**BYLAWS**

**of**

**United Way of Kaufman County**

# ARTICLE I

## Name

* 1. **Corporate Identity.** Under the Texas Non-Profit Corporation Act, United Way of Kaufman County. In these bylaws, this entity will be referred to as the Corporation.
  2. **Service Areas**. The areas or partial areas served by this Corporation include Terrell, Kaufman, Scurry-Rosser, Crandall, Wills Point, and all other areas within Kaufman County except Forney, Kemp, Mabank, Gun Barrel and Seven Points.

# ARTICLE II

## Directors

* 1. **Powers and Numbers of Directors.** The corporation's affairs shall be managed by its Board of Directors. Subject to Section 2.03, the number of Directors shall be no less than nine (9) and no more than seventeen (17). The number of Directors may fluctuate occasionally, but the minimum and maximum can only be changed by the amendment of these Bylaws.
  2. **Initial Board.** The Directors constituting the first Board of Directors shall be those named in the Articles of Incorporation.
  3. **Qualification, Term, and Election of Directors.**

*Qualification*. Directors must be residents of or employed in the Corporation's service area.

*Term*. Each Director shall be elected for two (2) years, said term to commence in January at the annual meeting. A Director who has served four (4) consecutive years shall not be eligible for re-election for a period of one (1) year following the expiration of such four (4) years of consecutive service, except that another year may be served by one elected officer or chairperson of a standing committee.

*Election*. New Directors shall be formally elected by the incumbent Directors at the annual meeting, as provided in Section 2.08, whereupon their new term will begin. New Directors elected to fill the vacated terms may be elected at any regular or special meetings of the Board of Directors.

* 1. **Vacancies.** The affirmative vote of a quorum of the remaining Directors shall fill any vacancy in the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office, but the official term will begin at the next annual meeting. Absentee voting for filling vacancies is allowed but must be made in writing (such in email or text) submitted to the Chairperson of the Board.
  2. **Ex-Officio Directors.** The following shall be ex-officio Directors:
     1. The past Chairperson of the Board of Directors shall serve for a term of one (1) year, commencing with the annual meeting at which his/her term as Chairperson of the Board expires.
     2. The Executive Director.
     3. Such other people as the Board of Directors shall, from time to time, appoint, who shall serve for such terms as the Board shall, in each instance, specify.
  3. **Privileges of Ex-Officio Directors.** Ex-officio directors enjoy all the privileges of a member of the Board of Directors, except the right to vote and the right to attend special meetings. They do not count toward the minimum or maximum number of Directors per 2.01.
  4. **Executive Director.** The Corporation must have and maintain an Executive Director. The core responsibilities of the Executive Director should include, but not be limited to:

1. Ensure the Board of Directors functions effectively in carrying out the Corporation's mission and vision.
2. Direct the internal operations of the Corporation.
3. Maintain proper oversight of the Corporation’s financial activities.
4. Ensure the Corporation’s compliance with applicable laws and regulations.
5. Maintain an office by which the Corporation can conduct activities.
6. Attend Board meetings and Committee meetings, as appropriate.
7. Maintain and facilitate the review and update of the Corporation’s bylaws, handbooks, manuals, policies and procedures as directed by the Governance Committee.
8. Assist the Board with essential functions:
   1. Recruit board members to fill vacancies
   2. Develop and maintain a core of volunteers-CRM
   3. Develop and maintain Agency relations
   4. Promote the mission and vision of the Corporation
   5. Partner with the Board on implementing strategies and policies that further the mission
   6. Ensure adequate resources for carrying out the mission
   7. Keep the board informed of emergency/special agency applications from active partner agencies received throughout the year.
   8. Plan, organize, and facilitate the formal agency review process annually.

The job description shall list qualifications for candidates who may fulfill the role of Executive Director. Changes to the job description are subject to review and approval by the Board.

* 1. **Annual Meeting.** The annual meeting of the Board of Directors shall be held in December. The secretary or chairperson should give ten (10) days’ written notice of such a meeting. At the annual meeting, the incumbent Directors whose terms have not expired shall constitute the Board at the opening of the meeting. The Board shall elect new Directors to succeed those whose terms have expired. The new Directors and the incumbent Directors shall constitute the Board of Directors for the transaction of further business.
  2. **Regular Meetings and Attendance**. The Board of Directors generally plans to meet monthly and establish that meeting plan during the annual meeting. If a scheduled meeting must change, the Chairperson or the secretary shall communicate the change with at least ten (10) days written notice to all Directors. Board of Directors and committee chairs are expected to attend at least seventy-five percent (75%) of regular meetings. If a Board member or committee chair fails to meet this expectation, he/she may be recommended for removal from their position by the Governance Committee.
  3. **Special Meetings.** The Chairperson or Vice Chairperson may call special meetings. At least forty-eight (48) hours’ notice shall be given to all Directors.
  4. **Quorum, Voting and Transaction of Business.** One more than one-half (1/2) of the incumbent Directors shall constitute a quorum for voting and the transaction of business. For voting purposes, a quorum must be present, excluding the Chairperson and ex-officio directors, and must vote affirmatively for any motion to pass and become actionable business. If there is a tie, the Chairperson must vote to break the tie.
  5. **Email and Text Voting.** When an emergency vote is needed, the Board of Directors can hold an Email or Text Vote. These documents will be printed out and documented in Emergency Minutes.

# ARTICLE III

## Officers

* 1. **Officers.** The officers of the Corporation shall consist of a Chairperson of the Board, a Vice Chairperson of the Board, a Secretary, and a Treasurer. The Chairperson and the Secretary should not hold multiple concurrent offices. The Board of Directors may occasionally create other offices as the Board may deem necessary or proper. There shall be no compensation for the services rendered by any officers of the Corporation.
  2. **Election.** Officers shall be elected at the annual meeting by the Board of Directors in December.
  3. **Removal of Officers.** The Board of Directors may remove any officer when, in the Board's assessment, doing so aligns with the Corporation's best interests. The removal process will be conducted without prejudice.
  4. **Terms.** Officers of the Corporation, upon election, shall hold office for one year or until their successors have been elected and qualified. The Board of Directors shall fill any vacancy in an office, and any officer elected to fill such vacancy shall serve for the unexpired term of his/her predecessor.
  5. **Chairperson of the Board.** The Chairperson of the Board shall facilitate and attend all Board meetings. Except as otherwise stated in these Bylaws, the Board of Directors may expand the powers of the Chairperson as necessary. The Chairperson of the Board must be a member of the Board of Directors. His/her election as Chairperson of the Board may occur at the same meeting at which he/she becomes a member of the Board.
  6. **Vice Chairperson of the Board.** The Vice Chairperson of the Board shall, in the absence or during the disability of the Chairperson of the Board, have all the powers and perform all the duties of the Chairperson of the Board. The Vice Chairperson of the Board must be a member of the Board of Directors. His/her election as Vice Chairperson of the Board may occur at the same meeting at which he/she becomes a member of the Board.

3.07 **Secretary.** The Secretary shall perform the usual duties of the secretary, including recording the minutes of meetings. Except as otherwise stated in these Bylaws, the Board of Directors may expand the powers of the Secretary as it deems necessary. The Secretary of the Board must be a member of the Board of Directors. His/her election as Secretary of the Board may occur at the same meeting at which he/she becomes a member of the Board.

* 1. **Treasurer.** The Treasurer shall have general charge and supervision of the books and records of the account of the Corporation. Subject to the direction of the Board of Directors and Governance Committee, he/she shall have charge of and be responsible for all cash and securities of the Corporation. He/she shall make financial statements to the Board of Directors at regular and annual meetings and to the Governance Committee at such other times as shall be required. He/she shall have the usual powers and duties of the office of Treasurer and shall perform additional duties as may be assigned by the Board of Directors. The Treasurer shall serve as the Board of Directors’ representative in meetings and other communications with the financial auditor’s office. The office of Treasurer must be held by an individual with financial experience. His/her election as Treasurer of the Board may occur at the same meeting at which he/she becomes a member of the Board.
  2. **Bonds.** Officers and employees of the Corporation shall be covered by a surety bond, in such form and amount as is satisfactory to the Board of Directors.

3.10 **Volunteers.** Any member of the community may act as a Volunteer to the Board and serve as members on committees, as defined below.

* Fundraising Committee
* Community Committee
* Special Committees approved by the board

# ARTICLE IV

## Committees

* 1. **Governance Committee.**
     1. The Governance Committee is responsible for the Corporation’s compliance in abiding by the bylaws, policies, procedures, and legal matters of non-profit status. The Governance Committee’s essential functions will be to:
        1. It is recommended that the committee hold meetings as a formal body four (4) times per year to carry out its essential functions.
        2. The chair of the Committee shall prepare an agenda for each meeting.
        3. Record the minutes of Committee meetings and provide them to the board Secretary for retention and to be made available to the Board.
        4. Maintain a current list of committees and their membership.
        5. Conduct a bi-annual Board self-evaluation.
        6. Submit objectives as part of the planning process to address any gaps in compliance with bylaws, policies, and procedures; and
        7. Review the Bylaws and written policies and procedures, and update them as necessary, and submit changes to the Board for approval.

The Governance Committee may consist of two (2) to five (5) members. The members and a Committee chair shall be named in the regular session of the Board and recorded in the meeting minutes. Members are required to attend all meetings set by the chair. The committee chair must give three (3) days’ notice of such meetings.

* + 1. Within the policies of the Corporation, as established from time to time by the Board

of Directors, the Governance Committee may, while the Board is not in session, exercise all of the powers of the Board except:

1. election of Directors,
2. amendment of Bylaws,
3. election of officers,
4. admission or expulsion of member agencies,
5. approval of budget, or
6. those powers reserved by specific resolution of the Board.
   1. **Fundraising and Marketing Committee.** The Fundraising and Marketing Committee provides leadership and management for the direction, planning, and execution of fundraising and development-related activities. The Fundraising and Marketing Committee’s essential functions will be to:
7. Hold meetings as a formal body recommended once every two calendar months to carry out essential functions of the Committee.
8. The chair of the Committee shall prepare an agenda for each meeting.
9. Establish meaningful donor-investor relationships by developing and implementing strategic plans, including using marketing and social media to share the corporation's objectives.
10. Provide leadership and guidance for staff and volunteers.
11. Maintain a current list of volunteers with updated contact information and direct their involvement in planned events and/or committees.
12. Keep a monthly record of volunteer hours and make it available to the Board Chairperson and Executive Director.
13. Plan, develop, and execute strategies for obtaining private donations.
14. Identify, cultivate, and solicit major gift prospects, including individuals, corporations, and foundations.
15. Promote planned giving opportunities through marketing, including social media and newspapers.
16. Oversee, manage, and/or plan advancement events.
17. The Chair will give updates during the monthly board meeting; there is no event planning during these meetings.

The Committee shall consist of three (3) to six (6) members. The members and a Committee chair shall be named in a regular session of the Board and recorded in the meeting minutes. Members are required to attend all meetings set by the chair. The committee chair must give three (3) days’ notice of such meetings.

* 1. **Finance Committee.** The Finance Committee shall act as an advisor to the Board of Directors for the oversight of the budget, income and expenditure of the organization. The Finance Committee’s essential functions will be to:

1. Hold meetings as a formal body recommended once every two calendar

months to carry out essential functions of the Committee.

1. The chair of the Committee shall prepare an agenda for each meeting.
2. Monitor any short, intermediate, and long-term investments.
3. Advise the Board of Directors concerning the appropriate amount of money that should be available annually to meet the Corporation’s charitable purpose; and
4. Assist the Executive Director in developing an annual budget and ensure that operations are conducted pursuant to it.

The Committee shall consist of two (2) to five (5) members. The Committee chair shall be the Treasurer of the Board of Directors. If one of the Committee members is the Chairperson of the Board, the Committee must have a minimum of three (3) members. The members shall be named in the regular session of the Board and recorded in the meeting minutes. Members are required to attend all meetings set by the chair. Three (3) days’ notice of such meetings must be given by the Committee chair.

* 1. **Community Impact Committee.** The Community Impact Committee directs the achievement of lasting community change on the most pressing human and social issues facing our community. The committee guides the investment of resources to achieve established community priorities while also guiding the ongoing development of the priorities themselves to ensure they remain relevant and responsive to our community. The Community Impact Committee’s essential functions will be to:

1. It is recommended that the committee hold meetings as a formal body four (4) times per year to carry out its essential functions.
2. Regularly connect with organizations and individuals in the community to learn of their needs and propose programs and events that will maximize community support.
3. Actively seek partners to implement activities and measure results to ensure effectiveness; and
4. The Lead member will attend regular Board sessions, provide updates on programs in progress, and recommend new programs for community involvement.

The Community Impact Committee may be comprised solely of volunteers recruited from non-profits and public and private sectors. A Lead team member shall be named in the regular session of the Board and recorded in the meeting minutes.

* 1. **Agency Review Committee.** The Agency Review Committee shall receive and study all applications from agencies seeking participation in the United Way and make recommendations to the full Board of Directors for consideration of receiving funds. The Committee’s essential function will be to conduct a thorough study of the programs and financial requirements of all local agencies requesting funds. The committee meets at least once annually to perform the agency review.
  2. **Scholarship Review Committee.** The Scholarship Review Committee shall receive and study all applications from students seeking a college/trade school scholarship from United Way and make recommendations to the full Board of Directors to consider receiving funds. The Committee’s essential function will be to thoroughly study the students’ applications. The committee meets at least once annually to perform the agency review.
  3. **Other Committees.** The Board of Directors may, from time to time, create additional committees as deemed necessary and prescribe size, composition, duties, and responsibilities. The members and committee chair shall be named in the regular session of the Board and recorded in the meeting minutes.
  4. **Election of Committee Chairpersons and Terms of Members.** Each member of each committee shall serve one (1) year or until a successor is appointed. Unless otherwise stated in these Bylaws, committee chairpersons shall be decided by a general vote of the Committee members. To fill a vacancy in a committee chair or team leader, the Board may vote in regular session to temporarily fill the vacancy with one of its members. The temporary chair shall call a Committee meeting of current Committee members to facilitate the election of a new chair.

# ARTICLE V

## Respecting Participating Agencies

* 1. **Admission of Agencies.** Admission of participating agencies shall be pursuant to regulations prescribed by the Board of Directors and upon approval by the Board after receipt of application on forms prescribed by the Board and recommendations of the Agency Review Committee. In granting or withholding approval of the admission of any additional agency, the Board shall be guided by the following general considerations:
     1. The Agency must provide a real and worthwhile service to the residents of the area represented by the Corporation as defined in these Bylaws.
     2. The Agency must provide sufficient evidence of a history of active public support through financial contributions.
     3. The Agency must provide evidence of financial and budgetary responsibility.
     4. The Agency, in its operation, must demonstrate program effectiveness.
     5. Before an Agency is accepted by the Corporation, the Agency, and its program must undergo initial review by the Agency Review Committee.
     6. The Agency must conduct its business lawfully.
     7. The Agency must provide a determination letter(s) from the Internal Revenue Service stating that (i) such Agency is an organization described in Section 501c (3) of the Internal Revenue Code, and (ii) such Agency is not a private foundation as defined in section 509 of the Internal Revenue Code.
  2. **Withdrawal.** A participating agency may cancel its agreements with and participate in the United Way by written notice submitted to the Board of Directors within sixty (60) days following the closure of the last preceding annual United Way campaign.
  3. **Expulsion or Suspension.** A participating Agency may be removed or suspended from receiving United Way funds by action of the Board of Directors, provided that (i) written notice of the proposed action with a clear explanation as to the cause shall be given to the Agency, and an opportunity for a hearing afforded prior to finalizing removal or suspension, and (ii) such expulsion or suspension will be made effective by written notice mailed within sixty (60) days following the close of the last preceding annual United Way campaign.
  4. **Limitation on Campaigns.** In the event of the withdrawal, expulsion, or suspension of a participating agency pursuant to these Bylaws, the participating Agency will remain entitled to receive its allotment from funds raised because of the last preceding United Way annual campaign. Accordingly, no such withdrawing, expelled, or suspended agency shall raise funds in its campaign to finance the Agency’s operation during the period during which such funds were provided from the preceding United Way campaign.
  5. **Contracts.** With the approval of the Board of Directors, contracts may be made with participating Agencies, on terms consistent with the provisions of these Bylaws or the Articles of Incorporation.

# ARTICLE VI

## Miscellaneous

* 1. **Time for Campaign.** The annual United Way campaign shall be held at a time determined by the majority of the Board of Directors, with consideration given to the campaign period recommended by United Way Worldwide and United Way of Texas.
  2. **Emergency or Supplemental Campaigns.** Emergency, supplemental, or special campaigns may be conducted at such times, in such a manner, and subject to such limitations as the Board of Directors shall prescribe.
  3. **Control of Funds and Adjustments.** After the distribution of funds by the Corporation to participating agencies, each agency shall control the funds received by it. During the year in which the distributions are made, adjustments may be necessitated by unforeseen conditions. Within the Agency’s total budget, adjustments may be made without consultation with United Way, provided that no budgeting agency shall:
     1. Make any adjustment which involved a departure from the scope and program of such Agency, as originally approved, or with respect to any item specifically disapproved by the Corporation.
     2. Make any adjustment that involves commitments for subsequent years or that establish facilities, salaries, or services necessitating additional expenses in subsequent years.

Any adjustment made by a participating Agency under the provisions of this section shall not be binding upon United Way in any way for any subsequent year.

* 1. **Other Agency Donations.** Donations received by a participating Agency that are not associated with the United Way Campaign, such as legacies, memorial contributions, receipts from benefit performances approved by the headquarters of national organizations, and contributions for capital improvements, shall be retained by such Agency without adjustment in its allotment from United Way.
  2. **Fiscal Year.** The fiscal year of the Corporation shall be January 1 of each calendar year through December 31 of the year.
  3. **Acceptance of Designated Funds and Contributions.** The Corporation may accept designated funds and contributions.

# ARTICLE VII

## Amendments

* 1. **Amendment at Meetings.** These Bylaws may be amended at any regular or special meetings of the Board of Directors by a majority of the whole number of Directors, provided the notice of the meeting shall contain a statement that a proposal for an

Amendment to the Bylaws will be considered.

**ARTICLE VIII**

8.01 **Lending Policy.**

Except as otherwise provided by resolution or policy of the board, all contracts, deeds, leases, mortgages, grants, and other financial agreements of the corporation shall be executed on its behalf by the executive director or treasurer or other persons to whom the corporation has delegated authority to execute such documents by policies approved by the board.

1. Loans shall be contracted on behalf of the corporation only after authorization by resolution of the board.

**Revised and effective 12/1990. Revised and effective 7/1996. Revised and effective 7/2001. Revised and effective 3/2002. Revised and effective 9/2002. Revised and effective 5/2003. Revised and effective 7/2010. Revised and effective 11/2010. Revised and effective 07/2014. Revised and effective 9/2019. Revised and effective 3/2021.**

**Revised and effective 3/11/2025**

**(Added in 1.02 Service Area to include City of Wills Point and exclude Forney, Mabank, Gun Barrel, and Seven Points, 2.01 to increase Board Members to 17, 2.03 Term Limits, 2.09 Board Attendance Requirements, 2.12 Added for E-mail and Text Voting for Emergency, 3.10 Volunteers added available committees, 4.06 Added for Scholarship Review Committee, 6.05 Changed Fiscal Year to January-December), added 8.01**