

BYLAWS

ARTICLE I-NAME

The name of the corporation is River Cities United Way (hereinafter referred to as the “Corporation”).

ARTICLE II-PRINCIPAL OFFICE

Section 1-Principal Office: The principal office of the Corporation shall be located at 145 North Lake Havasu Avenue (PO Box 966), Lake Havasu City, Arizona 86403.

Section 2-Change the Principal Office: The RCUW Board of Directors of the Corporation (hereinafter referred to as the “Board”) may, from time to time, change the location of the Corporation’s principal office.

Section 3-Branch Office: The Board may establish branch or subordinate offices.

ARTICLE III-PURPOSE

Section 1. The purpose of the Corporation is to help increase the organized capacity of people to care for one another. The Corporation shall assess, on a continuing basis, the need for human service programs; assist in the development of new or the expansion or modification of existing human service programs; promote preventative activities and foster cooperation among local, state and national agencies serving the community.

Section 2. The Corporation shall develop as fully as possible the financial resources needed to meet the human service needs of the community and reduce the number of appeals for financial support for services.

Section 3. The Corporation shall allocate United Way financial support to maximize the resources available to agencies for services aimed at the most urgent needs of the community.

Section 4. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws.

ARTICLE IV-MEMBERS

Any action that would otherwise require approval of members shall require only the approval of the Board.

ARTICLE V- RCUW BOARD OF DIRECTORS

Section 1-Duties and Authority. The Board of Directors shall manage and control the affairs of the Corporation. Subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws, the Board may exercise all powers that are necessary and proper to enable the Corporation to accomplish its purpose. The Board of Directors shall be responsible for the direction of the work of the River Cities United Way, including the power to borrow money to arrange for the raising of funds, to make all contracts and leases and approve all disbursements. It shall be the duty of the Board members to actively assist in fundraising and public relations activities.

Section 2-Number and Election. The Board shall be no more than 19 members, consisting of members from the areas served by the RCUW. Vacancies on the Board shall be filled on recommendation from the Nominating Committee with approximately 1/3 of said Directors to be elected annually. Any person nominated from the floor must have agreed to such a nomination prior to say meeting. Elections shall be by voice vote, except that ballots will be required when more than one nomination has been made for a position.

Section 3-Term of Office. Directors shall take office July 1st after their election and shall serve for three (3) years or until their successors are elected and take office. Directors may serve a maximum of two (2) consecutive elected terms, for a total of six (6) consecutive years. A vacancy of at least one year is required before a Director who has served six years is eligible for re-election to the Board.

Section 4-Vacancy. A vacancy on the Board occurring between annual meetings of the membership shall be filled by majority vote of the RCUW Board of Directors and serve the remainder of the unexpired term.

Section 5-Absence. Absence from three (3) consecutive regular meetings of the Board, without sufficient reason as determined by the Board, shall be deemed a resignation and the vacancy created thereby may be filled in the same manner as any other vacancy occurring to the Board.

Section 6-Conflict of Interest and Code of Ethics. Members of the Board of Directors must be representative of the business and non-business sector of Kingman, Bullhead City/Laughlin, Lake Havasu City and the greater portions of Mohave and La Paz Counties, which do not have a conflict of interest in the United Way, its agencies and/or programs. Members should have an interest in, concern for, or knowledge of the human services needed by our residents. The Board of Directors must sign a Code of Ethics acknowledgement when their term begins.

Section 7-Removal from Board. Any director may be removed from the Board of Directors with just cause by an affirmative vote of the majority (two thirds) of the directors present at an official meeting of the Board. The director involved will be given an opportunity to be present and heard at the meeting at which his/her removal is considered.

ARTICLE VI-ELECTION OF DIRECTORS

The annual election of the directors shall be conducted in the following manner.

- A. Candidates for positions on the Board of Directors must complete a criteria/biography sheet. The Nominating Committee shall review candidate applications and make recommendations to the Board to fill the vacancy(ies).
- B. The Board of Directors will vote on the acceptance of a candidate for Board membership at any regularly convened board meeting. A simple majority of the board members present is required to elect a new Director.
- C. Newly elected Directors will begin their term July 1. A partial year served shall count as one year.

ARTICLE VII- RCUW BOARD MEETINGS

Section 1-Regular Meetings. Regular meetings shall be held monthly unless otherwise ordered by the Board.

Section 2-Special Meetings. Special meetings may be called by any four (4) Board members for a specific subject. All board members must be notified in advance of said meeting at least 24 hours prior if by phone, 72 hours by email or ten (10) days prior if by mail. Only the specific subject of the special meeting may be discussed.

Section 3-Quorum. One-third of the current number of Directors must be present at a meeting of the Board to constitute a quorum and the affirmative vote of a majority of those present shall be the act of the Board.

Section 4-Voting. Each Director shall be entitled to one vote. Proxies shall not be permitted at any meeting.

ARTICLE VIII- RCUW BOARD EXECUTIVE OFFICERS

Section 1-Executive Officers The officers of the River Cities United Way shall be: Board Chair, Vice Chair, Secretary and Treasurer. All officers shall be members of the Board.

Section 2-Board Chair. The Board Chair shall preside at all meetings of the Board of Directors. He or she shall serve as Chair of the Executive Officers. He or she shall perform all such duties as are incident to his/her office.

Section 3-Vice Chair. The Vice Chair shall perform the duties of the Board Chair in his/her absence and shall perform such other duties as may from time to time be assigned by the Board Chair or Board of Directors.

Section 4-Secretary. The Secretary shall ensure minutes of all meetings of the Board of Directors are recorded correct and current. The Secretary shall perform such other duties as may from time to time be assigned by the Board Chair or Board of Directors. The Secretary shall cause to be given notice of regular meetings of the Board to the Directors and notice of any other meetings in the manner required by these bylaws.

Section 5-Treasurer. The Treasurer shall have charge of the funds of the River Cities United Way and, at the expense of this Corporation, shall give a bond with approved surety for the faithful performance of his/her duties in such amount as shall be determined by the Board of Directors. He or she shall present a current financial statement at each regular meeting of the Board and at the annual meeting. At the close of the fiscal year, the Treasurer shall see that the books are examined and/or audited to comply with any requested requirements by United Way Worldwide.

Section 6-Terms of Office. The officers shall take office July 1 and shall serve for one (1) year or until their successors are elected and qualified. No officer shall be eligible to serve more than three (3) consecutive one-year terms in the same office. A vacancy of at least one year is required before an officer who has served three years may be re-elected.

The duties of the Executive Officers shall be as follows

- A. Oversee and review the work of River Cities United Way.
- B. Act on behalf of the Board to transact necessary business between meetings of the Board;
- C. Act on any urgent business in accordance with established policies, except that such action shall be subject to ratification at the next regular meeting of the Board;
- D. Recommend agenda items for Board meetings;
- E. Evaluate the work of the President/CEO of River Cities United Way each year and handle any personal matters necessary for the good order of the organization.
- F. A majority of the Executive Officers shall constitute a quorum.

ARTICLE IX ADVISORY COMMITTEE

Section 1-Duties and Authority. The Advisory Committee does not have formal authority to govern the RCUW organization, that is the Advisory Committee cannot issue directives that must be followed as in the case with the RCUW governing Board. The Advisory Committee serves to make recommendations and /or provide key information and material to the RCUW Board of Directors. The Advisory Committee reports to the RCUW Board and manages under the direction of the RCUW Board the affairs of the Corporation within their territory. Subject to the restrictions imposed by law, the Articles of Incorporation, and these Bylaws. The Advisory Committee shall be responsible for carrying out the direction set by the RCUW Board of the

work of the River Cities United Way. It shall be the duty of the Advisory Committee members to actively assist in fundraising and public relations activities.

Section 2-Number. The 4 Advisory Committees are represented: District 1-Lake Havasu City, District 2- Bullhead City/Laughlin, District 3- Kingman and District 4- La Paz County. Each Advisory Committee shall not be more than 9 two of which shall be members of RCUW Board of Directors.

Section 3-Term of Office. Advisory Committee members shall take office July 1st after their appointment and shall serve for three (3) years or until their successors are appointed and take office. Advisory Committee members may serve a maximum of two (2) consecutive appointed terms, for a total of six (6) consecutive years. A vacancy of at least one year is required before an Advisory Committee member who has served six years is eligible for re-appointment to the Advisory Committee.

Section 4-Vacancy. A vacancy on the Advisory Committee occurring between annual meetings of the membership shall be filled by recommendation from the Advisory Committee to the RCUW Board of Directors with a majority vote of the members of RCUW Board of Directors and serve the remainder of the unexpired term.

Section 5-Absence. Absence from three (3) consecutive regular meetings of the Advisory Committee, without sufficient reason as determined by the Advisory committee, shall be deemed a resignation and the vacancy created thereby may be filled in the same manner as any other vacancy occurring to the Advisory Committee.

Section 6-Conflict of Interest and Code of Ethics. Members of the Advisory Committee must be representative of the business and non-business sector of Kingman, Bullhead City/Laughlin, Lake Havasu City and the greater portions of Mohave and La Paz Counties, which do not have a conflict of interest in the United Way, its agencies and/or programs. Members should have an interest in, concern for, or knowledge of the human services needed by our residents. The Advisory Committee members must sign a Code of Ethics acknowledgement when their term begins.

Section 7-Removal from the Advisory Committee. Any member may be removed from the Advisory Committee with just cause by an affirmative vote of the majority (two thirds) of the members present at an official meeting of the RCUW Board of Directors. The member involved will be given an opportunity to be present and heard at the meeting at which his/her removal is considered.

ARTICLE X-APPOINTMENT OF ADVISORY COMMITTEE MEMBERS

The annual election of the Advisory Committee members shall be conducted in the following manner:

- A. Candidates for positions on the Advisory Committees must complete a criteria/biography sheet. The Advisory Committees shall review candidate applications and make recommendations to the RCUW Board of Directors to fill the vacancy(ies);
- B. The RCUW Board of Directors will vote on the acceptance of a candidate for Advisory Committee membership at any regularly convened RCUW Board of Directors meeting. A simple majority of members present is required to appoint a new member;
- C. Newly appointed Advisory Committee members will begin their term July 1. A partial year served shall count as one year.

ARTICLE XI- ADVISORY COMMITTEE MEETINGS

Section 1-Regular Meetings. Regular meetings shall be held monthly unless otherwise ordered by the Advisory Committee.

Section 2-Quorum. One-third of the current number of Advisory Committee members must be present at a meeting of the Advisory Committee to constitute a quorum and the affirmative vote of a majority of those present shall be the act of the Advisory Committee.

Section 3-Voting. Each Advisory Committee member shall be entitled to one vote. Proxies shall not be permitted at any meeting.

ARTICLE XII- ADVISORY COMMITTEE OFFICERS

Section 1-Officers. The officers of the Advisory Committees shall be: Board Chair and Vice Chair. All officers shall be members of the Advisory Committee.

Section 2- Advisory Committee Chair. The Advisory Committee Chair shall preside at all meetings of the Advisory Committee members. He or she shall appoint all committee chairs and shall be an ex-officio member with a vote on all other committees. He or she shall perform all such duties as are incident to his/her office.

Section 3-Vice Chair. The Vice Chair shall perform the duties of the Advisory Committee Chair in his/her absence and shall perform such other duties as may from time to time be assigned by the Advisory Committee Chair or Advisory Committee members.

Section 4-Terms of Office. The officers shall take office July 1 and shall serve for one (1) year or until their successors are elected and qualified. No officer shall be eligible to serve more than three (3) consecutive one-year terms in the same office. A vacancy of at least one year is required before an officer who has served three years may be re-elected.

ARTICLE XIII– RCUW BOARD OF DIRECTORS COMMITTEES

Section 1(a)-Nominating Committee. The Nominating Committee is normally chaired by the immediate past Board Chair, or in the absence of same, by a qualified member of the RCUW Board of Directors appointed by the Board Chair, together with three or more additional members. The duties of the Committee shall be as follows:

- A. Meet annually in February for the purpose of selecting nominees for the Board of Directors and for officers of the RCUW Board of Directors.
- B. Present nominations for Board of Director members at the June meeting;
- C. Present nominations for officers at the first meeting of the RCUW Board of Directors following the June meeting.

A single slate shall be presented for all positions and the consent of all nominees for office shall be secured in advance.

Section 2-Finance Committee. The Finance Committee shall consist of not less than five persons, two of which shall have a financial background. The Chair and Vice Chair of the committee will be members of the RCUW Board of Directors and shall be appointed by the Chairman of the Board. One additional Board of Directors member shall serve on the committee in the event the Vice Chair is unable to assume the duties of the Chairman.

The duties of the Committee shall be as follows:

- A. Advise the Board of Directors on matters relating to the cost of administrative matters;
- B. Assist in the preparation of a budget for operation of the River Cities United Way
- C. Assist the Resource Development Committee in preparation of a budget for fund- raising activities
- D. The Finance Committee Chair will be responsible for the recruitment and appointment of community individuals to the committee.

Section 3-Community Engagement Committee. The Community Engagement Committee shall consist of not less than five persons, two of which will have a marketing or communications background. The Chair and Vice Chair of the committee will be members of the RCUW Board of Directors and shall be appointed by the Chairman of the Board. One additional Board of Directors member shall serve on the committee in the event the Vice Chair is unable to assume the duties of the Chairman.

The duties of the Committee shall be as follows:

- A. Partner with area companies and businesses to establish communications and year round workplace campaigns.

- B. Look for opportunities to market and communicate the River Cities United Way message.
- C. Work with the Resource Development Committee to obtain Loaned Executives and/or supplemental staff to assist with the annual campaign.
- D. Assist with communications, publicity and community awareness.

Section 4-Special Committees. From time to time, special committees may be created by the Board Chair, with approval of the, Board of Directors as they are considered necessary for administration of the River Cities United Way.

ARTICLE XIV– RCUW ADVISORY COMMITTEE SUB-COMMITTEES

Section 1-Community Impact Committee. The Community Impact Committee shall consist of not less than seven persons, the members of which shall represent a cross-section of the community. The Chair and Vice Chair of the committee will be members of the Advisory Committee and shall be appointed by the Advisory Committee Chair. One additional Advisory Committee member shall serve on the committee in the event the Vice Chair is unable to assume the duties of the Chairperson.

The duties of the Committee shall be as follows:

- A. Investigate all agencies/programs wanting affiliation with or membership in River Cities United Way, and report findings to the Advisory Committee. The Advisory Committee is responsible for reporting committee findings and recommendations to the RCUW Board of Directors for final approval.
- B. Consider all matters pertaining to the allowance, increase or reduction of financing of partner agencies and/or their programs and services; report recommendations to the Advisory Committee. The Advisory Committee is responsible for submitting recommendations to the RCUW Board of Directors for final approval.
- C. The Community Impact Committee Chair will be responsible for the recruitment and appointment of community individuals to the committee.

Section 2-Resource Development Committee. The Resource Development Committee shall consist of not less than five persons, two of which shall have fund-raising, marketing or sales background. The Chair and Vice Chair of the committee will be members of the Advisory Committee. The Chair and Vice Chair shall be appointed by the Advisory Committee Chair. One additional Advisory Committee member shall serve on the committee in the event the Vice Chair is unable to assume the duties of the Chairperson.

The duties of the Committee shall be as follows:

- A. Plan, organize, and assist in executing the annual fund raising campaign

- B. Assist in the recruitment of the Campaign Committee to execute the annual fund raising campaign
- C. Work with the Finance Committee and Advisory Committee in developing a budget for fund-raising activities. The Advisory Committee will provide a recommendation to the RCUW Board of Directors for final approval.
- D. The Resource Development Committee chair will be responsible for the recruitment and appointment of community individuals to the committee

Section 3(a)-Leadership Giving/Pillars Society. The Leadership Giving Committee, also known as the Pillar Society, is a sub-committee of the Resource Development Committee. It shall consist of the Chair, appointed by the Resource Development Chair, and such other members as the Chair may appoint thereto. The duties of the Committee shall be as follows:

- A. Provide recognition to individuals who give \$500 or more annually to River Cities United Way
- B. Assist in the recruitment of Leadership/Pillar donors.

Section 3(b)-Special Events Committee. The Special Events Committee is a sub-committee of the Resource Development Committee. It shall consist of the Chair, appointed by the Resource Development Chair, and such other members as the Chair may appoint thereto. The duties of the Committee shall be as follows:

- A. Recommend and coordinate fund raising events other than the annual campaign.

ARTICLE XV-FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30.

ARTICLE XVI-CHECKS

All checks or demands for money and notes of the Corporation shall be signed by such officer, officers, and/or employees as the Board shall, from time to time, designate, provided; however, that checks or documents over \$2,500 shall require two signatures of the persons so designated.

ARTICLE XVII-AMENDMENTS

Section 1-Amendment by Directors. The Board shall have the power to make, alter, amend, or repeal the bylaws by a majority vote of the entire Board at any meeting thereto where notice of such proposed action has been announced in the notice of such meeting.

Section 2-Arizona Law. Any amendments, alterations, changes, additions or deletions from these bylaws shall be consistent with the laws of Arizona, which define, limit or regulate the powers of the Corporation and its Directors.

ARTICLE XVIII-RULES OF ORDER

Robert's Revised Rules of Order shall be the parliamentary authority for all matters of procedures not specifically covered by the bylaws.

Approved as to format: _____, attorney

Approved by majority vote of RCUW Board of Directors on this ____day of _____, 2010