

UNITED WAY OF CENTRAL INDIANA, INC.
Amended and Restated Bylaws
May 2019

ARTICLE 1: Name and Location

The name of the corporation is United Way of Central Indiana, Inc. (hereinafter referred to as "UWCI"). The principal office of UWCI shall be located at 2955 N. Meridian Street, #300, Indianapolis, Indiana. This will be the registered office for the State of Indiana.

ARTICLE 2: Board of Directors

Section 1: Duties and Size

The Board of Directors shall manage the business and affairs of UWCI. The Board of Directors may exercise such powers and do such lawful acts and things as are not otherwise limited by these Bylaws.

The total number of directors of UWCI (the "Directors") shall be as specified by the Board of Directors from time to time but shall in no event be less than thirteen (13) Directors at any time.

Section 2: Classes of Directors and Terms

The classes of Directors serving on the Board of Directors of UWCI are:

- a. **General** - General Directors have full voting rights. The number of General Directors shall be as specified by the Board of Directors from time to time. 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 at an annual election or a lesser period is established following the addition of a newly added Director who is not filling a vacancy at a separate election, the term of office of a General Director commences on the July 1 following the day of election and continues until the earlier of resignation, removal, death or June 30 following the third anniversary of the day of election.
- b. **Ex-Officio** – Ex-Officio Directors have full voting rights. The chair (or only one of multiple co-chairs) of each of the following entities, as they are now constituted or may call themselves in the future:
 - i. Emerging Leaders,
 - ii. Women United,
 - iii. Diversity Leadership Circle,
 - iv. Tocqueville Council, and
 - v. Retire United

shall be Ex-Officio Directors with full voting rights. The term of office of an Ex-Officio Director commences on qualification and continues until he or she resigns, is removed, or is succeeded by a successor chair (or one of the multiple co-chairs) or chair designee of the respective entity.

- c. **Executive Ex-Officio** - The President and Chief Executive Officer of UWCI shall be an Ex-Officio Director with full voting rights.
- d. **Emeriti** - Based upon criteria adopted by the Board of Directors, the Board of Directors may appoint individuals as Emeriti Directors, none of which shall have any voting rights. The term of office of an Emeritus Director commences on the date the appointment is approved by the Board of Directors and continues until resignation, removal or death.

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 qualifications of the nominees to the Board of Directors. Annually, at a regular meeting of the Board of Directors, (a) the Governance Committee, with Executive Committee approval, shall present a slate of candidates for (i) the Board of Directors, (ii) the at-large members of the Executive Committee, (iii) in even-years, the Board Chair (with preference given to the Vice Chair), and (iv) in odd-years, the Vice Chair; and (b) the Board Chair and/or Vice Chair, with President and Chief Executive Officer and the Chair of the Governance Committee's approval, shall present a slate of candidates for (i) the Secretary, and (ii) the Treasurer. In developing the slate of at-large Executive Committee candidates, the Governance Committee shall consult with and be guided by the Board Chair, the President & CEO, and other individuals as the Governance Committee deems advisable. General Directors shall be elected by the Board of Directors at a meeting where the slate of candidates is presented, provided quorum is present.

Section 4: 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 commences the day following election and expires at the end of the term the Director is filling.

Section 5: Removal of Directors

The Board of Directors, acting upon recommendation of the Executive Committee or Governance Committee, may remove any Director of UWCI, with or without cause.

Section 6: Compensation

Members of the Board of Directors shall receive no compensation for service as Directors of UWCI.

Section 7: Meetings, Quorum and Action

- a. **Annual Meetings**: The Board of Directors shall meet annually for the transaction of such business as may come properly before the meeting on the date and at the place as the Board Chair shall designate and cause to be communicated to the Directors. Failure to hold an annual meeting shall not work any forfeiture or dissolution of UWCI and shall not affect otherwise valid corporate acts.
- b. **Regular Meetings**: The Board of Directors shall hold a minimum of four (4) regular meetings each year at such places as may be determined from time to time or may be set forth in the notice of meeting, one of which shall be the annual meeting pursuant to Section 7(a) of this Article 2.
- c. **Special Meetings**: Special meetings may be held upon the call of the Board Chair, the Vice Chair 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.

For the transaction of business at a meeting, one-third (1/3) of the Voting Directors in office shall be necessary to constitute a quorum, and:

- i. if a majority of the Voting Directors in office are present at the time of the action, the affirmative vote 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 in office are present at the time of the action, the affirmative vote of two-thirds (2/3) of the Voting Directors present shall be the act of the Board of Directors.

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. For purposes of this Section, an electronic communication by a Director clearly indicating his or her consent to the action to be taken shall satisfy the written consent requirement. 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 3: Committees of the Organization

Section 1: Ad Hoc Committees and Special Committees

Aside from the standing committees as otherwise described in this Article 3, the Board Chair may, from time to time, appoint ad hoc committees and special committees authorized by the Board of Directors. Volunteers from the community shall be considered for service on such ad hoc and special committees, except as may be precluded by the law of Indiana or these Bylaws. Except as otherwise stated in these Bylaws, the Board Chair shall appoint the Chair of each ad hoc and special committee, and any chairs of such ad hoc and special committees shall be a Director. Each Committee shall limit its activities to the accomplishment of the purpose(s) 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 2: Standing Committees

UWCI will maintain the following standing committees.

- a. **Executive Committee.** The members of the Executive Committee shall, from time to time, consist of the officers of the Board of Directors, Chairs of the other Standing Committees, the Community Engagement Chair and the immediate past Community Engagement Chair (only one of multiple co-chairs), the President & Chief Executive Officer, and other at-large members as elected by the Board of Directors. All members of the Executive Committee must be members of the Board of Directors. The Board Chair shall serve as Chair of the Executive Committee, and the President & Chief Executive Officer shall act as the secretary of the Executive Committee. All members of the Executive Committee shall have full voting rights. The Executive Committee shall have and exercise all the powers of the Board of Directors, subject to such limitations as the law of the State of Indiana or resolutions of the Board of Directors may impose, during the intervals between meetings of the Board of Directors, except that no action shall be taken which shall conflict with the express policies of the Board of Directors.

A majority thereof shall constitute a quorum. The Executive Committee may act on behalf of the Board of Directors, except to 1) amend these Bylaws; 2) adopt a plan of merger or consolidation; and 3) other than in the normal course of business, sell, lease, exchange, mortgage, pledge or make any other disposition of any of the property and assets of the organization. Any action should be communicated to the Board of Directors no later than the next regular meeting of the Board of Directors.

- b. **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 Treasurer of the Board of

Directors. 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 UWCI, 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 Audit and Finance Committee shall annually discuss the internal control environment with the President and Chief Executive Officer to ensure the appropriate ethical climate exists emphasizing an organizational culture of control compliance and operating efficiency. The Audit and Finance 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 Audit and Finance Committee shall be chaired by the Treasurer. The appointment of Audit and Finance Committee members shall be ratified by the Board of Directors.

- c. **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 UWCI'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). The Investment and Endowment Committee will actively ensure that committee activities reflect UWCI's commitment to its Diversity and Inclusion and other values.
- d. **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 (a) the nomination of Directors, at-large members of the Executive Committee, and the offices of Board Chair and Vice Chair, consistent with Articles 2 and 4 of these Bylaws; (b) Board of Directors development; and (c) ensuring the effective governance of the organization. The Governance Committee will actively ensure that committee activities reflect UWCI's commitment to Diversity and Inclusion and other values.
- e. **Other Standing Committees.** The respective composition, duties and charges of other Standing Committees of UWCI 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.

Section 3: Committee Operations (Standing, Ad Hoc, and Special)

A majority of the members of a Committee (excluding Ex-Officio members) shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such Committee shall be necessary for any Committee action. 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.

Meetings of each Committee may be called by its Chair or by the Board Chair. 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. Committee meetings may be held upon forty-eight (48) hours' notice specifying the time, place and general purpose of the meeting. Such notice shall be given to each member, either personally or by mail, electronic communication, courier or telephone. 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.

Standing Committees will be subject to the following requirements:

- a. **Membership.** 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, and will be reflected in the Standing Committee charges. The Board of Directors shall at all times be entitled to exercise any powers delegated to any Standing Committee by these Bylaws or otherwise.
- b. **Annual Reports of Committees to Executive Committee.** Within thirty (30) days following the end of UWCI'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.
- c. **Chairs of Standing Committees.** Each Standing Committee shall have a volunteer leadership team consisting of a Chair and Vice Chair appointed by the Board Chair, 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 Board Chair 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 Board Chair may at any time remove any Chair of a Standing Committee, with or without cause. The Board Chair 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 Board Chair designates a different term of office.
- d. **Members of Standing Committees.** In this Section, subsection (i) pertains only to the Executive Committee, and subsections (ii), (iii), (iv) and (v) pertain to all Standing Committees except the Executive Committee.
 - i. **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 annually elected at a 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. 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.

- ii. General Appointment Process and Terms of Office. Except as otherwise provided in these Bylaws (including subsection (iii) of this Section), the Chair of each Standing Committee, with the consultation of the President and Chief Executive Officer and the Board Chair, shall appoint the members of that committee. 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.
- iii. Special Appointment Process and Terms of Office. So long as a Standing Committee will continue to comply with all provisions of its Board of Directors-approved charge, the Chair of the Standing Committee may at any time and from time to time (1) increase or reduce the size of the Committee, (2) add individuals to the Committee, (3) appoint an individual to fill a vacancy on the Committee, and (4) alter the terms of office, as described in subsection (ii) of this Section, of existing members, new members or members appointed to fill vacancies.
- iv. At-Will Service of Committee Members. The Chair of a Standing Committee may at any time remove a Committee member, with or without cause.
- v. Ex-Officio Committee Members. The Board Chair and the Vice Chair shall be ex-officio members of each Standing Committee with full voting rights.

ARTICLE 4: Officers

Section 1: Officers and Duties of Officers

The Officers of UWCI shall consist of Board Chair, Immediate Past Chair, Vice Chair, President and Chief Executive Officer, Secretary, Treasurer, and such assistant or subordinate officers as the Board of Directors shall from time-to-time deem necessary.

- a. **Chairman of the Board of Directors.** The Chairman of the Board of Directors (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 and supervise all the usual functions of the of UWCI, including the execution on behalf of UWCI 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.
- b. **Vice Chair and Immediate Past Chair.** The Vice Chair or immediate past Board Chair shall, as designated by the Board of Directors, perform all the duties incumbent upon the Board Chair during the absence or disability of the Board Chair and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.
- c. **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 UWCI. Subject to the authority and direction of the Board of Directors and the Board Chair, the President and Chief Executive Officer shall be responsible for and have charge of the activities of UWCI and have the powers and duties usually attributable to the chief executive officer of a non-profit 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 of Directors-approved procedures.
- d. **Secretary.** The Secretary shall keep, or cause to be kept, a true and complete record of the proceedings of meetings of the Board of Directors. The Secretary shall authenticate

records of UWCI. When required by law, the Secretary shall attest the execution by UWCI 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.

- e. **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 UWCI. 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 UWCI, and shall deposit, or cause to be deposited, the funds of UWCI 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 of Directors, a statement of the financial condition of UWCI, and shall perform such other duties as these Bylaws or the Board of Directors may prescribe.
- f. **Assistant Officers.** UWCI 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.

Section 2: Election

A Board Chair shall be nominated by the Governance Committee, with Executive Committee approval, provided that the Governance Committee and Executive Committee shall first consider and give preference to the Vice Chair, absent extenuating circumstances to not consider the Vice Chair for the Board Chair position, and shall be elected by the Board of Directors at the meeting where the slate of candidates is presented in even-numbered years to hold office for a term of two (2) years, commencing on the July 1 of even-numbered years and continuing until a successor is elected or takes office. A Vice Chair shall be nominated by the Governance Committee, with Executive Committee approval, and shall be elected by the Board of Directors in odd-numbered years at the meeting where the slate of candidates is presented to hold office for a term of one (1) year, commencing on the July 1 of such odd-numbered year. After consultation with the President and Chief Executive Officer and the Chair of the Governance Committee, the Board Chair shall nominate individuals to serve as Secretary and Treasurer, to be elected at an annual election 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 UWCI.

Section 3: Vacancies

Any vacancy occurring in the office of the Board Chair shall be filled at the earliest opportunity by the Board of Directors appointing an individual to that office, provided that the Board of Directors shall first consider and give preference to the Vice Chair (if one is in office), absent extenuating circumstances to not consider the Vice Chair. Any vacancy occurring in the office of the Vice Chair (in the event a Vice Chair was elected and in office) 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 Board Chair 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 or Governance Committee, may remove any Officer of UWCI, with or without cause.

Section 5: Delegation of Official Authority

In case of the absence or disability of any Officer of UWCI, 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 5: General Provisions

Section 1: Corporate Seal

UWCI 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 UWCI 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 UWCI 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 of UWCI, these Bylaws or any special rules of order of UWCI.

Section 4: Execution of Contracts and Other Documents

All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money of UWCI; all deeds, mortgages, and other written contracts and agreements to which UWCI shall be a party; and all assignments or endorsements of stock certificates, registered bonds, or other securities owned by UWCI, 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: Board Chair, Vice Chair, 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 UWCI, for and on behalf of UWCI, without necessity of countersignature; and (ii) designate officers, assistant officers, or employees of UWCI, other than those named above, who may, in the name of UWCI, sign such instruments and vote such stock.

Section 5: 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, board portal, 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 UWCI 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 UWCI; 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 UWCI.

Section 6: 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.

Section 7: Amendments to Bylaws

Subject to law and the Articles of Incorporation of UWCI, the power to amend or repeal these Bylaws is vested in the Board of Directors; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying UWCI as a tax-exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code or would have the effect of disqualifying contributions to UWCI for a deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the U.S. Internal Revenue Code. 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 revisions to 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.