

United Way of Kankakee and Iroquois Counties, Inc.

# Constitution and by-laws

Amended June 26, 2020

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## **ARTICLE I**

### **Name and Area of Service**

- A. The name of this organization is the United Way of Kankakee and Iroquois Counties, Inc.
- B. The United Way of Kankakee and Iroquois Counties, Inc. service area is Kankakee County, Iroquois County, and other geographical areas such as the Board of Directors may from time to time determine, hereafter known as “the community.”

## **ARTICLE II**

### **Not-For-Profit Corporation**

- A. This organization is a not-for-profit corporation. It is operated solely for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and any corresponding provisions of any subsequent federal tax law.
- B. No substantial part of the activities of this organization is for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this organization will consist of participating in, intervening in, or political campaigning on behalf of candidates for public office.
- C. No part of the net earnings of this organization will inure to the benefit of any member, Director, officer or individual other than those incidental to this organization’s activities.
- D. The net earnings of the organization will be distributed to not-for-profit agencies, foundations or corporations. These groups will be organized and operated exclusively for charitable purposes and will be organized under Section 501(c)(3) of the internal Revenue Code of 1954. Organizations not meeting 501(c)(3) requirements can be funded at the Board of Directors’ decision, providing they meet the following conditions:
  - 1. They distribute funds received from this organization for specific projects that meet United Way of Kankakee and Iroquois Counties, Inc. purposes.
  - 2. The United Way of Kankakee and Iroquois Counties, Inc. retains control and discretion as to the use of the funds.
  - 3. The United Way of Kankakee and Iroquois Counties, Inc. maintains records that the funds are used for 501(c)(3) purposes.

## **ARTICLE III**

### **Purposes**

The vision of United Way of Kankakee and Iroquois Counties, Inc is:  
“United Way envisions a world where all individuals and families achieve their human potential through education, income stability and healthy lives.”

The mission of United Way of Kankakee and Iroquois Counties, Inc. is:  
“To improve lives by mobilizing the caring power of our community to advance the common good.”

To do this we will:

- A. Conduct a yearly fundraising campaign, receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property. Hold, administer, spend, invest, reinvest, manage, sue, disburse and distribute, and apply the income and/or principal of the funds according to the directions and intent of the donor or donors of such property. In the absence of such directions to apply the funds for the promotion of the foregoing purposes.
- B. Continually assess the need for human service programs. Seek solutions to human problems. Assist in the development of new or the expansion or modification of existing human service programs. Promote preventive activities, and foster cooperation among local, state and national agencies serving the community.
- C. Develop as fully as possible the voluntary financial resources needed to meet the human service needs of the community.
- D. Deploy United Way financial support, maximizing the resources available to agencies for services aimed at the most urgent current needs of the community. This may include services supplied by organizations not now receiving United Way funding.
- E. Develop and maintain community support and commitment for the entire United Way enterprise through a systematic communications program which both speaks and listens to the community.
- F. Manage United Way operations effectively and assist and counsel agencies wishing to improve their management skills and operations.
- G. Do any and all things, either alone or in cooperation with other organizations or institutions which it may deem necessary or proper in order to carry into effect the foregoing purposes.

#### **ARTICLE IV**

##### **Duration**

The duration of United Way of Kankakee and Iroquois Counties, Inc. is perpetual.

#### **ARTICLE V**

##### **Membership**

- A. The currently elected members of the Board of Directors are the members of the corporation and authorized to elect board members to fulfill the duties and responsibilities as set forth in these bylaws.

## **ARTICLE VII**

### Board of Directors

#### A. Power and Duties

The business and affairs of United Way of Kankakee and Iroquois Counties, Inc. shall be under the supervision of a board of directors. The Board of Directors (“The Board”) shall have the control and management of the affairs and property of United Way of Kankakee and Iroquois Counties, Inc. The Board shall be responsible for the strategic leadership, resource and relationship management, reputation building, stewardship of United Way of Kankakee and Iroquois Counties Inc. assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Board may delegate certain of their duties to the officers and committees of United Way of Kankakee and Iroquois Counties Inc. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these bylaws.

#### B. Number, Term of Office, and Election

1. The Board of Directors will consist of no more than twenty-one (21) members broadly representative of Kankakee and Iroquois Counties, and consistent with the diversity statement in Article XIV.
2. Directors will be elected to a three (3) year term and are eligible to serve a second three (3) year term if elected. Terms start on July 1<sup>st</sup> and conclude on June 30<sup>th</sup>.
3. Any Director who services two consecutive three-year terms shall be ineligible for reelection until a minimum of one year has elapsed after expiration of the final second term. Notwithstanding the foregoing limitation on Board terms, any board member who has served two consecutive three-year terms may be reelected to fill a position as an officer of the Organization. If the term of a Director who is a Chair or Chair-elect of the Board shall expire, he or she shall be eligible for reelection as long as they may hold the office of Chair or Chair-elect. A Director elected to an incomplete term may complete that term and remain eligible for two additional, consecutive terms. Directors shall not receive financial compensation for their service.

#### C. No paid staff member of organizations receiving United Way funding will be eligible to serve as a member of the United Way of Kankakee and Iroquois Counties, Inc. Board of Directors.

#### D. Board of Directors members will sign a Conflict of Interest statement annually identifying any conflict of interests including, fundraising, agency partnerships, and

other. A director should abstain from discussion and voting on any item of business where a conflict of interest may exist..

- E. A Director may resign by submitting a written resignation to the President of the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the President of the Board.
- F. Any vacancy in the Board of Directors arising as a result of a resignation, death or removal from office will be filled by vote of the remaining Directors.

## **ARTICLE VIII**

### **Officers**

#### **A. Number, Qualification, Election and Term of Office**

The officers of United Way of Kankakee and Iroquois Counties, Inc. who shall be elected by the Board shall consist of a Board President, President Elect, Secretary, Treasurer and Immediate Past President, all of whom shall be elected members of the Board.

The elected officers will be:

1. **President**—the president presides at all meetings of the members, the Board of Directors and the Executive Committee. The President calls special meetings as required by these by-laws and will perform such duties as the Executive Committee and the Board of Directors may direct.
  2. **President Elect**—The President Elect assumes the role of the President in his or her absence and has full authority to conduct affairs of the Board of Directors at that time.
  3. **Immediate Past President**--The Immediate Past President is a voting member of the Executive Committee and performs in a general advisory capacity as requested by the President or the Executive Committee.
  4. **Treasurer**—The Treasurer has the custody of all funds. The funds will be paid out following directions and instructions of the Board of Directors. The Treasurer will assure an annual certified audit is conducted at the close of each fiscal year.
  5. **Secretary**—The Secretary to the Board of Directors keeps the minutes of Board of Directors meetings and Executive Committee meetings, notifies Board of Directors members and committee members of their election and keeps this organization's records. The Secretary also gives notice of meetings. The functions of the secretary may be aided by support provided by the contracted or employed staff of United Way of Kankakee and Iroquois Counties, Inc.
- B.** All officers are elected for a two-year term or until their successor is duly elected and qualified. The officers of United Way of Kankakee and Iroquois Counties, Inc. shall be elected by the Board.
  - C.** The Treasurer and the Chief Professional Officer shall be bonded in the amount of no less than \$250,000.
  - D.** Any officer may resign at any time by giving written notice of the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the President.

- E. Any officer, employee, or agent appointed by the Board may be removed from office, either with or without cause by a majority vote of the Board.
- F. The board may fill any officer vacancy according to Section C in this Article.

## **ARTICLE IX**

### Meetings of the Board of Directors

- A. The Board of Directors will meet at least ten (10) times during each calendar year, including the Annual Meeting. The President may call additional meetings as deemed necessary or by written request of four (4) Board members.
- B. A quorum for the transaction of business at any meeting of the Board of Directors will consist of one-third (1/3) of the Board of Directors. Any action by a majority of Directors where a quorum is present will be the action of the Directors of this organization.
- C. Directors are expected to be present for meetings. For those occasions when a director cannot be physically present, the organization will make available conference call access for members to participate. Directors participating in the meeting via conference calling will be considered in attendance and be considered part of the quorum.
- D. Directors who fail to attend three consecutive meetings without being excused or without good cause may be removed at the discretion of the Board of Directors upon the recommendation of the Executive Committee. At that time, their office will be declared vacant.
- E. In addition to the power expressly conferred on them by these by-laws, the Board of Directors may perform lawful duties and actions that are not required by statute or these by-laws.

## **ARTICLE X**

### Committees

- A. The President may from time to time, appoint committees, special committees, or task forces authorized by the Board. Volunteers from the community shall be considered for service on such committees, except as may be precluded by the law of Illinois or these Bylaws. The President appoints the chair of each committee. Each chair must then be approved by the Board of Directors. Standing Committee chairs must be Board of Directors members. Members of committees shall be elected by the Board. All committees must meet regularly, but no less than once a quarter.
- B. Standing Committees
  - 1. The Executive Committee consists of the officers. The Executive Director, whether contracted or employed, is a non-voting member.
    - a. The Executive Committee will be vested with all powers granted by the by-laws to the Board of Directors, provided that all actions by the Executive Committee are presented for review at the Board's next regular meeting.

- b. The Executive Committee will meet during the month(s) in which the full Board does not meet and at other times as required.
  - c. The presence of four of the voting members of the Executive Committee (the Executive Director is a non-voting member) will constitute a quorum for the transaction of business at the meeting.
  - d. Any action by a majority of this committee where a quorum is present will be the action of the Directors of this organization. The full Board of Directors will be informed of any decisions at the next Board of Directors meeting.
  - e. Executive Committee members are expected to be present for meetings. For those occasions when a director cannot be physically present, the organization will make available conference call access for members to participate. Directors participating in the meeting via conference calling will be considered in attendance and be considered part of the quorum.
  - f. The Executive Committee will evaluate the Executive Director twice a year; mid-year and annually. This evaluation will include the Executive Director's self-appraisal followed by a face-to-face meeting with the Executive Committee.
  - g. The Board President presides over the Executive Committee meetings.
2. The Allocation Committee will consist of at least four Board members representing both counties. The committee members will be selected jointly by the Committee Chair and the President. The Allocation Committee does the following:
- a. Reviews the applications of agencies seeking inclusion in the United Way of Kankakee and Iroquois Counties, Inc. and makes recommendation to the Board regarding such applications.
  - b. Acts as agency relations liaison between agencies, the Executive Committee and the Board of Directors, providing a method for agencies, members and community residents to communicate their issues to the Board of Directors.
  - c. Recommends to the Board of Directors the conditions under which agencies may continue to receive funds from United Way of Kankakee and Iroquois Counties, Inc.
  - d. The Allocation committee appoints Allocation Panels to conduct the allocation process. A recipient agency Board member may be a member of an Allocation Panel as long as it does not include their agency, and as long as they abstain from voting on the allocation for their agency. Allocation Panels do the following:
    - 1. Conduct agency site visits.
    - 2. Review agency applications for funding.
    - 3. Make a funding recommendation to the Allocations Committee.
3. The Finance Committee shall consist of not less than three members, to be selected jointly by the Treasurer and the Board President. The Treasurer will be an ex-officio member of the Finance Committee. Duties of the Finance Committee include:
- a. Set policies and controls for the investing of funds collected.
  - b. Oversee and review investments within the scope of these by-laws.
  - c. Assure that the financial records are kept in accordance with applicable laws and by-laws.



- d. Monitor accounts receivable; provide direction and oversight of collection efforts.
- e. Prepare the Annual Budget

E. With the exception of the allocations and finance committees; which function in correlation with the membership standards of the United Way of America, all other committees will exist and function under the direction of the Board of Directors as previously stated. Furthermore, the president may request additional committees as deemed necessary and approved by the board of directors.

## **ARTICLE XII**

### Finance

- A. The funds of this organization will be deposited in financial institutions, but only to the extent that funds deposited are federally insured, or as designated by the Board of Directors. Bills are to be approved for payment prior to being paid whenever possible. It is acknowledged that a bill(s) may need to be paid prior to Board approval. In such a situation, the bill(s) is to be approved by at least two Executive Committee members and the bill(s) is to be presented for after-the-fact approval at the next meeting of the Board of Directors. Acceptable signors include the Treasurer, Secretary, President and Immediate Past President. Additional Board of Directors members may be added to this list with the approval of the Board of Directors.
- B. United Way of Kankakee and Iroquois Counties, Inc. will hold in reserve three (3) times the monthly amount of allocations and operations for use in an emergency. The Board of Directors may change this reserve amount at its discretion.

## **ARTICLE XIII**

### Fiscal Year

The fiscal year of United Way of Kankakee and Iroquois Counties, Inc. will be July 1<sup>st</sup> through June 30<sup>th</sup>.

## **ARTICLE XIV**

### Non-Discrimination

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. UWKIC is committed to diversity and inclusion within its own organization and the community. Therefore, UWKIC will have an approved Diversity and Inclusion 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 UWKIC 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 UWKIC's Diversity and Inclusion statement and/or principle and policy.

#### **ARTICLE XVI** Code of Ethics

The organization adheres to a Code of Ethics that outlines reasonable and equitable principles for doing business. The Code of Ethics should be reviewed and ratified annually by the Board of Directors.

#### **ARTICLE XVII** Records Retainment

In compliance with Sarbanes –Oxley section 802, individuals, either volunteer or contracted, for United Way of Kankakee and Iroquois Counties shall not knowingly alter, destroy, mutilate, etc. documents with the intent to impede, obstruct, or influence an investigation of any department or agency of the United States.

The organization will retain documents for the length of time suggested by United Way of America. The organization will prevent the intentional destruction of documents that could be used in legal proceedings.

#### **ARTICLE XVIII** Whistle Blower Protection

In compliance with Sarbanes-Oxley section 806, it is unlawful to discharge, demote, suspend, threaten, harass, or discriminate in any other manner against any employee—staff or contracted, who provides information regarding conduct the employee reasonably believes constitutes financial fraud or a violation of laws.

Upon concern, the employee should directly communicate with the President of the Board of Directors or another elected officer.

#### **ARTICLE XIX** Audit Committee Responsibilities

The Finance Committee, as charged by the Executive Committee of United Way of Kankakee County shall carry out the duties of audit committee. Those duties include:

In this role, the Finance committee must be responsible for the appointment, compensation and oversight of the work of the independent auditor, including the resolution of disagreements between the independent auditor and management regarding financial reporting. The committee should be authorized, and given adequate resources, to engage independent counsel and other advisors as it deems necessary to carry out its duties. The committee must establish procedures for the receipt, retention, and treatment of complaints regarding accounting, controls or auditing matters and for confidential submission of concerns by employees (see whistle blower policy).

## **ARTICLE XX** **Indemnification**

The corporation shall indemnify board members, officers, employees, or agents of UWKIC to the full extent permitted by the indemnification provisions of the Not-For-Profit Law of the State of Illinois as it may be amended from time to time. Any person, his or her heirs, executors, or administrators, may be indemnified or reimbursed by UWKIC for reasonable expenses actually incurred in connection with any action, suit or proceeding, civil or criminal, to which they shall have been made a party by reason of being or having been a director, officer, or employee of UWKIC, or of any firm, corporation, or organization which they served in any such capacity at the request of UWKIC; provided however, that no person shall be indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which they shall finally be adjudged to have been guilty of or liable for negligence or willful misconduct in the performance of their duties to UWKIC; and provided further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding which has been made the subject of a compromise settlement except with the approval of (a) a court of competent jurisdiction, and (b) the Board, acting by vote of the directors not parties to the same or substantially the same action, suite, or proceeding constituting a majority of the directors voting. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his or her heirs, executors, or administrators, may be entitled as a matter of law.

## **ARTICLE XXI** **Dissolution**

1. If the organization should be dissolved, members, directors, and employees shall not benefit from any of the organization's assets.
2. In the event of dissolution, the distribution of assets shall be according to the Articles of Incorporation.

**ARTICLE XXII**  
Amendments

The by-laws of this organization may be altered, repealed or amended by a two-thirds (2/3) vote of the Board of Directors.

Amended May 26, 2006 at the Board of Directors Meeting.  
Brian Rogers, President

Amended May 30, 2014 by the Board of Directors.  
Omeakio Tucker, President

Amended June 26, 2020 by the Board of Directors.  
Kyle Benoit, President