

TILLAMOOK COUNTY UNITED WAY BY-LAWS
Fifth Amended May 5, 2010

ARTICLE I. NAME

The name of this organization shall be TILLAMOOK COUNTY UNITED WAY, INC.

ARTICLE II. MISSION STATEMENT

The Tillamook County United Way is committed to raising funds for and promoting awareness of local charitable organizations that serve the needs of the citizens of Tillamook County.

ARTICLE III. PURPOSE

The object, purpose, and powers of this Corporation shall be:

- (a) To organize and conduct one campaign each year to raise operating funds for human health, human welfare, and youth agencies for charitable purposes.
- (b) To solicit, accept, and receive gifts, contributions, bequests, and devises; to hold, rent, mortgage, sell or otherwise dispose of real and personal property acquired by gift, contribution, bequest, or devise; and to allocate and distribute funds to such human health, human welfare, and youth agencies as shall be members of this Corporation.
- (c) To lessen the need for independent campaigns and thereby to assist the member human health, human welfare, and youth agencies in the work for which they are organized.
- (d) To investigate human health, human welfare, and youth agencies operating in Tillamook County who are applying for membership, to review member agencies as determined by the Board of Directors, to approve or disapprove of any or all said agencies for membership in this Corporation, and to encourage the approved agencies to become and remain active members of the Tillamook County United Way.
- (e) To borrow money and lend money, to give and receive promissory notes, mortgages, and other evidence of indebtedness, secured, or unsecured.
- (f) To do all acts and assume all obligations necessary, convenient, or incidental to the accomplishment of the said objects, business, or pursuits.

In carrying out the foregoing, this Corporation must exclusively engage only in religious, charitable, scientific, literary or educational purposes, as those terms are defined by Section 501 (c) (3) of the Internal Revenue Code 1986 (or the corresponding provisions of any future United States Internal Revenue law).

In addition, this Corporation, so long as it is carrying out the aforementioned purposes, may engage in any lawful activity, none of which is for profit, for which corporations may be organized, pursuant to Chapter 65 of the Oregon Revised Statutes. These purposes include making distributions to organizations that qualify as exempt organizations of the Internal Revenue Code of 1986 of the United States (or the corresponding provision of any future Internal Revenue law). Notwithstanding any other provision of these Bylaws, this Corporation shall not carry on any other activities not permitted by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code, that would disallow contributions to the Corporation from being deductible under Section 170 (c) (2) of the Internal Revenue Code 1986 (or the corresponding provisions of any future United States Internal Revenue law).

ARTICLE IV. OFFICES

The office of this Corporation shall be in the City of Tillamook, Tillamook County, Oregon.

ARTICLE V. MEMBERS

Section 1. Membership. The members of this Corporation shall consist of the following:

- (a) Board of Directors. The Directors duly elected to the Board of Directors.
- (b) Member Agencies. Charitable human health, human welfare, and youth agencies that have applied and been accepted as a recipient of Corporate funds and have received Corporate funds at least once in the last five years. Such agencies shall receive notice of meetings as provided herein.

Section 2. Purpose. Member agencies serve in an advisory capacity to the Board of Directors and shall have such other responsibilities as are delegated to them by the Board of Directors. Only member agencies shall be entitled to the receipt of corporate funds. Member agencies shall receive notice of all Board of Director meetings.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Generally. The management and government of the affairs and property of this Corporation shall be vested in and the powers of the Corporation and shall be exercised by a governing body, to be known as the Board of Directors which shall consist of up to twenty-one (21) persons.

Section 2. Term of Office. Seven (7) Directors shall be elected at each annual meeting of the members of the corporation to serve for terms of three (3) years.

Section 3. Election. The Directors shall be chosen by the Board of Directors from the candidates nominated as provided in Article XI. In case the nominations so made shall exceed seven (7) in number, the election shall be by ballot.

Section 4. Vacancies. In case of any vacancy in the Board of Directors, the remaining Directors shall elect a successor to hold office for the unexpired portion of the term of the Director whose place was vacated, and until the election of such Director's successor.

Section 5. Annual Meetings. The Board of Directors shall meet annually in March for the purpose of organizing itself for the upcoming year, electing officers, and transacting such business as may properly come before it.

Section 6. Regular Meeting. The Board of Directors will meet at least quarterly. The time and place of regular meetings, unless otherwise determined by the Board of Directors, shall be fixed by the President in the President's call for each such meeting.

Section 7. Special Meeting. A special meeting of the Board of Directors may be called at any time by the President, and shall be called upon the written request of any five (5) members of the Board.

Section 8. Notice of Meeting. Notice of the time, date and place of each meeting of the Board of Directors shall be mailed, emailed or delivered to each Director and member agencies at least five (5) days prior to the date fixed for the meeting.

Section 9. Quorum. One-third of the voting members of the Board of Directors shall constitute a quorum for all purposes unless law requires a greater number. If at any meeting of the Board there be less than a quorum present, a majority of those present may adjourn the meeting until a quorum is obtained.

Section 10. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law.

Section 11. Duties of the Board. Without limiting, or attempting to limit, the responsibilities or general powers of the Board of Directors, it shall:

- (a) Manage the business, property, and affairs of this Corporation.
- (b) Arrange for the raising of funds.
- (c) Control the allocation, disbursement, and distribution of all funds collected by this Corporation.
- (d) Authorize the appointment of such committees, in addition to those otherwise provided for in these Bylaws, as it may deem expedient for carrying out the objects and pursuits of this Corporation.
- (e) Employ and determine the compensation of such persons and firms as is deemed necessary for the successful prosecution of the Corporation's objectives and pursuits.
- (f) Review the work of member agencies and the need for their respective services.
- (g) Give a full and complete report of the Board's activities at each annual meeting.
- (h) Perform such additional duties as are specified in the Articles of Incorporation or other provisions of these Bylaws.

Section 12. Removal of Directors. Any number of the Directors may be removed, with or without cause, at a meeting called expressly for that purpose, by a vote of a majority of the Directors attending, provided a quorum is present. Should any member agency or Director wish the removal of a Director, the member agency or Director shall file a written complaint concerning such Director with the Corporation. The Corporation shall mail a copy of the complaint to the subject Director and all other Directors.

The subject Director shall have ten (10) days after receipt of the complaint (defined as when the subject Director personally receives the complaint or two (2) days after its mailing, postage prepaid, at the subject Director's last known address as it appears on the records of the Corporation) in which to respond in writing. A hearing before the Board of Directors will then be held on the matter.

Section 13. Attendance. Any Director who does not attend three (3) consecutive meetings of the Board of Directors, without being excused by the President may be dropped as member by the Board of Directors.

Section 14. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent is entered in the minutes of the meeting or unless the Director files a written dissent to such action with the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 15. Indemnification. Indemnification for any individual Director for any cost, judgement, fine, claim, action or suit brought or proceeding, actual or threatened, including reasonable attorney's fees and costs and expenses therefore, brought by reason of such person being a Director, may occur to the fullest extent allowed by ORS 65.387-65.414, (or successor statute(s)) upon Board approval of same.

ARTICLE VII. OFFICERS

Section 1. Number. The officers of Tillamook County United Way shall consist of a President, Vice President, Secretary, and Treasurer. In addition to the foregoing officers, the Board of Directors is authorized to appoint an Executive Secretary. Other officers as deemed necessary by the Board of Directors may be elected, appointed, empowered, and removed as herein provided.

Section 2. Election of Term of Office. Elections of officers shall be held at the annual meeting of the Board of Directors. Officers shall hold office for a term of one year until their successors shall have been elected. All officers shall be selected from the Directors of the Corporation.

Section 3. Vacancy. When a vacancy occurs in an office, the Board of Directors shall nominate and elect a successor to serve for the balance of the unexpired term.

Section 4. President. The President, when present, shall preside at all meetings. The President shall call special meetings of the Board of Directors whenever the President deems it necessary. The President shall perform such other duties as are required of the President by other provisions of these Bylaws. At the end of the President's term, the President shall present, at the annual meeting, a full and complete report of the financial condition of this Corporation and the state of its affairs.

Section 5. Vice President. The Vice President shall assist the President and perform the duties of the President in the event of the President's absence, resignation, or inability to perform the President's duties.

Section 6. Secretary. The Secretary shall keep the records of the Corporation and the minutes of the Board of Directors' meetings in one or more books provided for that purpose. The Secretary shall maintain a current list of the names, addresses and terms of all Directors and member agencies, as well as to see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

In addition, the Secretary shall sign, with the President, such promissory notes, mortgages, deeds, and other evidence of indebtedness or ownership as may be necessary in the conduct of the business of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be assigned to the office by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer shall receive and have charge of the funds of this Corporation and shall keep, invest, reinvest, disburse, and distribute the same as ordered by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties with such surety as shall be approved and in such amount as shall be fixed by the Board of Directors.

Section 8. Executive Secretary. In the event that the Board of Directors appoints an Executive Secretary, the duties shall be specified by the Board of Directors.

ARTICLE VIII. COMMITTEES

Section 1. General. A majority of the Board of Directors in office may, by resolution, designate and appoint one or more committees including, by not limited to those outlined in these Bylaws.

Section 2. Executive Committee. The Executive Committee shall consist of the officers of the Corporation as well as the Campaign Chair and the immediate past President. The duties of this Committee shall be to supervise and direct the general routine work of the corporation, and in the interim between board meetings, shall have full power to act.

Section 3. Budget and Allocation Committee. The Budget and Allocation Committee shall consist of such uneven number of members, as the Board of Directors deems advisable, but not less than five. Paid staff members of a member agency shall not be members of the Budget and Allocation Committee. Upon the advice and consent of the entire Board, the President of the Board shall appoint the members of this Committee to serve for terms of one year and name its Chair. All eligible directors shall serve at least one term on the Budget and Allocation Committee during their three year term on the Board.

The Budget and Allocation Committee shall review the needs, resources, and budgets of all agency members, and shall consider and pass upon all matters pertaining to the amount to be allocated to each agency. All acts of the Budget and Allocation Committee shall be subject to final approval by the Board of Directors of this Corporation.

The Budget and Allocation Committee shall also serve as an Admissions Committee and shall have the responsibility for reviewing the applications of all agencies desiring to join this Corporation as member agencies and developing a recommendation as to their acceptance for final approval by the Board of Directors.

Section 4. Campaign Committee. Upon the advice and consent of the entire Board, the President of the Board shall appoint a Campaign Chair and Assistant Campaign Chair, who shall be in charge of the campaign. With the approval of the Board of Directors, the Campaign Chairperson shall appoint a Campaign Committee. Each year the Campaign Chair and the Campaign Committee shall conduct the United Way Campaign provided for in Article IX of these Bylaws.

Section 5. Nominating Committee. A Nominating Committee shall be appointed annually by the President and shall consist of not less than three (3) nor more than five (5) members. The President shall designate one of the members of the committee to serve as chair of the Committee. All members of this Committee must be members of the Board of Directors.

It shall be the duty of the Nominating Committee to select nominees for the Board of Directors as provided in Article XI of these Bylaws. The Nominating Committee shall make its report at the annual meeting of the Board of Directors.

Section 6. The Board of Directors may designate and appoint other such committees, as it deems necessary.

ARTICLE IX. MEMBER AGENCIES

Section 1. Application for Membership. Any human health, human welfare, or youth agency desiring to become a member of this Corporation shall submit to the Board of Directors:

- (a) A completed Membership Application/Certification.
- (b) A statement by its president and secretary certifying that its governing board has read the Bylaws governing this Corporation, and agrees to be bound by the provisions contained therein, including, but not limited to those provision stated in Article IX of the Fifth Amended Bylaws of the Corporation, and has voted to apply for membership.
- (c) A detailed statement of the history, purposes, and work for such applying agency.
- (d) A detailed statement of its assets and liabilities and its last annual statement of receipts and expenditures, all in such form as may be required by the Board of Directors.
- (e) A list of its officers and directors.
- (f) A statement that they will operate in accordance with this Corporation's nondiscrimination policy and will not discriminate with respect to race, color, creed, sex, age, national origin, disability, religion, or sexual orientation and will comply with their respective affirmative action program(s) and with all federal, state or local laws relative as applicable to such agency. Said Corporation's policy shall be distributed to all member agencies on an annual basis.

- (g) A statement of its affirmative action program that provides an equal employment opportunity to all without regard to race, color, creed, sex, age, national origin, disability, religion, or sexual orientation that is consistent with the nondiscrimination policy of this Corporation.
- (h) Evidence showing the applying agency has been in successful operation for a minimum of two (2) years.

The membership application including a copy of such papers, as detailed above, shall be referred to the Budget and Allocation Committee. After proper investigation, the Budget and Allocation Committee shall make findings and recommendations with respect to the application and report the same to the Board of Directors. The Board of Directors shall make the final decision and take final action on the application.

Section 2. Working Relationships. Each and all agency members and this Corporation agree:

- (a) To maintain responsible management, within a Board of Directors or administrative committee which shall meet at least four (4) times per year.
- (b) To keep regular books of accounts, those of the member agencies to be open to inspection by a representative of this Corporation, and those of this Corporation to be open to inspection by a representative of any member agency.
- (c) That the Budget and Allocation Committee of this Corporation shall review the needs, resources, and budgets of all member agencies, and shall consider and pass upon all matters pertaining to the amount to be allocated to each agency, and that all acts of the Budget and Allocation Committee shall be subject to final approval by the Board of Directors of this Corporation.
- (d) That this Corporation shall raise funds during an annual campaign, and that each member agency shall be responsible for the administration of its program, the expenditure of the money which it receives from this Corporation and all other matters within the scope of its authority.
- (e) That they will operate in accordance with this Corporation's nondiscrimination policy and will not discriminate with respect to race, color, creed, sex, age, national origin, disability, religion, or sexual orientation and will comply with their respective affirmative action program(s) and with all federal, state or local laws relative as applicable to such agency. Said Corporation's policy shall be distributed to all member agencies on an annual basis.

Section 3. Member Agency Responsibilities. Each member agency agrees to be responsible to the Corporation as follows:

- (a) To submit to this Corporation such information concerning its finances, income, expenditures, accounts, facilities, services, needs, plans, and program, and in such form and detail as the Corporation may require.

- (b) To participate in the Corporation's annual fundraising campaign as staffing and resources allow.
- (c) To submit an allocation application to the Corporation as prescribed by the Board of Directors that requests funding from the next United Way Campaign.
- (d) To accept the apportionment of funds made to it by this Corporation.
- (e) To hold or conduct no public financial campaign or solicitation for any purpose during the United Way campaign without first obtaining the consent of the Board of Directors of this Corporation.

Section 4. Corporation Responsibilities. This Corporation agrees to be responsible to member agencies as follows:

- (a) To inform the member agencies promptly of special problems confronting the Corporation that may affect the member agencies.
- (b) To provide a hearing before the Board of Directors on any matter at the request of any member agency or group of member agencies.

Section 5. Duration and Termination of Agency Membership. By accepting membership in this Corporation each member agency and this Corporation agree that such membership shall continue in effect for three (3) years unless written notice of its withdrawal is given to the Board of Directors of this Corporation on or before the first day of March of the year in which such withdrawal is to become effective, or unless its membership is terminated as provided in Section 5 of the Article IX.

If it appears to the Board of Directors of this Corporation that the need for the services of any agency has substantially decreased, the Board shall take such action, as it deems proper. If it appears to the Board that the need for the services of any agency has ceased; or an agency fails to abide by the provisions of Article IX; or an agency fails to provide requested information in a timely fashion, the Board may terminate the membership of such agency. However, the Board shall take no such action until after it has given the agency an opportunity to be fully heard at a meeting of the Board of Directors. Any funds allocated to a terminated member agency shall be reallocated to member agencies or expended for such purposes as directed by the Board of Directors.

Section 6. Member Agency Re-Application. Member agencies whose term of three (3) years have expired are encouraged to re-apply for membership according to Article IX, Section 1, Application for Membership.

ARTICLE X. UNITED WAY CAMPAIGNS

Section 1. Duties of the Campaign Committee. Each year the Campaign Chair, with the assistance of the Campaign Committee, shall plan, organize, supervise and conduct a campaign in designated areas to raise operating funds needed by the agencies of this Corporation, and by the Corporation itself.

Section 2. Time of Campaign. Each campaign shall be made during the period designated by the Board of Directors.

Section 3. Designated campaign areas shall in general be determined annually by the Board of Directors.

ARTICLE XI. NOMINATIONS

Section 1. Directors. It shall be the duty of the Nominating Committee to select nominees as required to fill vacancies among the members of the Board of Directors. The Nominating Committee is prohibited from placing the name of any person in nomination for director until that person has agreed to serve if elected. Nominations for positions on the Board of Directors shall be made as follows:

- (a) The Nominating Committee shall annually nominate seven (7) candidates for the Board of Directors.
- (b) Not less than fifteen (15) days prior to the annual meeting of the Corporation, the Nominating Committee shall, in writing, notify the President of their nominations.
- (c) Any two members of this Corporation may nominate an additional candidate by proposing such person's name in writing to the President not less than ten (10) days prior to the annual meeting, together with the assurance that such person will serve if elected.

No nominations for a position on the Board of Directors may be made from the floor or in any manner except as provided in the section.

Section 2. Officers. The regularly appointed Nominating Committee shall nominate candidates for the offices of this Corporation. In regard to officers, the Nominating Committee shall make its report of such nominations at the annual meeting of the Board of Directors. The Committee is prohibited from placing the name of any person in nomination as an officer until that person has agreed to serve if elected.

ARTICLE XII. AMENDMENTS

Any or all of these Bylaws may be supplemented, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of at least three-quarters of the Directors present, provided that a copy of the proposed changes was provided in the notice of such meeting and that the meeting notice was mailed, emailed, or delivered to each Director at least thirty days (30) before the meeting at which the proposed changes are to be considered.

Revised to incorporate amendments adopted by the Board of Directors of Tillamook County United Way as of 5th day of May , **2010**.

President

Secretary