

**AMENDED AND RESTATED BYLAWS
OF THE UNITED WAY OF
WEST CENTRAL CONNECTICUT, INC.**

As amended by the membership of the United Way of West Central Connecticut on 9/21/05

ARTICLE I

Name

The name of this organization shall be the United Way of West Central Connecticut, Inc.

ARTICLE II

Not-For-Profit Corporation

The organization is a corporation as defined in Section 33-1002(8) of the Connecticut General Statutes.

ARTICLE III

Purposes

Section 1. Purposes. The purposes for which this Corporation is formed are:

- a. To identify the leading health and human-care issues and the groups affected by these changing issues; to address these issues through the use of boards, committees and task forces; as to train volunteers to work in the community, providing individuals and institutions with access to, and making them aware of, local services that address the community's needs.
- b. To confirm that the entire community has the opportunity to participate in the local United Way organization; to ensure that United Way fund raising and service areas include the entire natural market area where people live, work and are served.
- c. To raise the maximum funds possible through an annual giving program, as well as on a continuing basis through special planned giving programs; and to provide funding for special programs which are within the purposes of this organization.
- d. To develop a communications and information network that fosters ties between the local United Way and the community by listening to the community as well as informing the community of the programs available; and to further a communications network that offers an exchange of information and ideas among all funded agencies.

- e. To organize and operate a systematic program for distributing funds raised in the United Way campaigns; to develop ways to include in the distribution plan those organizations which have not been funded before; to reduce or discontinue funding to those organizations that are no longer relevant to community needs; to provide for donor involvement in the fund distribution program; and to provide giving options to the donor.
- f. To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property; and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor, as the Corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.
- g. To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes or any other activities as permitted by law.

Section 2. Nothing herein shall authorize this Corporation directly or indirectly, to engage in or include among its purposes, any of the activities prohibited by state law.

Section 3. No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation in violation of federal guidelines. 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 or in opposition to any candidate for public office.

Section 4. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or any individual. The property of this Corporation is irrevocably dedicated to charitable purposes, and upon liquidation, dissolution or abandonment of the Corporation, 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 sections 501(c)(3) and 509(a)(1), (2) or (3) of the Internal Revenue Code of 1954.

ARTICLE IV

Duration

The period during which this Corporation is to continue as a corporation is perpetual.

ARTICLE V

Area Served

The area to be served by this Corporation at its formation shall be Bristol, Burlington, Plainville and Plymouth.

ARTICLE VI

Members

Section 1. Members. All individuals, corporations, partnerships, associations, chapters which contribute to the Corporation shall be members thereof for the fiscal year to which their contributions relate and shall be qualified to vote at meetings of the members held during such year. Each member shall have one vote.

Section 2. Annual Meeting. The Annual Meeting of the members for the election of Directors and for the transaction of such other business as may properly come before the meeting shall be held during the month of June at such place and on such day and hour as the Board of Directors, at least thirty days prior to such date, determines.

Section 3. Special Meetings. Special meetings of the members may be called at any time by a majority vote of the Board of Directors.

Section 4. Place of Meetings. Annual meetings and special meetings of the members shall be held in the service area of the United Way of West Central Connecticut at such place as shall be fixed by the Board of Directors.

Section 5. Notice of Meetings. One week's notice of the time and place of all meetings of the members shall be given by first class mail or other public notice. The notice of special meetings shall state the purpose for which the meeting is called and no other business shall be transacted thereat.

Section 6. Quorum of the Membership. Twenty-five members shall constitute a quorum at all meetings of the members. In the absence of a quorum, a majority of the members present or, if no member is present, any officer entitled to preside or act as Secretary of the meeting may adjourn the meeting to another time. Notice of this rescheduled meeting shall be given as outlined in Article VI Section 5. At any such rescheduled meeting at which a quorum may be present, any business may be transacted which might have been transacted at the meeting as originally called.

Deleted:

ARTICLE VII

Board of Directors

Section 1. General Powers. The property, affairs and business of the Corporation shall be managed by the Board of Directors.

Section 2. Number, Term of Office and Qualifications. The number of Directors shall not be less than twenty-five, plus such number of ex-officio Directors. A Director's term of office shall be for a maximum of two, three year consecutive terms or from the date of the annual meeting, at the later of which he or she is elected and until his/her successor shall have been elected and qualified or until his/her death or resignation in the manner hereinabove provided. Directors shall be either a, member, resident or work in the service area of the United Way of West Central Connecticut. No Director shall be eligible to succeed himself/herself after two full

three-year terms without the lapse of one year. The Board of Directors shall be comprised of representatives from all of the communities served by this United Way.

Section 3. Election of Directors. At each annual meeting of the members a slate of new Directors shall be presented for election by the Nominating Committee.

Section 4. Ex-Officio Directors. The immediate past Chairperson shall serve as Ex-Officio with full voting privileges, the President shall serve Ex-Officio without voting privileges.

Section 5. Time and Place of Meetings, Notices, etc. There shall be a meeting of the Board of Directors for organization, for the election of officers and for the transaction of such other business as may properly come before the meeting within thirty days after each annual meeting of the members. Such meeting may be held at the place where the annual meeting of members is held and immediately following such annual meeting of members or, if not held at such time and place, upon the notice hereinafter provided. Other meetings of the Board shall be held upon call of the Chairman, a Vice Chairman or any five Directors upon written notice mailed to each Director, addressed to him/her at his/her residence or usual place of business at least three days before the day on which the meeting is to be held. In all other areas not covered by these Bylaws the Board of Directors may fix its own rules of procedure.

Section 6. Quorum and Manner of Acting. Fifty-one (51%) percent of elected Directors shall constitute a quorum for the transaction of business and 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, except as otherwise provided in these bylaws. In the absence of a quorum, a majority of the Directors present at the time and place of any meeting may adjourn the meeting to another time until a quorum be had. Notice of any such rescheduled meeting need not be given. The Directors shall act only as a Board and the individual Directors shall have no power as such.

Section 7. Special Board Action. Two-thirds positive votes must be cast to approve the full allocations proposal. All other matters including individual allocation funding issues require a majority of Directors present.

Section 8. Resignations. Any Director may resign at any time by giving written notice to the Chairman or the Secretary. Such resignations shall take effect at the time specified therein and, unless otherwise specified, the acceptance of such resignations shall not be necessary to make it effective.

Section 9. Vacancies. If any vacancy shall occur among the Directors, such vacancy may be filled by a majority vote of the remaining Directors, though less than a quorum, and the Directors so chosen shall hold office for the unexpired term of the Directors whom they succeed.

Section 10. Attendance. In the event that a member of the Board of Directors is absent from three consecutive regular meetings, that Director's term at the third meeting's absence shall expire unless one or more of the three consecutive absences are excused by the Chairman. All Directors are expected to attend sixty (60%) of all meetings duly called. Failure to meet this attendance requirement (shall/may) be cause for removal. Such vacancy shall be filled in

accordance with Article VII, Section 9 of the Bylaws of the United Way of West Central Connecticut.

Section 11. Conflict of Interest. Directors shall have no direct or indirect interest in the assets or financial activities of the Corporation where they may obtain a personal financial benefit for themselves or those with whom they have family or business ties. Any Director with an actual or potential conflict of interest shall disclose such conflict and not participate in any vote taken with respect to such conflict. Directors shall disclose any and all relationships they have with any member agency of the United Way of West Central Connecticut. Directors who serve as Chief Volunteer Officers of member agencies cannot participate in votes pertaining to allocations and must absent themselves during such voting. The Nominating Committee shall ascertain through questionnaire potential conflicts of Director candidates. The full board shall also disclose conflicts through an annual questionnaire. Directors shall also inform the Chairperson or President should conflicts arise anytime during the Director's term.

ARTICLE VIII

Executive Committee

Section 1. How Constituted. The Executive Committee shall consist of the officers of the Corporation and the immediate Past Chairperson and the following committee chairpersons: Allocation, Audit, Campaign, Community Impact, Finance & Investment, Marketing, Nominating, Personnel, and Strategic Planning & Policy.

Section 2. Powers, Quorum and Manner of Acting. During intervals between the meetings of the Board of Directors, the Executive Committee shall possess and may exercise all the powers authorized by the Board of Directors. The Executive Committee may fix its own rules of procedure and may meet at such place or places and at such time or times as it shall determine from time to time. A majority of the members of the Executive Committee shall constitute a quorum thereof for the transaction of business and the act of a majority of those present at a meeting thereof at which a quorum shall be present shall be act of such Committee. Any vacancy in the Executive Committee shall be filled by the Board of Directors if an officer, or by the Chairman if a committee Chairperson. All actions by the Executive Committee must be ratified by the Board of Directors.

ARTICLE IX

Officers

Section 1. Number. The officers of the Corporation shall be a Chairperson, First Vice Chairperson, Second Vice Chairperson, a Secretary, a Treasurer and Assistant Treasurer.

Section 2. Election, Term of Office. Each officer shall be chosen by the Board of Directors. Officers shall be members of the Board of Directors. A term of office is one year. Director term limits shall be suspended while Directors serve as Officers.

Section 3. Resignations. Any officer may resign at any time by giving written notice to the Chairman or the Secretary.

Section 4. Chairperson. The chairperson shall be the Chief Voluntary Officer (CVO) of the Corporation and subject to the instructions of the Board of Directors and the Executive Committee and shall have the following powers and duties:

- a. shall have general charge of the affairs and the property of the Corporation and control over its officers;
- b. shall preside at all meetings of the members, the Board of Directors and the Executive Committee;
- c. shall appoint all Committees for which other provision is not made in these Bylaws;
- d. may sign and execute in the name of the Corporation, deeds, mortgages, bonds, contracts, agreements or other instruments authorized by the Board of Directors;
- e. shall supervise the Chief Professional Officer;
- f. shall do and perform such other duties as from time to time may be assigned to him/her by the Board of Directors or the Executive Committee.

Section 5. Vice Chairperson. At the request of the Chairperson or in his/her absence or disability, the Vice Chairperson shall perform all the duties of the Chairperson and, when so acting, shall have all the powers of the Chairperson. The Vice Chairperson shall perform such other duties as from time to time may be assigned by the Board of Directors, Executive Committee or Chairperson.

Section 6. Secretary. The Secretary shall cause the minutes of the meetings of the members to be kept by the Board of Directors and the Executive Committee, see that all notices are duly given in accordance with the provision of these Bylaws, be custodian of the records of the Corporation and, in general, perform all duties incident to the office.

Section 7. Treasurer. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the Corporation. He/she shall cause all monies and other valuable effects to be deposited in the name and to the credit of the Corporation in such financial institutions as directed by the Board of Directors; shall cause the funds of the Corporation to be disbursed by check or drafts upon the authorized depositories of the Corporation; shall cause to be kept at the principal office of the Corporation correct books of account of all its business and transactions and shall render to the Chairperson, the Board of Directors and the Executive Committee, whenever requested, an accounting of the financial condition of the Corporation and of the transactions of the Treasurer. The Board of Directors may elect an Assistant Treasurer who, at the request of or the absence or disability of the Treasurer, shall perform all the duties of the Treasurer and when so acting, shall have all the powers of the Treasurer. The Treasurer is directed and empowered to convert to currency any securities contributed to the United Way as all or part payment of pledges or gifts unless otherwise directed by the contributor.

Section 8. Officer Term. An officer may serve two successive terms in the same office but thereafter shall not be eligible for election to that office until one year shall have elapsed.

Section 9. President/CPO. The Board of Directors shall appoint and employ a President and Chief Professional Officer who shall be a salaried employee of the United Way. The President/CPO shall be responsible for the administration of the United Way's activities pursuant to the policies and budgets established by the Board. The President/CPO shall employ and discharge such staff as he/she deems necessary in accordance with budget provisions and personnel policies and practices established by the Board. The President/CPO shall be an ex-officio member, without vote, of the Board of Directors, the Executive Committee, and all other committees of the United Way.

ARTICLE X

Standing Committees

Section 1. Functions. Except as otherwise provided in these Bylaws or by the Board of Directors or the Executive Committee, the activities of the Corporation shall be carried out through the following Standing Committees which shall be appointed in the manner thereafter provided. Such Committees may fix their own rules of procedure and meet at such place or places and at such time or times as they shall determine from time to time. All Chairpersons of the Standing Committees must be Board of Director members. Other committee members need not be members of the Board. The Chairman shall appoint all Standing Committee Chairpersons. All actions of Standing Committees are subject to Board of Directors approval.

Section 2. Allocations Committee. The Chairperson shall appoint an Allocations Committee to consist of not less than thirty members. Chief Volunteer Officers of member agencies and paid staff cannot serve on the Allocations Committee. The Allocations Committee annually reviews the budgets of all agencies requesting funds from the Corporation, determines the allocations, recommends the allocations to the Board of Directors for approval and supervises the distribution and expenditure of funds allocated to the agencies. Subject to the Board of Directors, it may establish and supervise the expenditure of reserve funds raised through campaigns conducted by the Corporation.

Section 3. Campaign Committee. The Chairperson of the Board shall appoint from among the members a General Campaign Chairperson who shall be responsible for organizing and conducting the United Way fund raising campaign, subject to the supervision of the Board of Directors. The General Campaign Chairperson shall appoint the members of the committee. The committee will report to and present its recommendations to the Board of Directors for approval.

Section 4. Community Impact Committee. Shall conduct needs studies, priority studies and any other studies as required by the Board of Directors. Shall work with other groups and organizations in the community, including government officials, to develop solutions to priority community needs and problems. The committee shall present its recommendations to the Board of Directors for approval.

Section 5. Finance & Investment Committee. Shall have the responsibility to oversee the financial goals and investments of the United Way of West Central Connecticut. The committee shall present the operating budget of the Corporation and set the allocable pool. The committee shall be chaired by the Treasurer and present its recommendations to the Board of Directors for approval.

Section 6. Marketing Committee. Shall coordinate all marketing activities of the organization, including but not limited to Public Relations, Communications and Market Research. The committee shall present its recommendations to the Board of Directors for approval.

Section 7. Nominating Committee. At each Annual Meeting of the members, this committee shall present a slate of Directors to serve for a three year term. At the Annual Meeting of Directors, this committee shall present a slate of officers to serve for the ensuing year. It shall also present a slate of Directors to fill any vacancies as may occur from time to time. Each of the communities served by this United Way will be represented by at least one member of the Nominating Committee. The committee shall report to the Board of Directors.

Section 8. Personnel Committee. Shall annually review the personnel policies and make such recommendations as deemed necessary, and perform other such studies as required by the Board of Directors. The committee shall present its recommendations the Board of Directors for approval.

Section 9. Strategic Planning & Policy Committee. Shall review periodically all policies and procedures of the Corporation, including these Bylaws, and make recommendations where necessary to the Board of Directors. Shall periodically, but not less than every five years, prepare a Strategic Plan for the organization. In intervening periods, shall review implementation of the current Strategic Plan. The committee shall present its recommendations to the Board of Directors for approval.

Section 10. Audit Committee The committee will be responsible for contracting with an independent auditor and overseeing the annual audit and IRS form 990 of the United Way of West Central Connecticut. The committee shall be chaired by the Treasurer or appropriately qualified board member and present its recommendations to the Board of Directors.

ARTICLE XI

Other Committees

Section 1. Other Committees. Other committees may be appointed from time to time as required by the Board of Directors. The Chairperson shall appoint all Committee Chairpersons. All Chairpersons of other committees must be Board of Director members. Such committees may fix their own rules of procedure and meet at such places and at such times as they shall determine from time to time.

ARTICLE XII

Fiscal Year

The Fiscal Year of the Corporation shall be July 1 - June 30.

ARTICLE XIII

Checks

1. The Chairperson, Treasurer, Assistant Treasurer and the President, are authorized to sign checks or demands for money and notes of this Corporation. All checks over \$3,000 require two signatures to make the check or note valid. The President may sign checks for operating expenditures under \$3,000.
2. All checks must be accompanied by appropriate documentation. The Treasurer or Assistant Treasurer must review all written checks on a monthly basis.

ARTICLE XIV

Nondiscrimination

The Corporation is an Affirmative Action/Equal Opportunity Employer. The members, officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, national origin, color, religious creed, marital status, ancestry, mental capability, physical disability or present or past history of mental disorder.

ARTICLE XVII

Amendments

Bylaws

All Bylaws of the Corporation shall be subject to amendment or repeal and new bylaws may be made either (1) by the affirmative vote of the majority of members present at an annual meeting **or** at a special meeting called for the purpose or (2) by the affirmative vote of a majority of the Board of Directors. All recommended changes must be mailed or given to the Board of Directors and notice of the recommended changes given by publication in at least one newspaper of general circulation in the service area of the United Way of West Central Connecticut to the membership at least thirty calendar days prior to any action.

ARTICLE XV

Property Documents

The Corporation shall have the power to own, buy, sell, lease, or manage real and personal property, for the interests and purposes of the Corporation. Each such transaction shall be approved by a majority of the Board of Directors in meeting assembled, and that the said vote, authorize, direct and empower the Chairman to sign, deliver and execute such documents and papers in the name of the Corporation.

ARTICLE XVI

Audit

The books and records of the Corporation shall be examined annually by a certified public accountant appointed by the Board of Directors. Such books and records shall conform to the "Standards of Accounting and Financial Reporting for Voluntary Health and Welfare Organizations" as defined by the National Association of Certified Public Accountants.

ARTICLE XVII

Seal

The seal of this Corporation shall be circular in form and shall bear the name of the Corporation, the words "State of Connecticut" and the year of its incorporation.

Dated : _____ September 21, 2005 _____

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