

BY-LAWS
MERRILL AREA UNITED WAY, INC.

ARTICLE 1

The Corporation

1. Name: The name of this Corporation shall be Merrill Area United Way, Inc.
2. Object: The Merrill Area United Way shall serve as a fund raising and planning agency to maintain the health, welfare, research and similar services requested by the people of the Merrill area. The United way (and the agencies which it serves) shall follow a policy of non-discrimination with respect to age, sex, race, religion and national origin in connection with the make-up of its governing body, committees, and staff and person whom it directly or indirectly services. The corporation shall be a non-profit organization with no capital stock.
3. Membership. Any person contributing to the Merrill Area United Way shall be a member of the Corporation for that year and as such entitled to vote at the next annual meeting
4. Annual Meeting: The annual meeting of the Corporation shall be held in the first quarter of the calendar year at a time and place determined and advertised by the Board of Directors. The purpose of the annual meeting shall be to hear the annual reports to the officers and the Board of Directors, elect members to fill vacancies on the Board of Directors, amend the By-Laws, and transact other business which shall come before the meeting. A quorum for the annual meeting shall consist of at least ten members of the Corporation.
5. Officers: Officers of the Corporation shall be the officers of the Board of Directors

ARTICLE II

Board of Directors

1. Responsibilities: The affairs of this corporation shall be managed by the Board of Directors.
2. Composition: The Board of Directors shall consist of no fewer than 15 nor more than 25 members. Members shall be elected at the annual meeting of the Corporation, usually for a three (3) year term, with approximately one-third (1/3) of the terms expiring each year. Directors shall represent a range of geographic, economic, cultural and other interests of the Merrill area community. Directors shall have a willingness to *actively participate and serve*, including a *serious* commitment of attendance at Board of Director meetings. Directors are also expected to attend meetings of any committee(s) on which they serve. The Executive Board will annually review board member participation and recommend changes accordingly. The Board of Directors may not fill any vacancy occurring on the Board of Directors until the next annual meeting.

3. Officers:

(a) Number and Title. The officers of the Board of Directors, who shall also be the officers of the Corporation, shall be the president, first vice-president, second vice-president, the secretary, and the treasurer.

(b) Election, term, vacancies. Officers shall be elected by members of the Board of Directors at the organizational Board meeting immediately following the annual meeting. They shall hold office for one year, or until their successors are elected. The president shall fill any vacancy among the officers by appointing a director thereto, with the advice and consent of the Board of Directors.

(c) Duties.

President. The President shall be the principal officer of the Corporation and shall preside at all meetings of the corporation, the Board of Directors and the Executive Committee. The president shall appoint all members of the committee unless otherwise directed and shall be an ex-officio member of the board committees. The president may call special meetings of the Board of Directors whenever deemed necessary. The president shall perform such other duties as are prescribed elsewhere in these By-Laws and are usual to this office.

First Vice President. The first vice president shall perform the duties of the president in the event of the president's absence or disability. The first vice president shall serve as the Campaign Chairperson during his/her term of office and will usually be considered president-elect for the coming year.

Second Vice President. The second vice president shall serve as the Campaign Co-Chairperson during his/her term of office.

Secretary. The secretary shall keep the minutes and records of the Corporation and Board of Directors and shall perform such other duties as are usual to this office.

Treasurer. The treasurer shall work with the Executive Director in the following areas: the receipt and custody of all moneys of the Corporation and for the disbursement thereof as authorized by the Board of Directors; seeing that accurate accounts are kept of moneys received and paid out; executing contracts and other instruments authorized by the Board of Directors and/or the Executive Committee; preparing and issuing financial statements and reports; and shall perform such other duties as are usual to the office.

4. Meetings. The Board of Directors shall hold regular meetings at such time and place as the Board may direct. One of these meetings shall be held immediately following the annual meeting of the corporation and shall be the organization meeting of the Board. Special meetings of the Board of Directors may be called at any time by the president or shall be called upon the written request of five (5) members of the Board. Business transacted at special meetings shall be confined to the subjects stated in the call and any related matters. Ten members of the Board may be present in person to constitute a quorum for the transaction of business at any meeting.

5. Board Committees: The Board of Directors shall establish such standing and special committees as it deems necessary. The Board of Directors shall establish the functions of these committees which shall operate under the general supervision of the Board. The committee chairpersons shall be appointed at the organizational Board meeting immediately following the annual meeting of the Corporation, by the president, subject to the approval of the Board of Directors, for a term of one (1) year or until their successors are appointed. A majority of any Board committee present in person shall constitute a quorum. Permanent standing committees of the Board shall be:

- a) Nominating Committee: The Nominating committee shall prepare a single slate of nominations for vacancies on the Board of Directors and present it at the annual meeting of the corporation. A single slate of officers shall be prepared and presented by the Nominating Committee at the organizational meeting of the Board of Directors immediately following the annual meeting of the Corporation. Nominations may be made from the floor provided that eligibility of the individuals so nominated has been established and their consent secured.
- b) Allocations Committee: Based on the budget set by the Executive Committee, the duties of the committee shall be to consider and make recommendations in regard to all matters pertaining to: the admission of agency members; the study of budgets and reports of all participating organizations. All acts of the Allocations Committee shall be subject to the approval of the Board of Directors.
- c) Campaign Committee. The Campaign Committee shall consist of the First Vice President, Second Vice President, and members-at-large. The committee shall perform all planning activities related to the annual fund-raising campaign.
- d) Executive Committee. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, Allocations Committee Chairperson, Nominating Committee Chairperson and two (2) members-at-large. This committee provides management flexibility and allows business decision of the Corporation to be made between Board of Director meetings. The Executive Committee is authorized to exercise all powers on behalf of the Board of Directors excepting the power to fill Board vacancies, approve budgets, amended Articles of Incorporation and these Bylaws, or other actions prohibited by Law. The Executive Committee has the following specific duties:
 - i) Set a proposed total operating budget, including administrative expenses and campaign goal.
 - ii) Review performance, salary, and position description of the Executive Director annually.
 - iii) Maintain minutes of its proceedings and report actions taken to the Board of Directors.
 - iv) Act upon request for and disperse approved moneys from the Community Services Fund.
 - v) Disperse money for special grants and bequests.
 - vi) Solicit appropriate audit examination of financial records of Corporation annually.
 - vii) Develop operating policies for Board of Directors approval.
 - viii) Annually review board member participation and recommend changes accordingly.

ARTICLE III

Member Agencies

Agency Requirements: All member agencies of the Merrill Area United Way shall be required to sign an agreement annually with the Merrill Area United Way stating the conditions of membership and to submit annually all data set forth in said agreement to the Allocations Committee for review and consideration. The Allocations Committee shall, after proper investigation, report its recommendations for final action to the Board of Directors.

ARTICLE IV

Executive Director

The Executive Director conducts the day-to-day operations of the Corporation under the direction of the Board of Directors and Executive Committee. Non-inclusive duties:

- 1) Serve as ex-officio member of all committees
- 2) Provide direction to the Board of Directors and committees to ensure actions that are consistent with Merrill Area United Way's mission and goals.
- 3) Issue notices of all meetings of the corporation, Board of Directors, Executive Committee and standing committees.
- 4) Record minutes and maintain records of the Executive Committee.
- 5) Maintain communication with funded agencies
- 6) Promote the United Way throughout the Merrill area.
- 7) Administer the FEMA/EFSP fund distribution process in Lincoln County and serve as the local board chairperson.
- 8) Perform accounting and record keeping duties and maintain updated files in the office.

ARTICLE V

Finance

- 1) Fiscal year: The fiscal year of the Corporation shall be from January 1 to December 31.
- 2) Contributions: Any contributions, bequests and gifts for the purpose of the Corporation shall be accepted or collected as authorized by the Board of Directors.
- 3) Depositories: All funds of the Corporation shall be deposited to the credit of the Corporation under such conditions and in such banks as shall be designated by the Board of Directors or Executive Committee.
- 4) Approved Signatures: All checks and orders for the payment of money shall bear the signature of the executive director, treasurer or president if under \$500. Checks over \$500 shall require two signatures which can be a two-party combination of signatures of the treasurer, president or executive director. However, all employee paychecks must be signed by the treasurer or president. Access to securities over \$50 of the Corporation shall be done by two persons, namely the treasurer or the treasurer's nominee and the president or the president's nominee, such nominees having been approved by the Board of Directors. The president, the treasurer and the executive director shall execute, in the name of the Corporation, all contracts or other instruments authorized generally or specifically by the Board of Directors or the Executive Committee.

- 5) Budget: The annual budget of estimated income and expenditures shall be approved by the Board of Directors. No expenses shall be incurred in excess of budgetary appropriations without prior approval of the Board of Directors or Executive Committee.
- 6) Contracts and debts: contracts may be entered into and debts incurred only as directed by resolution of the Board of Directors or the Executive Committee.
- 7) Audits: A certified public accountant or other independent public accountant shall be retained by the Board of Directors or Executive Committee to make an annual examination of the financial records of the corporation. A report of this examination will be submitted to the Board of Directors and to the State of Wisconsin.
- 8) Financial reports: A summary report of the financial operation of the Corporation shall be made at the annual meeting and to the public in such form as the Board of Directors or Executive Committee shall prescribe.

ARTICLE VI

Parliamentary Authority

Robert's Rules of Order, Revised, shall be the parliamentary authority governing the meetings of the Corporation, Board of Directors and all committees.

ARTICLE VII

Amendments

These By-Laws may be amended by a two-thirds (2/3) vote of those present and voting at the annual meeting of the Corporation.

Reviewed 10.6.2025 by Policy Committee
Approved 10.23.2025 by Executive Committee
Approved 12.8.2025 by Board of Directors