 3: MEMBERSHIP

UWWC does not have members.

ARTICLE 4: BOARD OF DIRECTORS

Section 1. Board Role, Size, Structure and Compensation

The Board of Directors (“Board” or “Directors”) is responsible for the overall policy and direction of UWWC, and shall delegate the responsibility of the day-to-day operations to the Executive Director and committees, as discussed below. The Board shall consist of up to 21 members, but not fewer than 7 members. The Board shall receive no compensation other than reasonable, approved, and documented out-of-pocket expenses.

Section 2. Terms and Eligibility

Directors will normally serve an initial term of three years but may, at the discretion of the currently seated Board Members, be elected to a shorter term. No person shall serve as a Director for more than six consecutive years unless the term is extended through majority vote of the Board. If a Board vacancy occurs, the Board of Directors may fill the unexpired term by approving a candidate by majority vote of the then Board members. Incoming Directors should live or work in Walworth County.

Section 3. Powers and Duties

The business and affairs of UWWC shall be under the supervision of the Board of Directors. The Board shall have control and management of the affairs and property of UWWC. The Board shall be responsible for strategic leadership, resource and relationship management, reputation building, and stewardship of UWWC Bylaws.

Section 4. Responsibilities

The responsibilities of the Board are as follows:

- A.** Set the direction and measure performance results;
- B.** Deepen relevance in the community;
- C.** Grow revenue and donors;
- D.** Execute mission, brand, impact and business strategy;
- E.** Hire and manage Executive Director;
- F.** Provide governance and financial oversight for UWWC.

Section 5. Meetings and Notices

The Board of Directors shall hold monthly meetings, at an agreed upon time and place. An agenda of each meeting shall be provided to each Director at least five (5) days in advance of the meeting. Additional Board meetings may be scheduled with proper notices given to the members. Special meetings may be held on the call of the Board President or, if he/she is absent, unable or refuses to act, by any Executive Committee member, or by at least one-third (1/3) of the Directors. A quorum for any meeting of the Board of Directors shall consist of a simple majority of all Board

Members. Action by a majority of the Directors, when a quorum is present, shall be the action of the corporation.

A Director wishing to be excused from a regular meeting of the Board shall provide advance notification of the proposed absence. Three unexcused absences in any twelve-month period may lead to removal from the Board without further action required. The President of the Board of Directors may elect to waive the attendance provisions in case of extenuating circumstances.

Section 6. Board Elections

New Directors and current Directors shall be elected or re-elected by the Board of Directors. Directors may be elected by a simple majority of those Directors at a meeting called for that purpose.

Section 7. Removal or Resignation

A member of the Board may be removed with or without cause by a majority vote of the Board. Any member may resign at any time by giving written notice to the Board Secretary or Board President, taking effect upon receipt.

ARTICLE 5: OFFICERS

Section 1. Officers

There shall be four Officers of the Board. (The four Officers may also be referred to as the "Executive Committee.") The Officers of this corporation shall be as follows: President, Vice President, Secretary, and Treasurer. Officers shall be elected by the Board for a one-year term; the term may be extended for an additional year for each position by a simple majority of those Directors at a meeting called for that purpose.

Section 2. Nomination of Officers

Nominations of the Officers shall be presented to the Board by a report of the sitting Governance Committee. Nominees will be voted on by the Board in May and will take effect at the beginning of the new fiscal year on August 1st.

Section 3. President

The President shall convene regularly scheduled board meetings, preside at all meetings of the Board and Executive Committee and perform other duties as requested by the Board of Directors. With input from the Board, the President sets performance goals and conducts an annual performance and salary review of the Executive Director.

Section 4. Vice President

In the absence of the President, the Vice President shall have all the powers and perform all the duties of the President. The Vice President shall perform other duties as requested by the Board of

Directors.

Section 5. Secretary

The Secretary shall record and file all the proceedings and votes of the Board of Directors and Executive Committee meetings. The Secretary shall perform other duties as requested by the Board of Directors.

Section 6. Treasurer

The Treasurer shall serve as Chair of the Finance Committee. The Finance Committee will review the financial condition of the corporation and provide an overview at monthly Board meetings. The Treasurer, in partnership with the President and Executive Director, shall develop an annual budget, presented for review and approval by the Board. The Treasurer shall perform other duties as requested by the Board of Directors.

Section 7. Past President

A Past President, shall, as requested by the Board, provide counsel to the President and serve as a non-voting role on the Executive Committee. In the absence of a Past President, the board may appoint another mentor.

Section 8. Vacancies

When a vacancy on the Board exists mid-term, the Secretary must receive nominations for new members from present Board members in advance of a Board meeting. These nominations shall be sent out to Board members with the Board meeting announcement, to be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board member's term.

Section 9. Special Meetings of the Executive Committee

Special meetings of the Executive Committee shall be called upon the request of the President, or two members of the Executive Committee. Notices of special meeting executive committee meetings shall be sent out by the Board Secretary or Board President to each member of the Executive Committee in advance.

Section 10. Remote Communication for Meetings

Any meeting of the Board may be conducted solely by one or more means of remote communication through which all Directors may participate in the meeting, if notice of the meeting is given and if the number participating is sufficient to constitute a quorum. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 11. Action Without Meeting

Upon initiative of the Board or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the Secretary mails or electronically delivers a ballot to every Director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting where all board members are present.

ARTICLE 6: COMMITTEES

Section 1. Committee Formation

The Board may create ad hoc committees as needed. The Executive Director may designate committees authorized by the Board. Annually, the Board President appoints the Chair of each UWWC Committee. Committee Chairs will select committee members with participation and guidance from the Board and Executive Director. Volunteers from the community shall be considered for service on such committees, except as may be precluded by Wisconsin law. No actions of a Committee shall be binding without board approval. All Committees must take meeting minutes and report to the Board and Executive Director. At least 2 board members will serve on each committee unless otherwise stated.

Section 2. Executive Committee

The Executive Committee consists of the Officers of the Board of Directors. The President of the Board shall serve as the Chair of the Executive Committee. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors. The Executive Committee shall meet at the call of the President. A quorum shall be a majority of the members. The Executive Committee shall present its recommendations to the Board of Directors for approval. The Executive Committee shall also ensure that the organization complies with all United Way Worldwide membership standards.

Section 3. Community Impact Committee (CIC)

The Community Impact Committee (CIC) assesses community needs, develops, and monitors policies and establishes procedures relating to the distribution of funds. CIC assists with the screening of agency requests, organizes the review of funding proposals, and ensures that the proposed grant awards are within budget parameters. The committee helps maintain positive agency relationships and serves as the review body for appeals. The Community Impact Committee presents its recommendations to the Board of Directors for approval.

Section 4. Finance Committee

The Finance Committee, chaired by the Treasurer, works with the Executive Director to prepare the annual budget, provides financial guidance to the CIC, and advises with any financial matters. The committee reviews the organization's financial position monthly and through the Treasurer, presents a monthly report to the Board of Directors for approval. The committee secures, subject to Board approval, the services of a certified public accountant to perform an annual audit or financial review according to United Way Worldwide membership requirements and reviews the

financial statement and auditor's recommendations. The committee is responsible for ensuring that appropriate fiscal controls and policies are in place, and for monitoring compliance with state and federal regulations.

Section 5. Governance Committee.

The Governance Committee shall be composed of three or more Board members. The Governance Committee oversees board compliance with UWWC's Board governance framework and United Way Worldwide membership standards. This committee shall recommend candidates to fill Board and officer vacancies and shall present a slate of candidates for officer and Board member positions to the Board before the Board meeting at which approval of recommended candidates will be sought. The Governance Committee shall also be responsible for overseeing Board governance which shall include orientation of new Board members, overseeing Board development tactics and programs, and using best efforts to review and update these Bylaws every two years.

ARTICLE 7: EXECUTIVE DIRECTOR AND STAFF

Section 1. Executive Director

The Executive Director is hired by the Board of Directors. The Executive Director has day-to-day responsibilities for the organization, including carrying out the UWWC's goals and policies. The Executive Director shall attend all Board meetings, report on the progress of UWWC, answer questions from the Board and carry out duties described in the job description established by the Officers of UWWC. The Board may designate other duties as necessary. The Executive Director shall not be a voting member of the Board. The Executive Director shall attend Committee meetings, as necessary and time allows.

ARTICLE 8: GENERAL PROVISIONS

Section 1. Nondiscrimination

Diversity and inclusion are vital to achieving the UWWC mission, living its values and advancing the common good. UWWC is committed to diversity and inclusion within our organization and community. UWWC Officers, Board Members, committee members, employees and persons served by UWWC shall be selected in a manner to promote diversity and inclusion and entirely on a nondiscriminatory basis with respect to race, religion, national origin, ethnicity, age, gender, gender identity and expression, disability, sexual orientation, veteran status, familial status, or socio-economic status.

Section 2. Ethics

No contract or transaction relating to the operations conducted by UWWC or for furnishing supplies to UWWC and to which UWWC is a party shall be invalidated by reason of the fact that any Board Member, Officer, or employee of UWWC has a direct beneficial interest. Any such transactions must be fully disclosed in writing to the Board for its approval prior to the contract or transaction taking effect. UWWC staff and Board members receive and sign the Code of Ethics annually. This Code of Ethics is based on the UWWC mission and is guided by UWWC values.

Section 3. Fiscal Year

The fiscal year of UWWC is August 1 to the following July 31.

Section 4. Indemnification

The corporation shall indemnify Board Members, Officers, employees, or agents of UWWC to the full extent permitted by the indemnification provisions of the Wisconsin Not-for-Profit law. Any person, his or her heirs, executors, or administrators, may be indemnified or reimbursed by UWWC for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which they shall have been made a party by reason of being or having been a Director, Officer, or employee of UWWC. However, no person shall be so indemnified or reimbursed in relation to any matter in which they shall be adjudged to have been guilty of or liable for gross negligence or willful misconduct in the performance of their duties to UWWC.

Section 5. Amendments of the Articles of Incorporation and Bylaws

The Articles of Incorporation and Bylaws of the corporation may be amended, repealed, or altered in whole or in part by a 2/3 majority vote of the members of the Board present at a meeting. Proposed changes shall be provided to the Board members a minimum of five days prior to the meeting for formal adoption. Such action must be consistent with the law governing amendment of Articles and Bylaws, respectively, of Wisconsin nonprofit corporations.

ARTICLE 9: DISSOLUTION

Upon the dissolution of the UWWC corporation, remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of Wisconsin laws. The foregoing First Amended and Restated Bylaws have been adopted by the Board of Directors pursuant to Article 9 Section 5.

Adopted this day of February 13th, 2024 by United Way of Walworth County Board members:

Courtney Cohen Zubow
Katherine Gaulke
Nick Egert
Pattie Woods
Senta Holmes
Stacey Budill
Steve Doelder
Tabitha Schrock