

BYLAWS
FOX VALLEY UNITED WAY
Adopted by the Board of Directors – April 17, 2025
(Supersedes all previous Bylaws and amendments)

ARTICLE ONE
NAME

Under the Laws of the State of Illinois, the name of this corporation is Fox Valley United Way.

ARTICLE TWO
MISSION AND PURPOSE

Our Mission: Fox Valley United Way is committed to ensuring that all families in the communities we serve have equitable access to opportunities and resources supporting positive health, education, and financial outcomes.

Section 2.1 Purpose

The purpose of Fox Valley United Way is to:

- a. Periodically assess and develop a needs priority list for, resources, and programs in the Fox Valley United Way service area, develop private and public financial resources to meet those needs, and foster cooperation, collaboration, and support from local, state, and national agencies serving the Fox Valley United Way service area.
- b. Maximize Fox Valley United Way resources to invest in the health, education, and financial stability of all individuals in our community. Make those resources available by investing, expending, and allocating them to programs and collaborative partner agencies serving the community's most urgent needs.

Section 2.2 Nonprofit Status

Fox Valley United Way 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.

Section 2.3 Nonprofit Corporation

Fox Valley United Way is a nonprofit corporation in Illinois. It is subject to the state's laws and may exercise all powers granted to Illinois Nonprofit Corporations by the Solicitation for Charity Act (225 ILCS 460/23).

ARTICLE THREE

MEMBERSHIP

Staff and Board of Directors shall constitute Fox Valley United Way *membership*. Contributors to the Fox Valley United Way shall be considered supporters.

ARTICLE FOUR

BOARD OF DIRECTORS

Section 4.1 Directors:

The Board of Directors is foremost a guardian of values on behalf of its stakeholders. The Board of Directors shall be selected to reflect the ethnic, geographic, and economic diversity of the Fox Valley United Way service area. No paid staff member of the Corporation or staff from one of its partner agencies shall be eligible for election to the Board.

The Board of Directors provides strategic leadership and vision through the creation of the strategic plan. It establishes policies and procedures to be executed at the leadership and direction of the Executive Director. The Board of Directors shall monitor the business of the Corporation. The Board shall have the authority and responsibility to assure that the purposes and goals of the Corporation are achieved. Duties include:

- a. Hire and conduct performance reviews of the Executive Director to operate the Corporation as necessary and desirable to carry out the functions, purpose, mission, and goals.
- b. Adopt policies and procedures consistent with these Bylaws when carrying out the mission of the Corporation.
- c. Approve committees that can have the potential to impact policy.
- d. Review and adopt strategic planning recommendations.
- e. Review and approve the annual budget.
- f. Approve contracts more than \$3,000.00.
- g. Ensure a certified audit is conducted on all Fox Valley United Way activities.
- h. Perform all obligations allotted to it expressly or implicitly in the Bylaws.

Section 4.2 Number of Board of Directors:

The Board of Directors shall consist of a minimum of 10 and a maximum of 16 members, including ex-officio directors. New directors shall be nominated and elected by the Board of Directors annually, or more frequently if needed.

Section 4.3 Board of Director Vacancies:

The Board may fill any vacancy occurring on the Board as is necessary and at any time.

Section 4.4 Terms of Office:

- a. The fiscal term of office is July 1st to June 30th of the following year.
- b. Each Director shall hold office for three (3) years, and a director may serve two (2) consecutive terms.
- c. At least one year must elapse before an individual can be re-elected to the Board of Directors.
- d. A Director who is elected mid-term will be considered as starting their term effective July 1st of the current fiscal year.
- e. The Past-President shall serve as an ex-officio Director of the organization for the term of one additional fiscal year.

Section 4.5 Board of Directors Meetings:

- a. Regular Meetings. There will be a minimum of 10 Board of Directors meetings per year. Regular meetings of the Board of Directors shall be held at such time or at such place as designated by the Chairperson of the Board of Directors by announcement at the preceding Board of Directors meeting, by written notice to the Directors by the Chairperson, or by the passage of a resolution of the Board of Directors setting a fixed time for such meeting.
- b. Special Meetings. Special meetings may be called by the Board of Directors, the Chairperson at his or her discretion, or at the written request of three (3) Directors at such time and place as the Chairperson may determine, provided that notice thereof be given not less than five (5) days before the meeting, stating the time, place and general purpose of same.

Section 4.6 Notice:

Notice of a Board of Directors meeting shall be provided (delivered, mailed, or sent electronically) to all members at least five (5) days before such meeting.

Section 4.7 Quorum:

A quorum of the Board shall be fifty (50) percent or greater.

Section 4.8 Removal of a Director:

A Director of the Board may be removed from office with or without cause by a fifty (50) percent vote of the entire Board of Directors.

Section 4.9 Attendance:

All Directors are expected to attend Board meetings. A Board Member absent from three consecutive Board meetings or missing five meetings in a fiscal year will be subject to removal from the Board.

Section 4.10 Mail & Electronic Votes:

Electronic votes of the Board of Directors may be taken. All voting Board members must be canvassed simultaneously for electronic votes to be taken. A time limit in which voters must respond shall be established. The electronic vote shall be immediately tallied upon expiration of the time limit, and immediate notification of the voting results shall be given. Electronic votes shall be conducted under the same requirements as votes taken at meetings.

A motion must be passed by an affirmative vote of the majority of the voting Board members. Voting results will be confirmed at the next regular meeting of the Board, and the Board's actions will be reported in writing in the minutes of the next Board meeting.

ARTICLE FIVE

OFFICERS

Section 5.1 Offices and Qualifications:

The Corporation's officers shall be elected from and by the Board of Directors and shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. The Board of Directors may elect other officers as it deems appropriate.

Section 5.2 Election:

Officers shall be elected at the first meeting of the Board of Directors at the beginning of the fiscal year. They shall hold office until their successors are elected. Officers may be elected to consecutive terms. An officer is subject to removal by a majority vote (more than fifty (50) percent) of Directors present at any meeting. Notice of a motion to remove an officer must be presented, verbally or in writing, at least one Board meeting before a vote on the motion being

taken. The Board of Directors, by majority vote at any meeting, may elect an officer to complete an unexpired term.

Section 5.3 Powers and Duties:

- a. Chair:
The Chair will preside over all Board of Directors and Executive Committee meetings.
- b. Vice Chair:
The Vice Chair will perform the duties of the Chair if the Chair is absent or incapacitated and shall perform other duties as assigned. In the case of a vacancy in the position of Chair, the Vice-Chair shall fill the vacancy until the next regular election, and the Board shall appoint a new Vice-Chair to fill the vacated Vice-Chair position until the next regular election.
- c. Treasurer:
The Treasurer will chair the Finance Committee and provide financial reports to the Board of Directors as needed. The Treasurer will also monitor the approved financial policies to ensure their adequacy and compliance.
- d. Secretary:
The Secretary will take the roll call and record, prepare, and preserve all meeting minutes during Board meetings.

ARTICLE SIX **COMMITTEES**

Section 6.1 Executive Committee:

The Executive Committee shall consist of the Officers of the Board of Directors of Fox Valley United Way, the Executive Director, and the ex-officio Board Chair, who shall be a non-voting member of the Committee. The Committee shall have the power to act on routine matters not involving major policy decisions in the name of, and on behalf of, the Board during intervals between meetings of the Board. Routine matters of the Executive Committee shall be determined by the Executive Director and the Board Chair, and may include, but may not be limited to, contract renewal expenditures provided that no individual expenditure shall exceed \$3,000.00. All actions taken by the Executive Committee shall require full Board ratification and such actions shall be presented to the full Board at the next scheduled full Board meeting. Fifty (50) percent attendance of the Board of Directors shall constitute a quorum for the transaction of business.

The Executive Committee shall fix the Executive Director's salary and other remuneration. The Executive Director shall also fix the salaries and wages of other agents and employees, subject to Board approval of a general operating budget and recommended job classifications and salary ranges.

The Executive Committee may act as a Human Resource Committee, or the Human Resource Committee may be an ad hoc committee appointed by the Executive Committee.

Section 6.2 Nominating Committee:

The Nominating Committee shall be responsible for soliciting, reviewing, and presenting prospective members to the Board of Directors. The Committee shall comprise of four (4) members, including an active Board Member designated as Nominating Committee Chair, the Executive Director, and two (2) others, all of whom are directors of the Corporation.

Section 6.4 Finance Committee:

The Finance Committee and the Executive Director will be responsible for developing and managing the Corporation's annual budget and financial resources (including making prudent investments), evaluating the financial control and accounting system, and complying with federal and state legal requirements. The Treasurer of the Board of Directors will serve as the Chair of the Finance Committee; The Chair shall appoint at least two additional committee members who possess financial expertise (as defined by the Sarbanes-Oxley legislation). The Finance Committee will receive, review, and evaluate financial statements monthly, or as frequently as necessary, and present to the Board. The Finance Committee shall be responsible for securing and overseeing the annual financial audit by an independent Certified Public Accountant. The Committee may request the designated independent auditor or any officer or employee of the Corporation to appear before the Board to report on the organization's financial condition.

Section 6.5 Impact / Investment Committee:

The Impact / Investment Committee shall determine the Fox Valley United Way's community impact priorities and activities and shall be responsible for developing and implementing the corporation's community impact agenda to effectively address critical community issues. This committee shall also determine the amount of funding and the recipients of such funding to achieve the desired outcomes of the community impact initiatives.

Section 6.6 Community Resource Committee:

The Community Resource Committee (CRC) shall be responsible for securing funds and other resources that support the Corporation's mission. Resources include, but shall not be limited to, soliciting workplace contributions, planned gifts, special and major gifts, volunteers, interns, grants, and in-kind donations. The CRC shall be responsible for providing oversight and input into the planning and execution of events that raise resources and further the mission of Fox Valley United Way.

Section 6.7 Other Committees:

The Board of Directors may appoint standing or ad hoc committees as the Corporation's business requires from time to time.

ARTICLE SEVEN STAFF

Section 7.1 Executive Director:

The Executive Director is responsible for the administration of the business of Fox Valley United Way. The Executive Director is accountable to the Board of Directors and shall work closely with the Board to fulfill its objectives. The Executive Director, as authorized by the Board's fiscal policy, shall sign or delegate authority to sign checks and enter into agreements with the approval of the Board of Directors, which are necessary to carry out the objectives of the Fox Valley United Way. The Executive Director may hire staff members as the Board of Directors authorizes. The Executive Director shall be an ex-officio member of the Board. The Executive Director shall not be entitled to vote but shall be entitled to notice of and attendance at meetings, except those portions of a meeting at which matters directly relating to the Executive Director are discussed. The Executive Director shall be a non-voting ex-officio member of all committees except the Executive Committee.

Section 7.1 Other Staff:

All other staff shall report to, be supervised by, and shall perform duties and functions under the guidance and direction of the Executive Director.

ARTICLE EIGHT FINANCES

Section 8.1 Fiscal Year:

The Corporation's fiscal year shall begin effective July 1st and shall end on June 30th of the following year.

Section 8.2 Budget:

The Finance Committee and the Executive Director shall prepare the annual budget for presentation, review, and approval by the Board of Directors. Fiscal budgets shall be prepared, reviewed, and adopted by the Board of Directors before the beginning of each fiscal year.

Section 8.3 Audit:

The Finance Committee shall ensure that an outside Certified Accountant performs an annual audit within 180 days of the Corporation's fiscal year-end.

Section 8.4 Annual Financial Statement:

The Corporation shall prepare an annual financial statement for distribution to Board Members.

Section 8.5 Fiscal Policy:

The Board shall adopt and periodically review a finance policy that outlines a formal procedure governing internal controls, the signing of checks, the obligation of funds, approval of contracts, leases, deeds, and mortgages, and other significant aspects of the Corporation's fiscal operations. The finance policy shall ensure that the corporation has sound, appropriate financial controls commensurate with its size and purpose, per generally accepted accounting principles.

Section 8.6 Seal:

The Corporation will not use a common seal. An authorized person's signature in the name of Fox Valley United Way shall be legal and binding.

ARTICLE NINE

GENERAL PROVISIONS

Section 9.1 Nondiscrimination

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. Fox Valley United Way is committed to diversity and inclusion within its organization and the community. Therefore, Fox Valley United Way will have an approved Opportunity Statement and/or principle and policy that takes the broadest possible view of diversity, going beyond visible differences to affirm the essence of all individuals, including the realities, background, experiences, skills, and perspectives that make each person who they are.

The officers, directors, committee members, employees and persons served by Fox Valley United Way shall be selected in a manner to promote diversity and inclusion and entirely on a non-discriminatory 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 and in support of the Corporation's Diversity and Inclusion statement and/or principle and policy.

Section 9.2 Ethics

Fox Valley United Way will have an approved ethics policy made known to all volunteers and staff associated with the organization. An Ethics Officer will be designated to establish procedures for the Board, staff, and community members to submit ethical complaints and conduct confidential investigations of complaints.

Ethics policies will include a conflict-of-interest and disclosure policy. No contract or transaction relating to the operations conducted by the Corporation or for furnishing supplies to Fox Valley United Way and to which Fox Valley United Way is a party shall be invalidated by reason of the fact that any Board member, officer or employee of Fox Valley United Way has a direct beneficial interest. Any such transaction must be fully disclosed in writing to the Board for approval before the contract or transaction takes effect. Fox Valley United Way will also adopt an anti-sexual harassment policy.

ARTICLE TEN **INDEMNIFICATIONS**

The Corporation shall indemnify any person who was, or is, a Director, Officer, Agent, or Employee of the Corporation or any person who may have served at its request or by its election as a Director, Officer, Agent or Employee of another corporation, organization or other enterprise against expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any threatened or pending action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) in which they or any of them were made parties or a party by reason of being or having been the director, officer, agent or employee of the Corporation or of such other Corporation, organization or enterprise, except in relation to matters as to which any such director, officer, agent or employee shall be adjudged in such action, suit or proceeding to be liable for willful or criminal misconduct in the performance of duty and as to such matters as shall be settled by agreement predicated on the existence of such liability for intentional or criminal misconduct, unless said person had no reasonable cause to believe his conduct was unlawful.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office or position and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

The Corporation, through its Board of Directors procure and pay the cost of maintaining any policies of insurance on behalf of any director, officer, employee or agent of the Fox Valley United Way or who served at the request of the Fox Valley United Way as a director, officer, employee or agent of another corporation, organization or enterprise, against any liability asserted against them and incurred by them in any such capacity or arising out of their status as such.

ARTICLE ELEVEN **AMENDMENTS**

These Bylaws may be amended by the Board of Directors' majority vote as necessary. Written notice of any such By-Law change to be voted upon by the Board shall be given to Board

members not less than ten (10) days before the meeting at which such change shall be proposed.

Corporate Resolution

THIS IS TO CERTIFY: That at a meeting of the Board of Directors of the Fox Valley United Way a corporation under the laws of Illinois, duly called and held on April 17, 2025, the following resolution was adopted:

RESOLVED, That the attached Amended and Re-Stated Bylaws of the Fox Valley United Way dated April 17, 2025, were adopted by the Board of Directors as the Bylaws of the Corporation, and have replaced, in its entirety, any and all former Bylaws of the Corporation.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME THIS DATE,

Board Chair

Mark Mooney

Signature

Board Secretary

Karen Yaggie

Signature

Adopted – April 17, 2025

Supersedes Bylaws dated December 20, 2007