

**AMENDED & RESTATED**  
**BYLAWS**  
**OF**  
**UNITED WAY OF CENTRAL INDIANA, INC.**

**ARTICLE I**

**Board of Directors**

**Section 1. Duties, Qualifications and Total Number.** The business and affairs of the Corporation shall be managed by a Board of Directors. Subject to the limitation imposed by Section 4 of this Article, the total number of Directors shall be as specified by the Board of Directors from time to time.

**Section 2. Classes of Directors.** The classes of Directors serving on the Board of Directors of the Corporation are:

- (i) General, as described in Section 4 of this Article,
- (ii) Voting Ex-Officio, as described in Section 5 of this Article,
- (iii) Executive Ex-Officio, as described in Section 6 of this Article, and
- (iv) Emeriti, as described in Section 7 of this Article.

In these Bylaws, General Directors and ex-officio Directors are occasionally referred to, collectively, as Voting Directors.

**Section 3. Nomination and Election.** The Board of Directors may give direction to the Governance Committee as to the desired qualifications of the nominees to the Board of Directors. At the annual meeting of the Board of Directors, the Governance Committee, with Executive Committee approval, shall present a slate of candidates for election to the Board of Directors and a slate of candidates for election to the Executive Committee as at-large members selected from among the members of the Board of Directors and shall nominate individuals to the offices of Chair of the Board of Directors and Chair-Elect, consistent with Article IV of these Bylaws. In developing the slate of at-large Executive Committee candidates, the Governance Committee shall consult with and be guided by the Chair of the Board of Directors and other individuals as the Governance Committee deems advisable. Directors other than ex-officio Directors shall be elected by the Board of Directors at its annual meeting or a subsequent meeting.

**Section 4. General Directors.** General Directors shall have full voting rights. The number of General Directors shall be as specified by the Board of Directors from time to time but shall not exceed seventy-five (75). Approximately one third of the General Directors' terms shall expire each year. Unless a lesser period is designated in the slate presented by the Governance Committee, the term of office of a General Director commences on the July 1 following the day of election and continues until the June 30 following the third anniversary of the day of election.

**Section 5. Voting Ex-Officio Directors.** The chair (or the chair designee as hereinafter provided) of each of the following entities:

- (i) the Agency Executives Council,
- (ii) each Area Advisory Board,
- (iii) the Emerging Leaders Steering Committee,
- (iv) the Women United Steering Committee,
- (v) the Diversity Leadership Circle Steering Committee, and
- (vi) the Tocqueville Council

shall be ex-officio Directors with full voting rights; provided, however, if a chair is unavailable to serve, subject to the concurrence of the Chair of the Board of Directors, he or she may appoint an individual to serve at his or her will in his or her place. The term of office of a Voting Ex-Officio Director commences on qualification and continues until he or she is succeeded by a successor chair or chair designee of the respective entity.

**Section 6. Executive Ex-Officio Director.** The President and Chief Executive Officer of the Corporation shall be an ex-officio Director with full voting rights.

**Section 7. Directors Emeriti.** Based upon criteria adopted by the Board of Directors, the Board of Directors may appoint individuals as Directors Emeriti without voting rights. The term of office of a Director Emeritus commences on the July 1 following the day of appointment and continues until resignation, removal or death.

**Section 8. Vacancies.** The Board of Directors may fill any vacancy on the Board of Directors except a vacancy relating to an ex-officio Director. The term of a Director filling a vacancy expires at the end of the term the Director is filling.

**Section 9. Removal of Directors.** The Board of Directors, acting upon recommendation of the Executive Committee, may remove any Director of the Corporation, with or without cause.

**Section 10. Compensation.** Members of the Board of Directors shall receive no compensation for service as Directors of the Corporation.

**Section 11. Annual Meetings.** The Board of Directors shall meet annually, on the date and at the place designated by the Board of Directors, upon notice described in Section 12 of this Article, for the purpose of organization, election of Directors, Officers, and the at-large members of the Executive Committee of the Corporation, and consideration of any other business which may be brought before the meeting.

**Section 12. Call and Notice of Meetings.** Meetings of the Board of Directors other than annual meetings may be held regularly pursuant to a resolution of the Board to such effect or may be held upon the call of the Chair of the Board of Directors, the Chair-Elect or not less than one-third (1/3) of the Voting Directors and upon forty-eight (48) hours' notice specifying the time, place and general purpose of the meeting. Such notice shall be given to each Director either personally or by mail, electronic communication, courier or telephone. Notice of a meeting may be waived in writing or by electronic communication. Attendance at a meeting shall constitute waiver of notice of the meeting.

**Section 13. Quorum and Action.** Unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws, for the transaction of business at a meeting, one-third (1/3) of the Voting Directors then in office shall be necessary to constitute a quorum, and:

(i) if a majority of the Voting Directors then in office are present at the time of the action, the act of a majority of the Voting Directors present shall be the act of the Board of Directors; or

(ii) if one-third (1/3) or more but less than a majority of the Voting Directors then in office are present at the time of the action, the act of two-thirds (2/3) of the Voting Directors present shall be the act of the Board of Directors.

**Section 14. Action by Consent.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by no fewer than two-thirds (2/3) of the Voting Directors in office when action is taken. The action must be evidenced by at least one (1) written consent describing the action to be taken and a consent must be signed by the requisite number of Voting Directors. Evidence of compliance with the foregoing requirements shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the requisite number of Voting Directors have signed a consent, unless the consent specifies a prior or subsequent effective date.

## ARTICLE II

### Committees

**Section 1. Standing Committees.** The Standing Committees of the Corporation shall be determined from time to time by the Board of Directors, as expressly stated in a resolution adopted by the Board of Directors and filed with the corporate records reflecting the action taken. At least two (2) members of any Standing Committee shall be members of the Board of Directors. The number of members of each Standing Committee shall be consistent with policies established from time to time by the Board of Directors. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise.

**Section 2. Chairs of Standing Committees.** Each Standing Committee shall have a volunteer leadership team consisting of a Chair and Vice Chair appointed by the Chair of the Board of Directors, in consultation with the Chair of the Governance Committee and President and Chief Executive Officer, other than the Executive Committee and the Audit and Finance Committee. The Chair of the Executive Committee shall be the Chair of the Board of Directors and the Chair of the Audit and Finance Committee shall be the Treasurer with their terms as Standing Committee Chairs being concurrent with their terms as officers. The Board of Directors or the Chair of the Board of Directors may at any time remove any Chair of a Standing Committee, with or without cause. The Chair of the Board of Directors may appoint from among the members of the Board of Directors an individual to fill a vacancy resulting from the resignation, removal or death of the Chair of a Standing Committee. The term of an individual filling such vacancy expires at the end of the term the individual is filling, unless the Chair of the Board of Directors designates a different term of office.

**Section 3. Members of Standing Committees.** In this Section, subsection (a) pertains only to the Executive Committee, and subsections (b), (c), (d) and (e) pertain to all Standing Committees except the Executive Committee.

(a) At-Large Members of Executive Committee. The at-large members of the Executive Committee shall be nominated by the Governance Committee, after consultation with the Board Chair and such other individuals as the Governance Committee deems advisable, and elected at the annual meeting of the Board of Directors for renewable terms of one (1) year commencing on the July 1 following the day of election and continuing until the June 30 following the first anniversary of the day of election and until their successors are elected and take office.

(b) General Appointment Process and Terms of Office. Except as otherwise provided in these Bylaws (including subsection (c) of this Section), the Chair of each Standing Committee, with the prior approval of the President and Chief Executive Officer and the Chair of the Board of Directors, shall appoint the members of that committee, whose service shall commence on the July 1 following the day of appointment. Members so appointed shall serve for a term of three (3) years ending June 30, with approximately one third of the three-year terms expiring each year. Members may serve a maximum of two consecutive three year terms.

(c) Special Appointment Process and Terms of Office. So long as a Standing Committee will continue to comply with all provisions of its Board-approved charge, the Chair of the Standing Committee may at any time and from time to time (i) increase or reduce the size of the committee, (ii) add individuals to the committee, (iii) appoint an individual to fill a vacancy on the committee, and (iv) alter the terms of office, as described in subsection (b) of this Section, of existing members, new members or members appointed to fill vacancies.

(d) At-Will Service of Committee Members. The Chair of a Standing Committee may at any time remove a committee member, with or without cause.

(e) Ex-Officio Committee Members. The Chair of the Board of Directors and the Chair-Elect shall be ex-officio members of each Standing Committee with full voting rights.

**Section 4. Meetings of Committees.** Meetings of each committee, whether standing or special, may be called by its Chair or by the Chair of the Board of Directors. Subject to the provisions of these Bylaws, each committee shall hold its meetings in accordance with such rules of procedure and at such places as shall be fixed by its chair. The chair shall cause notice of a meeting to be given to each member, either personally or by mail, electronic communication, courier or telephone, at least forty-eight (48) hours before the meeting. Notice of a meeting may be waived in writing or by electronic communication. Attendance at a meeting shall constitute waiver of notice of the meeting.

**Section 5. Special Committees.** The Board of Directors may from time to time establish Special Committees for such special purposes as circumstances warrant. The appointment of the Chair and other members of Special Committees shall be consistent with policies established from time to time by the Board of Directors. The Board of Directors or the Chair of the Board of Directors may at any time remove any Chair of a Special Committee, with or without cause. The members of a Special Committee shall serve at the will of the Chair of the Committee, unless the Board of Directors directs otherwise. A Special Committee shall limit its activities to the accomplishment of the purpose or purposes for which created, within the time period established by the Board of Directors, and shall have no power to act except such as is specifically conferred upon it by the Board of Directors.

**Section 6. Quorum and Action.** A majority of those individuals appointed to and serving on a committee (excluding ex-officio members) shall be necessary to constitute a quorum for the transaction of business, and the act of the majority of the committee members

present at a meeting at which a quorum is present shall be the act of the committee, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. A committee member present at a meeting who declines to vote on a matter because of a conflict of interest nevertheless shall be counted for quorum purposes so long as, not counting the member declining to vote, there is present at the time of the vote a minimum of one third (1/3) of those individuals appointed to and serving on the committee.

**Section 7. Action by Consent.** Any action required or permitted to be taken at any meeting of a committee may be taken without a meeting if the action is taken by no fewer than two-thirds (2/3) of the committee members in office when action is taken. The action must be evidenced by at least one (1) written consent describing the action to be taken and a consent must be signed by the requisite number of committee members. Evidence of compliance with the foregoing requirements shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the requisite number of committee members have signed a consent, unless the consent specifies a prior or subsequent effective date.

**Section 8. Annual Reports of Committees to Executive Committee.** Within thirty (30) days following the end of the Corporation's fiscal year, each Standing or Special Committee shall deliver to the Executive Committee the annual report of the Committee for the most recent fiscal year, addressing such matters as are prescribed in an outline form of such report provided by the Executive Committee.

**Section 9. Advisory Boards, Cabinets, Councils, Committees and Task Forces.** The Board of Directors may establish from time to time such Advisory Boards, Cabinets, Councils, Committees, Task Forces and other groups as it deems appropriate.

### ARTICLE III

#### **Composition and Duties of Standing Committees**

**Section 1. Executive Committee.** (a) The Executive Committee shall, from time to time, consist of the following members of the Board of Directors: the Board Chair, Chair-Elect, immediate past Board Chair, Secretary, Treasurer, Chairs of the Standing Committees, the Community Engagement Chair, and five (5) at-large members selected in accordance with Article I, Section 3, of these Bylaws. The President and Chief Executive Officer shall serve as a member of the Executive Committee with full voting rights. The Board Chair shall act as chair of the Executive Committee and the President and Chief Executive Officer shall act as the secretary of the Executive Committee. During the intervals between meetings of the Board of Directors and subject to such limitations as may be imposed by law, the Articles of Incorporation, or these Bylaws, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the Corporation, except that no action shall be taken which shall conflict with the express policies of the Board of Directors.

(b) The Board of Directors may elect from among its members an individual to fill a vacancy on the at-large membership of the Executive Committee, and the term of the member filling the vacancy shall expire at the end of the term the member is filling.

(c) The Executive Committee may make recommendations to the Board of Directors regarding the future of any Standing or Special Committee.

**Section 2. Audit and Finance Committee.** The Audit and Finance Committee shall consist of a minimum of six (6) members and a maximum of ten (10) members, at least three (3) of whom shall be members of the Board of Directors, including the Board Treasurer. The Audit and Finance Committee shall be responsible for providing oversight assistance to the Board of Directors in fulfilling responsibilities relating to enterprise risk management, accounting and reporting practices, reliable systems of internal control, and the quality and integrity of financial reports; and shall have general supervision and control of the finances of the Corporation, be responsible for the deposit of funds with responsible banks or trust companies, and for the proper distribution and use of such funds through the development of an annual budget and examination of quarterly financial reports. It shall be the responsibility of the Audit and Finance Committee to maintain free and open communication among the Board of Directors, senior management, and external auditors. The Committee shall annually discuss the control environment with the President and CEO to ensure the appropriate “tone at the top” exists emphasizing an organizational culture of control compliance and operating efficiency. The Committee will actively ensure that committee activities reflect UWCI’s commitment to its Diversity and Inclusion and other values. It shall also perform such other duties as these Bylaws or the Board of Directors may prescribe. The Committee shall be chaired by the Treasurer. The appointment of Audit and Finance Committee members shall be ratified by the Board of Directors.

**Section 3. Investment and Endowment Committee.** The Investment and Endowment Committee shall consist of a minimum of six (6) members and a maximum of ten (10) members at least three (3) of whom shall be members of the Board of Directors. The Investment and Endowment Committee shall oversee the Corporation's investments, restricted and unrestricted. It shall recommend investment and financial policies and shall determine, consistent with policies approved by the Board of Directors, the organizations retained to provide investment advice and management. It shall also make annual recommendations to the Executive Committee on the amounts to be allocated out of the endowment funds, amounts to be retained for the restoration or growth of endowed principal, and/or amounts retained but available for future allocations (undistributed earnings). Allocations may also include the amounts to be reserved for the Agency Contingency Fund. The Committee will actively ensure that committee activities reflect UWCI’s commitment to its Diversity and Inclusion and other values.

**Section 4. Governance Committee.** The Governance Committee shall consist of no fewer than seven (7) members, all of whom shall be members of the Board of Directors. The Governance Committee shall be responsible for the nomination of Directors, at-large members of the Executive Committee, and the offices of Chair of the Board of Directors and Chair-Elect, consistent with Articles I and IV of these Bylaws; for Board development; and for ensuring the effective governance of the organization. The Committee will actively ensure that committee activities reflect UWCI’s commitment to Diversity and Inclusion and other values.

**Section 5. Other Standing Committees.** The respective composition, duties and charges of other Standing Committees of the Corporation shall be determined from time to time by the Board of Directors, as expressly stated in a resolution adopted by the Board of Directors and filed with the corporate records reflecting the action taken.

## ARTICLE IV

### Officers

**Section 1. Number.** The Officers of the Corporation shall consist of a Chair of the Board of Directors, a Chair-Elect, a President and Chief Executive Officer, a Secretary, a Treasurer, and such assistant or subordinate officers as the Board of Directors shall deem necessary.

**Section 2. Election of Officers.** The Chair of the Board of Directors shall be nominated by the Governance Committee, with Executive Committee approval, and shall be elected by the Board of Directors at the annual meeting in even-numbered years to hold office for a term of two (2) years, commencing on the day of election and continuing until a successor is elected and takes office. A Chair-Elect shall be nominated by the Governance Committee, with Executive Committee approval, and shall be elected by the Board of Directors at the annual meeting in odd-numbered years to hold office for a term of one (1) year, commencing on the day of election and continuing until the next annual meeting. After consultation with the President and Chief Executive Officer and the Chair of the Governance Committee, the Chair of the Board of Directors in odd-numbered years or the Chair-Elect in even-numbered years shall nominate individuals to serve as Secretary and Treasurer, to be elected at the annual meeting of the Board of Directors. The Secretary and Treasurer shall hold office for a term of one (1) year, commencing on the July 1 following the day of election and continuing until a successor is elected and takes office. The President and Chief Executive Officer and any assistant officers shall be appointed by and serve at the will of the Board of Directors of the Corporation.

**Section 3. Vacancies.** Any vacancy occurring in the office of Chair of the Board of Directors or Chair-Elect shall be filled by the Board of Directors appointing an individual to that office. Any vacancy occurring in the office of Secretary or Treasurer shall be filled by the Chair of the Board of Directors appointing an individual to that office, and the filling of such vacancy shall be confirmed or rejected by the Board of Directors. Any individual so attaining office holds office until the end of the term of office that the individual is filling.

**Section 4. Removal.** The Board of Directors, acting upon recommendation of the Executive Committee, may remove any Officer of the Corporation, with or without cause.

**Section 5. Delegation of Official Authority.** In case of the absence or disability of any Officer of the Corporation, the Board of Directors may delegate the powers or duties of such officer to any officer or any other qualified individual for a specified period.

## ARTICLE V

### Duties of Officers

**Section 1. Chair of the Board of Directors.** The Chair of the Board of Directors (occasionally referred to in the Bylaws as the Board Chair) shall preside at all meetings of the Board of Directors and Executive Committee. The Board Chair shall discharge all the usual functions of the Chief Volunteer Officer of the Corporation, including the execution on behalf of the Corporation of all deeds, leases, contracts and other official documents, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

**Section 2. Chair-Elect and Immediate Past Chair.** The Chair-Elect or immediate past Chair of the Board of Directors shall, as designated by the Board, perform all the duties incumbent upon the Chair of the Board of Directors during the absence or disability of the Chair of the Board of Directors and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

**Section 3. President and Chief Executive Officer.** The President and Chief Executive Officer shall be appointed by the Board of Directors and shall be in charge of all staff of the Corporation. Subject to the authority and direction of the Board of Directors and the Chair of the Board of Directors, the President and Chief Executive Officer shall be responsible for and have charge of the activities of the Corporation and have the powers and duties usually attributable to the chief executive officer of a corporation. The President and Chief Executive Officer shall have such other duties as these Bylaws or the Board of Directors may prescribe. The President and Chief Executive Officer shall receive reasonable compensation for services in office, according to Board-approved procedures.

**Section 4. Secretary.** The Secretary shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of meetings of the Board of Directors. The Secretary shall authenticate records of the Corporation. When required by law, the Secretary shall attest the execution by the Corporation of all deeds, leases, contracts, and other official documents and may affix the corporation seal thereto. The Secretary shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

**Section 5. Treasurer.** The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Corporation. Subject to the direction of the Board of Directors and Audit and Finance Committee, the Treasurer shall be responsible for all funds, monies, notes, securities, and other valuables which may from time to time come into the possession of the Corporation, and shall deposit, or cause to be deposited, the funds of the Corporation with such depositaries as the Board of Directors or Finance Committee shall designate. The Treasurer shall furnish or cause to be furnished at meetings of the Board of Directors, or whenever requested by the Board, a statement of the financial condition of the Corporation, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

**Section 6. Assistant Officers.** The Corporation shall have such assistant officers as the Board of Directors may from time to time designate and appoint. An assistant officer shall have such powers and duties as the Board of Directors shall specify and delegate to the assistant officer, which may include some or all of the powers and duties of the officer whom the assistant officer is appointed to assist, to exercise in the event of the absence or disability of the officer.

## ARTICLE VI

### Miscellaneous

**Section 1. Corporate Seal.** The Corporation may, but need not, have a corporate seal. The form of any such seal, if used, may be circular in form with the name of the Corporation around the top of its periphery, the word "Non-Profit" around the bottom of its periphery, and the word "Seal" through its center.

**Section 2. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of each year and shall end on the last day of June of the following year.



**Section 3. Rules of Order.** Meetings of the Board of Directors shall be governed by the rules contained in Robert's Rules of Order Revised in all cases in which such rules are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws or any special rules of order of the Corporation.

**Section 4. Employed Personnel.** In order to carry out the purposes and activities of the Corporation, personnel deemed necessary may be employed and paid compensation for services actually rendered in the course of such employment. The Board of Directors shall be responsible for the employment, compensation and other terms and conditions of employment of the President and Chief Executive Officer. The President and Chief Executive Officer, subject to policies of the Board of Directors and available funding, shall be responsible for the employment of all other personnel, the compensation to be paid such personnel, and the other terms and conditions of employment.

**Section 5. Execution of Contracts and Other Documents.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of the Corporation; all deeds, mortgages, and other written contracts and agreements to which the Corporation shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by the Corporation, shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by any two (2) of the following officers who are different individuals: Chair of the Board of Directors, Chair-Elect, President and Chief Executive Officer, Secretary, or Treasurer. The Board of Directors may, however, (i) authorize only one (1) of such officers to sign any of such instruments and to vote any shares of stock issued by any other corporation and owned or controlled by the Corporation, for and on behalf of the Corporation, without necessity of countersignature; and (ii) designate officers, assistant officers, or employees of the Corporation, other than those named above, who may, in the name of the Corporation, sign such instruments and vote such stock.

**Section 6. Electronic Communications, Records and Signatures.** For the purposes of these Bylaws, (i) the giving of written notice or any other transmission of an electronic record or electronic signature may take the form of a transmission via email, the internet or other means of electronic communication approved by the Executive Committee; a written notice or other document may take the form of an electronic record; and a signed document may take the form of an electronic signature relating to an electronic record; (ii) the transmission of an electronic record to an individual is effective when sent by the Corporation in the manner and to the electronic address or other means of receipt designated by the individual intended to receive the electronic record as shown in the current records of the Corporation; and (iii) the term "electronic communication" includes the sending by email, the internet, or other means of electronic communication approved by the Executive Committee of an electronic record or electronic signature in the manner and to the electronic address or other means of receipt designated by the individual or entity intended to receive the electronic record or electronic signature as shown in the current records of the Corporation.

**Section 7. Presence by Communication Device.** For the purposes of these Bylaws, an individual may participate in a meeting by any means of communication by which all individuals participating may simultaneously hear each other during the meeting. An individual participating in a meeting by this means is considered to be present in person at the meeting.

## ARTICLE VII

### Amendments

**Amendments to Bylaws.** Subject to law and the Articles of Incorporation, the power to amend or repeal these Bylaws is vested in the Board of Directors. The process by which any such amendment is adopted shall comply in every respect with the requirements of this Article. The process shall involve the Governance Committee considering one or more proposed amendments and reporting its recommendation to the Executive Committee. The Executive Committee shall consider the recommendation and modify it as deemed appropriate. The Executive Committee shall present its recommendation regarding these Bylaws to the Board of Directors for its consideration and modification as it deems appropriate. The affirmative vote of a majority of the Voting Directors then in office shall be necessary to effect any change in these Bylaws.

AMENDED & RESTATED JUL 2002;  
AMENDED MAY 2003, AUG 2004, MAY 2006,  
AUG 2007, MAY 2008, MAY 2010 & OCT 2013;  
AMENDED & RESTATED MAY 2014;  
AMENDED OCTOBER 2015.