

**BY-LAWS  
UNITED WAY OF IBERIA, INC.**

**BY-LAW I THE MISSION OF THIS COPORATION SHALL BE ACCOMPLISHED BY:**

**SECTION 1 FUNDRAISING**

To provide to the fullest extent possible, a single means of soliciting contributions in the Parish of Iberia, Louisiana or from persons, firms or corporations who do business or have interested in the Parish of Iberia, Louisiana for the benefit and maintenance of charitable, social and civic welfare agencies and/or institutions serving the Parish of Iberia, Louisiana.

**SECTION 2 TEAM WORK/COORDINATION OF SERVICES**

To maintain teamwork among the social service agencies and constituencies in the interest of meeting the needs of those who need service and those who wish to help provide service.

**SECTION 3 CO-ORDINATION OF SPECIAL APPEALS**

To extend its activities as needed to include the co-ordination of local appeals and state, national and international relief service agencies.

**SECTION 4 PROPAGANDA ACTIVITIES**

No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

**SECTION 5 CORPORATION ASSETS**

No part of the net earnings of this corporation shall inure to the benefit of a private individual. 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 a private person but will be distributed to non-profit fund(s), foundation(s), or corporation(s) which are organized and operated exclusively for charitable purposed and which has established its tax-exempt status under Section 501(c)3 and 509(a)(1) or (3) of the Internal Revenue Service Code of 1954.

**BY-LAW II MEMBERS**

**SECTION 1 MEMBERSHIP DEFINED**

Members in this corporation shall be of three (3) classes as set forth in Article 3 of the Articles of Incorporation.

- A. Contributing, who shall be contributors whether individual, corporate or otherwise, to the last preceding fund drive of this corporation whose names and addresses appear on the records of the corporation.
- B. Honorary, who shall be those persons so elected by the Board of Directors of this corporation in recognition of their distinguished service to the promotion of the social welfare of this corporation.
- C. Institutional Members, who are any organizations or agencies interested in the purposes of the United Way where this organization is actively involved in fundraising can be considered for membership.
  1. Programs and services offered by the organization must be needed and must not unreasonably

duplicate programs of other agencies already servicing the community.

2. The Board of Directors of the organization shall have the ability to vote on policy.
3. The Board of Directors of the organizations or agencies must submit its intent to seek membership in writing to the Admissions Committee of the United Way of Iberia, Inc. and furnish all required information as set forth by the Board of Directors. After proper investigation, the Community Investment Committee shall recommend for final action to the United Way Board of Directors.

## **SECTION 2 MEMBER MEETING, NOTICES, QUORUMS**

- A. The annual meeting of the members of the corporation shall be held on such date and time as may be designated by the Executive Committee for the purpose of electing directors to the board and transacting such other business as may come before the meeting.
- B. Special meetings of the active membership may be called any time by the Board of Directors, or upon written request of fifty (50) active members stating the objective or objectives to be considered.
- C. At any meeting of the members, twenty-five (25) active members qualified for voting, present in person, shall constitute a quorum.
- D. Any action taken by a majority of members where a quorum is present shall be the action of the membership of the corporation.

## **SECTION 3 MEMBER VOTING PRIVILEGES**

Each member whether contributing, institutional or honorary shall be entitled to one vote, whether such member be individual, corporate or otherwise. Proxy votes will not be recognized unless submitted in writing to the President prior to each meeting. A proxy shall be valid for one meeting only.

## **BY-LAW III BOARD OF DIRECTORS**

### **SECTION 1 BOARD DEFINED**

The affairs of this corporation shall be under the control of a Board of Directors consisting of no less than fifteen (15) persons, all of whom shall be volunteers and neither paid personnel of this corporation nor of any organization receiving financial support from this corporation.

### **SECTION 2 SELECTION OF BOARD**

Individuals may serve no more than six (6) consecutive calendar years. An individual is required to have a one-calendar year break in service before he/she can be nominated again to serve as a board member. The six (6) year consecutive calendar year limit term of service can be extended if a board member is serving on the Executive Committee in a position of succession to the presidency.

### **SECTION 3 BOARD DUTIES**

- A. The Board of Directors shall have the power and authority to perform all acts and functions necessary to carry out the purpose and mission of the United Way of Iberia, Inc. consistent with the Articles of Incorporation and these By-Laws.

- B. Members of the Board shall participate in the annual fundraising campaign and serve on one of the standing committees of the corporation.

#### **SECTION 4 MEETINGS OF THE BOARD**

- A. Meetings of the Board of Directors of the corporation shall be scheduled monthly and meet at least quarterly. Additional meetings may be held on the call of the president or, if he/she is absent or unable or refuses to act, by any officer or by any seven (7) directors.
- B. Notice of any meeting of these directors, regular or special, stating the date, time and place shall be served personally or by mail, upon each director not less than seven (7) days before the meeting.
- C. The presence of a simple majority of directors is required for quorum and shall allow action by the majority.

### **BY-LAW IV OFFICERS**

#### **SECTION 1 OFFICERS DEFINED**

- A. The officers of this corporation who shall be elected by the Board of Directors shall be: a President, a 1st Vice-President, a 2nd Vice-President, a Secretary and a Treasurer, all of who shall be members of the Board of Directors. The secretary and treasurer shall hold office for one year and until they or their successors are elected and qualified, subject to the right of the Board of Directors to remove any officer.
- B. The succession of officers to the presidency shall be 1st Vice-President followed by 2nd Vice-President. The Board of Directors shall fill any vacancy in an office for an unexpired term and the officer so elected shall serve for the unexpired term.

#### **SECTION 2 PRESIDENT'S DUTIES**

The President shall be responsible for the execution of the policies and programs of the board and for the administration of the affairs of the corporation. The President shall act as Chairman of the Executive Committee and preside at all meetings of members and of the Board of Directors. The President shall appoint, subject to the approval of the Board of Directors, the chairpersons and all such committees for a period of time as may be necessary for carrying out the purposes of this corporation. The President shall be responsible for the annual review of the Executive Director and submit review with salary recommendations to the executive committee. The executive committee shall determine the salary of the Executive Director and any recommendations shall be included for board ratification during the annual budgetary process.

#### **SECTION 3 1ST VICE-PRESIDENT'S DUTIES**

The 1st Vice-President shall act in the absence or disability of the President, presiding at meetings of members and/or directors. Duties of the 1st Vice-President will also include the chairing of the By-Law Committee.

#### **SECTION 4 2ND VICE-PRESIDENT'S DUTIES**

The 2nd Vice-President shall serve as Chairperson of the Strategic Planning Committee.

#### **SECTION 5 SECRETARY'S DUTIES**

The secretary shall attend all meetings of the Executive Board, Board of Directors and all annual or special meetings of members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings. The secretary shall cause to be given notice of all meetings of members or of the Board of Directors when these require notice.

## **SECTION 6      TREASURER'S DUTIES**

The Treasurer shall, subject to the direction of the Board of Directors and the Executive Committee, have the custody of all funds and securities of the corporation and have general charge and supervision of the books and records and accounts of the corporation. The Treasurer shall render financial statements to the Board of Directors and the Executive Committee as required and shall have power to disburse funds in accordance with such procedures as many be established by the Board or Executive Committee. The Treasurer shall also serve as chairperson of the Finance Committee.

## **BY-LAW V      COMMITTEES**

### **SECTION 1      EXECUTIVE COMMITTEE**

There shall be an Executive Committee consisting of the officers and the immediate past president of the Board of Directors. Positions to be elected by the board shall be the 2nd Vice-President, Secretary and Treasurer.

The Executive Committee shall have and exercise all the powers of the Board of Directors subject to such limitations as the laws of the State of Louisiana or resolutions of the Board of Directors may impose, and shall have the power to affix the seal or the corporation to all papers which it may deem to require it. Another function of this committee shall be the accountability of the Executive Director that shall include an annual performance review. The President shall serve as Chairperson and Pacesetter Chairperson. A majority thereof shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and report same to the Board.

### **SECTION 2      NOMINATING COMMITTEE**

The Governance/By-Laws Committee shall serve as the Nominating Committee. This committee shall consist of eight (8) members of United Way. Three (3) should be contributing members, four (4) should be institutional members and one (1) honorary member. Their purpose is to prepare a slate of nominees for election by the membership at the annual meeting. The Nominating Committee shall also nominate persons to serve as officers and as members of the Executive Committee and shall report these to the Board of Directors immediately following the annual meeting.

### **SECTION 3      FINANCE COMMITTEE**

There shall be a Finance Committee composed of the Treasurer, as chairperson, and the Secretary. Three (3) others members of the board shall be appointed by the President with the approval of the board and shall, with the approval of the board, have power to buy, subscribe for, sell, exchange and transfer stock, bonds and other securities, and otherwise to invest and reinvest, however, shall be subject to review by the board. The Treasurer is authorized and empowered to execute on behalf of the agency, when so directed by the Finance Committee, such documents as many be necessary to effectuate the sale, exchange or transfer of securities. The Finance Committee should review quarterly reports, audits and accounts regularly and report to the board at regular intervals. The committee shall consider the details of the budget, which is prepared by the Executive Director and presented to the board, along with committee's recommendation. The board, voting in official meeting, shall determine the budget for the agency.

### **SECTION 4      CAMPAIGN COMMITTEE**

The Campaign Committee shall plan, organize and conduct such campaigns for funds as the Board of Directors may decide upon. It shall decide upon the time, place and length of the campaign. This committee is responsible for the recruitment of

necessary volunteers. The Board of Directors will participate in this committee with the annual Drive Chair serving as chairperson.

#### **SECTION 5 PUBLIC RELATIONS COMMITTEE**

The Public Relations Committee shall plan and execute the publicity and public information program for all campaigns and for such year round publicity as may be necessary or desirable. The President shall appoint the chairperson of this committee.

#### **SECTION 6 COMMUNITY INVESTMENT COMMITTEE**

The Community Investment Committee shall handle inter-agency relations, study applications for agencies seeking admission and funds, as well as review agencies and their budgets, and this committee shall make recommendation to the Board of Directors regarding agency memberships and allocations.

The President, with the approval of the Board of Directors, shall appoint chairperson(s) and committee members.

#### **SECTION 7 STRATEGIC PLANNING COMMITTEE**

The Strategic Planning Committee shall consist of ten (10) members. Three (3) should be current United Way board members, three (3) should be past United Way board members, and three (3) members should represent the community. To be included in this slate of ten (10) members is the 2nd Vice-President, who shall serve as the chair of this standing committee, and the immediate past board president.

The purpose of this committee will be to co-ordinate the planning, development and monitoring of the Strategic Plan with short and long-term goals that will be presented to the board for approval. Once approved, the committee will monitor the progress of the plan as it relates to the environment and issues that arise throughout the year. The committee is also responsible for presenting to the United Way Board of Directors an annual evaluation of the past year's accomplishments as related to the board approved Strategic Plan. This committee will also co-ordinate the annual Board Retreat .

#### **SECTION 8 HUMAN RESOURCE COMMITTEE**

The President shall appoint the Human Resource Chairperson. The committee shall be appointed by the chairperson with the approval of the board. The four major functions of the committee shall be: personnel policies, volunteer policies, board ethics, and this committee shall serve as the grievance committee for staff and volunteers .

#### **SECTION 9 COMMITTEE APPOINTMENTS**

All committee appointments shall be made as soon as possible after the election of officers or as vacancies occur.

Committee members will serve for one (1) year terms and may be reappointed.

### **BY-LAW VI VACANCIES**

#### **SECTION 1 BOARD OF DIRECTOR VACANCIES**

All vacancies on the Board of Directors, whether caused by failure to elect, resignation , two or more unexcused absences from scheduled meetings, death or otherwise, may be filled by the Board of Directors at any time stated or by special meeting.

## **SECTION 2 EXECUTIVE DIRECTOR**

The Board of Directors shall have the authority to appoint and employ an Executive Director who shall be the general manager and fiscal agent responsible for administration of the corporation's program, finances and personnel within the framework of the policies, principles and practices established by the board. This shall include but not be limited to staffing, job classification and other responsibilities incident to a Chief Executive Officer of a business corporation. The Executive Director shall employ and discharge such staff as deemed necessary in accordance with budget provisions and personnel policies and practices authorized by the Board of Directors. The Executive Director shall be responsible for the administrative management of this corporation subject to the approve of and direction of the Board of Directors and be responsible to work within the approved budget established by the board. The Executive Director shall report to the President. The Executive Director shall be bonded.

### **BY-LAW VII FISCAL YEAR**

The fiscal year of this corporation shall be July 1st to June 30th.

### **BY-LAW VIII NON-DISCRIMINATION**

The members, officers, directors, committee members, employees and persons served by this corporation shall be selected on a non-discriminatory basis with respect to age, sex, race, religion and national origin.

### **BY-LAW IX BY-LAWS**

The Board of Directors shall have the power to establish, alter or repeal by by-laws of this corporation by a two-thirds (2/3) vote of the entire board at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting. Any amendments, alterations, additions or deletions from these by-laws whether proposed by the members or the Board of Directors, shall be consistent with the laws of this state, which define, limit or regulate the powers of this corporation of the directors of this corporation.

### **BY-LAW X STANDING RULES**

#### **SECTION 1 SPECIFIC PROVISIONS**

In order to comply with the specific provisions of these United Way By-Laws, the Board of Directors may, from time to time, establish Standing Rules, which will have the same force and effect as the By-Laws. Standing Rules may be amended and rescinded by a majority vote of the Board of Directors with notice of such proposed action having been announced in compliance with standard notice procedures of this organization.

By-Laws Adopted February 8, 1993

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