



By-Laws Ogemaw County United Way

Article 1

Name

Section 1. The name of this organization shall be the Ogemaw County United Way, an affiliate of United Way Worldwide

Article 2

Not For Profit Organization

Section 1. The organization is not a for-profit voluntary Organization as defined in the applicable Michigan Compiled Laws & Sections 501(c) (3) and 170(c) (2) of the Internal Revenue Code.

Article 3

Purpose

Section 1. The purpose of this organization shall be:

To unite the voluntary strength of our community to care for one another.

To promote high standards, economy, and efficiency in all agencies, individually and collectively.
To prevent waste and duplication of effort.

To advise in the undertaking of new work by existing agencies and departments of government and the development of such services as needed.

To promote the proper development and support of all accepted public and private agencies dealing with social problems.

To determine which agencies and services shall receive financial support from this organization and the extent of such participation and support, and to allocate and distribute to such agencies and services the funds so allocated.

The goal is to secure sufficient funding for participating agencies and services through a community-wide fundraising campaign held once a year. This approach aims to reduce fundraising expenses and conserve manpower by eliminating the duplication of time and effort.

To inform the public about our Facebook posts regarding the work of social agencies, which serve as a foundation for sound public opinion and support of their efforts.

To conduct its affairs and require its member agencies to likewise conduct affairs on a nondiscriminatory basis regarding race, color, religion, sex, age, national origin, or physical or mental handicap for clients, employees, and members of the governing board(s).

Section 2. No substantial part of the activities of the organization shall be for this purpose of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 4

Duration and Fiscal Year

Section 1. The period during which this organization is to continue is perpetual. The fiscal year of this organization shall be the calendar year which begins on the 1st day of January and ends on the last day of December

Article 5

Address

Section 1. The area to be served by this organization shall be the geographic area of Ogemaw County, Michigan.

Article 6

Membership and Agencies

Section 1. No individual member of the organization shall be held personally liable for any obligation, debt, or liability of the organization. The organization's Executive Director and all regular members shall be bonded/and or insured in such sums and with such sureties as the Directors may require.

Article 7

Board of Directors

Section 1. The management and administration of this organization shall be conducted by a board of directors consisting at least or at a minimum of 10 , but not more than 12, members elected by the membership. The elected members of the board shall serve 3-year terms.

Section 2. The Board of Directors is empowered to fill any vacancy on the Board of Directors for the remainder of the unexpired term of the vacancy.

Members of the Board of Directors who miss three consecutive meetings during the year may be replaced after a letter is sent stating that termination will occur if one more meeting is missed without a reasonable excuse approved by the Executive Board.

Section 3. The powers and duties of the Board of Directors shall be:

To manage the affairs of this organization between meetings of the Membership.

To adopt such by-laws for the government of this organization, designed to carry out the objectives of this organization.

To appoint such committees and create such departments and committees as it may deem expedient for carrying out the objectives of this organization and to supervise said committees. Any committee will operate in accordance with the principles, policies, and procedures set by the Board of Directors.

To act on the distribution of grants to Partner Agencies and community organizations.

To employ such persons and/or contract for services as it may deem necessary for the successful execution of the objectives of this organization.

To approve the annual allocations to agencies, to approve supplements or revisions of these allocations, if proven advisable and necessary during the ensuing fiscal year, and to make other expenditures or financial agreements as are deemed desirable and necessary in the conduct of the affairs of the Ogemaw County United Way.

To approve the statement of purposes, organizations, and activities of the committees of this organization.

To accept and negotiate the transaction of sale of any property, real or personal, including stocks and bonds, which now belong to or may be given in the future to the Ogemaw County United Way.

The Board of Directors shall have control and management of the organization's activities, determine all policies, elect, dismiss, and discipline members, and generally supervise the organization's affairs.

The Board of Directors shall cause the financial records to be audited annually by a certified public accountant.

No director shall receive any salary or compensation for service as a director.

All officers shall hold office for three years or until their successors are duly elected or appointed as provided in these bylaws. If any office becomes vacant for any reason, the Board of Directors may fill the vacancy. The Board Directors can amend or expand these duties as needed, provided they are in accordance with United Way Worldwide's guidelines and the organization's standard bylaws.

Section 4. Meetings.

There will be an Annual Meeting, the first meeting of each year, which will include a report on the amount of money raised the previous year and its allocation. The Annual meeting of the Board of Directors shall:

- (1) conclude the business of the previous year;
- (2) vote in new members of the Board of Directors;
- (3) vote in the new officers of the Board of Directors for the year.

The Board of Directors shall hold regular meetings at least quarterly. Special meetings of the Board of Directors may be called, for cause, at any time by the President, or at the written request of five (5) Directors giving at least 24 hours' notice to each director of the time, place, and purpose of such meeting. By majority consent, the Board may waive all formalities for special meetings.

Upon the majority of the board's consent, the board may conduct an electronic vote via email. The electronic vote request will be sent by the Secretary to all board members in the same email. Votes are only valid when votes from all members of the board are recorded. The completed vote results will be included in the minutes of the next meeting scheduled by the secretary.

Section 5. Committees:

The Board of Directors may perform the following functions: budgeting and allocating Ogemaw County United Way funds; campaigning and marketing Ogemaw County United Way; setting goals and objectives; new member recruitment; and developing and furthering the long-range goals and objectives of the Ogemaw County United Way. In the event the Board of Directors determines that these functions are more properly and more fully served by the establishment of individual and/or separate committees, the Board of Directors shall have the authority to establish such committees and appoint individuals to serve on said committees.

The Executive Committee shall be a Committee of the Board, consisting of one Board Member, including the President, the Vice President, the Secretary of the Board, and the Treasurer of the Board shall prepare an annual statement for the annual meeting of the Club, and generally perform such duties as are ordinarily incumbent upon a Treasurer. The Club Board of Directors can amend or expand these duties as needed, provided they remain within United Way Wordwise's guidelines.

Upon the establishment of any committee, the Executive Committee shall appoint a chair for each committee, who shall preside over their respective committees and carry out the functions assigned to them by these bylaws.

Article 8

Officers

Section 1. The officers of this organization shall be a president, a vice president, a secretary, and a treasurer. These officers shall be elected by the Board of Directors and from its

members at its organizational meeting immediately following the election of directors.

Section 2. Duties of the officers shall be as follows:

President: Shall preside at all meetings of the Board of Directors and the membership. Shall appoint any Committees unless otherwise directed and shall call special meetings, for cause, whenever he/she deems it is necessary or upon written request of (5) members of the Board of Directors, (as per Article VII, Section 4). Make sure OCUW is compliant with United Way International requirements.

Vice President: Shall perform the duties of the president in the event of his/her absence, resignation, or inability to perform his/her duties, and shall assist the committees to fulfill their responsibilities.

Secretary: Is elected by the Board of Directors to keep minutes of meetings and shall see that all notices are duly given in accordance with the provisions of the bylaws or as required by law; shall be the custodian of the records of the Ogemaw County United Way; may sign with the President or Vice-President all instruments executed by the Ogemaw County United Way; be responsible for the extra PO Box key and in general, shall perform all duties ordinarily incident to the office of the secretary.

Treasurer: The Treasurer shall have charge of and be responsible for all funds, securities, receipts and disbursements of the Ogemaw County United Way, and shall deposit or cause to be deposited in the name of the Ogemaw County United Way, all monies or other valuable effects banks, trust companies or other depositories as shall from time to time be selected by the Board of Directors; shall render to the Board of Directors, whenever requested, an account of the financial condition of the Ogemaw County United Way;; and in general shall perform all duties ordinarily incident to the office of a treasurer, to include checking the mail at post office Box 588, register OCUW with State if Michigan Lara program every year and filing the Federal Tax form for OCUW ordinarily incident to the office of a treasurer.

Article 9

Checks or Debit Card

Section 1. All checks, or demands for money and notes of this organization, shall contain two signatures and be signed by the Treasurer and the President. If either the Treasurer or the President is unavailable, any other board member may sign as the second signatory as authorized by the board.

Article 10

Quorum

Section 1. A quorum for a meeting of the Board of Directors or Executive Committee shall consist of fifty-one percent (51%) of the members of the Board of Directors (including 2 of the 4 elected officers).

Article 11

Amendments to By-Laws

Section 1. These By-Laws may be amended by more than one-half (1/2) simple majority vote of the Board of Directors present at a meeting in which a quorum exists, given:

- 1) Prior notice of the proposed By-Laws change was given not less than 30 days before the meeting, the change is being considered, and
- 2) That each Board of Director received the proposed amendment in writing at the time of the above notice (not less than 30 days before consideration).

Article 12

Disposition of Property and Assets

Section 1. The property of this corporation is irrevocably dedicated to charitable purposes, and upon liquidation, dissolution, or abandonment of the owner after providing for the debts and obligations thereof; the remaining assets will not inure to the benefit 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 Section 501 (C) (3) of the Internal Revenue Code.

Anyone elected to membership in this Organization will be considered to have accepted these Bylaws and will be bound by them in all respects, as if they had been a member at the time of their adoption.

Adopted this ____ day of March, 2026 by majority vote of the Ogemaw County United Way Board of Directors.

President

Vice President

Treasurer

Secretary