

# **UNITED WAY OF THE GREATER LEHIGH VALLEY**

## **AMENDED AND RESTATED BYLAWS**

### **ARTICLE I**

#### **OFFICES**

1. The registered office may be, but need not be, identical with the principal office in the Commonwealth of Pennsylvania, and the address of the registered office may be changed from time to time by the Board of Directors.
2. The Corporation may also have offices at such other places both within and without the Commonwealth of Pennsylvania as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

### **ARTICLE II**

#### **NOT-FOR-PROFIT CORPORATION**

1. The Corporation is a not-for-profit corporation as defined in the Pennsylvania Nonprofit Corporation Law of 1988.

### **ARTICLE III**

#### **PURPOSES**

1. The purposes for which this Corporation is formed are:
  - (a) To assess, on a continuing basis, the need for health and human services; to address such health and human service needs as are identified by whatever means feasible, including but not limited to assisting in the development of new or the expansion or modification of existing health and human service programs; promoting preventive activities; and fostering cooperation among local, state, and national agencies serving the community.
  - (b) To develop as fully as possible the financial resources, both governmental and voluntary, required to meet the health and human service needs of the community and to minimize the number of appeals for financial support for health and human services.
  - (c) To deploy the Corporation's financial support so as to optimize the resources available for services directed to the most urgent health and human services needs of the community.
  - (d) To develop community support and commitment for the entire United Way enterprise through a systematic communications program.

**GIVE. ADVOCATE. VOLUNTEER.**

**United Way of the  
Greater Lehigh Valley**

UnitedWayGLV.org



(e) To manage the Corporation's operations effectively, and to offer assistance to health and human services agencies wishing to improve their managerial capability.

(f) To receive by gift, grant, devise, bequest, or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.

(g) To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions which the Corporation may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.

2. Nothing herein shall authorize this Corporation, directly or indirectly, to engage in or include among its purposes any activities not mentioned in 15 PA.C.S.A. Sec. 5301.

3. No material portion of the activities of this Corporation shall be for the purpose of carrying on propaganda or otherwise attempting to influence legislation. None of the activities of this Corporation shall consist of participating in or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4. No part of the net earnings of this Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocable dedicated to charitable purposes and upon liquidation, dissolution, or abandonment by the Corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. Sections 501 (c) (3) and 509 (a) (1), (2) or (3), as amended.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

1. The business affairs of this Corporation shall be managed by a Board of no fewer than 17 nor more than 31 Directors, all of whom shall be volunteers. Each Director shall be at least 18 years of age and at least one Director shall be a citizen of the United States and a resident of the Commonwealth of Pennsylvania.

2. The Directors shall be elected for staggered three-year terms. Ex-officio members of the Board with voting privileges shall consist of (a) the immediate past Chairperson of the Board of United Way of the Greater Lehigh Valley and (b) a resident of the local community from which a United Way organization has been recently merged into the Corporation. No board member may serve more than two consecutive three-year terms (six years) except after an absence from the Board of Directors of one year, except the term of ex-officio members may exceed the six-year limit. If named to the Executive Committee, that Board member is eligible to serve up to three (3) additional three-year terms.

3. Any Director may resign at any time by giving written notice to the Board. Such resignation, which may or may not be made contingent upon formal acceptance, takes effect on the date of receipt or at any later time specified in the written notice.

4. Any Director may be removed from office without assigning any cause by the majority vote of those Directors present at any meeting of the Directors and otherwise as expressly authorized by 15 PA.C.S.A Sec. 5726. In the case where one or more Directors are so removed, new Directors may be elected at the same meeting.

5. In addition to the powers and authorities expressly conferred upon them by these Bylaws, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts and things by statute or by the Articles.

6. Except as provided for in Paragraph 4 above, vacancies in the Board of Directors shall be filled by majority vote of the remaining Directors though less than a quorum, and each Director elected shall serve for the unexpired term of the vacancy being filled. The Board Recruitment Committee may nominate Directors for terms shorter than three years in order to approximate the continued rotation of Directors so that one-third of their terms expires each year.

## **ARTICLE V**

### **MEETINGS OF THE BOARD OF DIRECTORS**

1. The annual meeting of the Board of Directors shall be held no later than July 30 of each year.
2. Regularly scheduled meetings of the Board of Directors of this Corporation shall be held at least four (4) times annually. Regularly scheduled meetings shall be held on the call of the Chairperson of the Board or, if the Chairperson is absent, unable, or refuses to call a meeting, by any five (5) Directors. Notice of any regular meeting of the Directors stating the time when and place where it is to be held shall be served personally or by mail, postage prepaid or electronic, upon each Director not less than five (5) days before the meeting.
3. A special meeting of the Board of Directors may be called by the Chairperson of the Board or, if the Chairperson is absent, unable, or refuses to call a meeting, upon the written request of any five (5) Directors. Notice of a special meeting of Directors stating the time when and the place where it is to be held and the specific purpose shall be served personally or by mail, postage prepaid or electronic, or orally upon each Director not less than twenty-four (24) hours before the meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
4. A majority of the members of the Board shall constitute a quorum, and any action by the majority of those present at a meeting at which a quorum is present shall be the action of the Board of Directors.
5. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if, prior or subsequent to the action, a consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and filed with the Secretary of the Corporation.
6. Members of the Board may participate in a special meeting of the Board by means of a conference telephone or other electronic means by which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at the meeting.

## **ARTICLE VI**

### **OFFICERS**

1. The officers of the Corporation shall be the Chairperson of the Board (Chief Volunteer Officer); Chair-elect; Immediate past chairperson; Vice Chair, Opportunity Investment Fund; Vice Chair, Impact Council; Vice Chair, Resource Development; Vice Chair, Marketing and Communications; Vice Chair, Public Policy and Advocacy; Vice Chair, Finance and Administration/Treasurer; Counsel; President, Executive Vice President, and Secretary. A slate of officers will be proposed by the board recruitment committee. Officers shall be elected by the Board of Directors at their annual meeting.

2. Each officer will serve for a term of two (2) years, and may be re-elected, or until a successor is elected. Vacancies occurring during the year shall be filled by the Board of Directors for the unexpired terms.
3. The duties of the officers will be those normally ascribed to the respective offices and such additional duties as may be assigned by the Chairperson of the Board.
4. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

## **ARTICLE VIII**

### **NOTICES**

1. Whenever, under the provisions of the statutes or the certificate of incorporation or of these Bylaws, notice is required to be given to any director, it shall not be construed to mean personal notice, but such notice may be given in writing, by mail, addressed to such director, at his address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Notice to directors may also be given by fax or e-mail.
2. Whenever any notice is required to be given under the provisions of the statutes or of the certificate of incorporation or of these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

## **ARTICLE IX**

### **COMMITTEES**

1. The standing committees of the Board of Directors shall be Board Recruitment, Audit, and Executive.

(a) **BOARD RECRUITMENT COMMITTEE.**

The Board Recruitment Committee shall consist of at least nine and not more than thirteen members, at least 1/2 of whom shall not be members of the Board and at least 1/3 of whom shall be members of the Board. The membership shall consist of two classes of up to six or seven each, members of each class to hold terms for two years, with the terms of the classes expiring in alternate years.

The Chairperson of the Board Recruitment Committee shall be appointed by the Chairperson of the Board, with the approval of the Board, for a term of one year. A vacancy in the chairmanship shall be filled by the Chairperson of the Board, with the approval of the Board, for the remainder of the unexpired term.

Members of the Board Recruitment Committee shall be appointed by the Chairperson of the Recruitment Committee and approved by the Executive Committee and shall hold office for the term for which elected. The Chairperson of the Board, with the Board's approval, may fill interim vacancies in the membership of the Board Recruitment Committee until the next annual meeting of the Directors.

The Board Recruitment Committee shall be responsible: 1) to the Board of Directors for a proposed slate of officers which shall be submitted to the annual meeting of the Board of Directors; 3) to the Board of Directors for a proposed slate of Executive Committee members (Officers of the Board of Directors and At-Large Board members). Further, the Board Recruitment Committee shall assist chairs of other committees of the Board in an ongoing search for and identification and recruitment of candidates for appointment to the various committees.

(b) **AUDIT COMMITTEE.**

The Audit Committee shall consist of at least five (5) persons of which two (2) shall be members of the Board and at least two (2) shall be non-members of the Board, as selected by the Audit Committee chairperson approved by the Board.

The Audit Committee shall be responsible to advise the Board of Directors of the Corporation in connection with the Board's responsibilities relating to the Corporation's accounting and financial reporting processes, the audit of financial statements, the adequacy of internal control over financial reporting, the integrity of the Corporation's financial statements and the Corporation's compliance with legal and regulatory requirements.

(c) **EXECUTIVE COMMITTEE:**

The Executive Committee shall consist of the volunteer officers of the Board of Directors herein, Legal Counsel to the Corporation, and such other members of the Board of Directors as may be elected by the Board of Directors, and shall serve until successors are duly elected.

The Executive Committee may be convened by the Chairperson of the Board of Directors on the Chairperson's initiative or upon request of any officer of the Board, to provide advice and counsel concerning any matter of organization business. The Executive Committee shall possess and exercise all the powers of the Board of Directors between meetings of the Board on matters requiring immediate Board action and subject to such regulations and instructions as may from time to time be made or given to it by the Board of Directors. Any action taken will be reported to the board as an information item at the next regularly scheduled meeting.

Standing Committees of the Executive Committee shall be: Opportunity Investment Fund, Impact Council, Marketing and Communications, Resource Development, Public Policy and Advocacy, and Finance and Administration.

Each Standing Committee of the Executive Committee shall include at least two (2) members of the Board of Directors; who shall be appointed by the Executive Committee, one who shall act as Chairperson and the other who shall act as Alternate Chairperson. The Alternate Chairperson shall have the ability to attend the Executive Committee meetings and such other events as would normally be attended by the Chairperson in said Chairperson's absence.

Members of the Committee shall be appointed by the Chairperson of the Committee.

(i) **Opportunity Investment Fund Committee.** The Opportunity Investment Fund Committee shall be responsible for implementing the annual distribution policy adopted by the Corporation to be added to the subsequent year's annual operating budget. Additional distributions may be made at any time with Board approval for any Board defined strategic purpose.

(ii) **Impact Council Committee.** The Impact Council Committee shall be responsible for the direct oversight and investment of resources under management to achieve the impact goals of the Corporation. This includes but is not limited to developing and monitoring investment strategies for undesignated funds, developing performance criteria and strategy for all investments, and assessing progress against the organizations impact goals.

(iii) **Marketing and Communications Committee.** The Marketing and Communications Committee shall be responsible for increasing community awareness regarding the Corporation and

ensuring that the image and brand of the Corporation are carried out to their full potential to increase resources under management and achieve the impact goals of the Corporation.

(iv) **Resource Development Committee.** The Resource Development Committee shall be responsible for securing the financial resources necessary to implement the goals of the Corporation. This includes but is not limited to annual workplace campaigns, grant development, major gifts, sponsorships, planned giving and endowment.

(v) **Public Policy and Advocacy Committee.** The Public Policy and Advocacy Committee shall be responsible for reviewing and making recommendations on behalf of the Corporation on key public policy and advocacy issues at the local, state, and national levels, and monitoring key issues that affect the impact goals of the Corporation.

(vi) **Finance and Administration Committee.** The Finance and Administrative Committee shall consist of a Chairperson/Treasurer, and such other members as the Chairperson of the Committee may appoint, with approval of the Executive Committee, and shall serve until successors are duly appointed. Counsel shall be consulted as determined from time to time by the Finance and Administrative Committee.

The Finance and Administrative Committee shall be responsible for the operating and capital budgets, facilities management, risk management, information services, all personnel policy matters, and financial matters of the organization and such other business affairs as may be referred to the committee by the Chairperson of the Board, or by action of the Board of Directors.

2. The Board may create other continuing or ad hoc committees with such term and purpose as it determines. The Chairperson of the Board shall appoint a chair and members to such committees, subject to confirmation by the Board of Directors.

## **ARTICLE X**

### **STAFF**

1. The Board of Directors shall appoint and employ a President/Chief Professional Officer upon terms and conditions of employment the Board of Directors deems proper. The President shall be responsible to the Corporation as the Chief Professional Officer and shall be charged with the direction of its activities, subject to oversight of the Chairperson of the Board of Directors.

2. The President shall be responsible for management of all paid staff of the Corporation, subject to such delegation as he/she may choose to exercise through other employees. The President shall have the authority to employ or discharge any other paid personnel of the Corporation. All compensation and other terms and conditions of employment, however, shall be within policies and guidelines set by the Board of Directors, or its duly authorized committees.

## **ARTICLE XI**

### **FISCAL**

1. The fiscal year shall be July 1 through June 30.

2. All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be authorized by budget or allocation resolutions of the Board

of Directors and shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the Board of Directors.

3. The Board of Directors shall require the Treasurer, and may in its discretion require other officers or employees of the Corporation, to give a surety bond for the faithful performance of their duties, in such form and in such amount, and by such surety company as the Board of Directors may determine. All such bonds shall be for the benefit of, and payable to, the Corporation, and the premiums therefore shall be paid by the Corporation.

4. Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the directors or officers of the Corporation.

## **ARTICLE XII**

### ***ANNUAL STATEMENT***

1. The Board shall present at its annual meeting, a full and clear statement of the business and condition of the Corporation.

## **ARTICLE XIII**

### ***NON-DISCRIMINATION***

1. The officers, directors, committee members, and employees of the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, disability, race, religion, national origin, and sexual orientation.

## **ARTICLE XIV**

### ***CONFLICTS***

1. No paid employee of the Corporation, no spouse, child or parent of a paid employee of the Corporation, and no employee or spouse, child or parent of the Chief Professional Officer of any organization funded by the Corporation (except an organization funded exclusively by non-discretionary, donor-designated contribution) is eligible to be a director of the Corporation or to be a member of any committee which makes funds distribution decisions or recommendations.

2. The Board may adopt additional policies regarding conflicts of interest, as it deems appropriate.

## **ARTICLE XV**

### ***SEAL***

1. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal, Pennsylvania". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced, or otherwise.

## **ARTICLE XVI**

### **LIABILITY OF DIRECTORS**

1. No person who is or was a director of this Corporation shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a director, unless:

(a) The director has breached or failed to perform the duties of the office as set forth in Section 8363 of the Pennsylvania Directors' Liability Act (42 Pa.C.S. Subsection 8363);

(b) The breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. This provision of the Bylaws shall not apply to:

- 1) The responsibility or liability of a director pursuant to any criminal statute; or
- 2) The liability of a director for the payment of taxes pursuant to local, state, or federal law.

If Pennsylvania law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Pennsylvania law.

## **ARTICLE XVII**

### **INDEMNIFICATION**

1. The Corporation shall indemnify any person who was or is a party (other than a party plaintiff suing on his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a trustee, partner, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise (such person being herein called an "Indemnified Person"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding (herein called collectively the "indemnified Liabilities"), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness.

In addition, the Corporation shall indemnify any Indemnified Person against the indemnified Liabilities to the full extent otherwise authorized by Pennsylvania Law, including without limitation, the indemnification permitted by the Nonprofit Corporation Law of 1988.

2. Expenses incurred by an Indemnified Person in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized in the manner provided in this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article XVIII.

3. (a) Any indemnification under a subparagraph numbered 1 of this Article XVIII (unless ordered by a court) shall be made by the Corporation unless a determination is reasonably and promptly made that indemnification of the Indemnified Person is not proper in the circumstances because the person has not satisfied the terms set forth in subparagraph 1.



(b) Expenses shall be advanced by the Corporation to an Indemnified Person upon a determination that the individual is an Indemnified Person as defined in subparagraph 1 of this Article XVIII and has satisfied the terms set forth in subparagraph 2 of this Article XVIII.

(c) All determinations under this subparagraph 3 shall be made:

- 1) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or
- 2) If such a quorum is not obtainable, or, even if obtainable, if a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, or disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

5. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, partner, director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article XVIII.

## **ARTICLE XIII**

### **BOOKS AND RECORDS**

1. The Corporation shall keep appropriate, complete, and accurate books or records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth, or at its principal place of business wherever situated.

2. Every Director shall, upon written demand under oath stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours for business for any proper purpose, books and records of account, and records of the proceedings of the Directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a Director. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under oath shall be accompanied by a power of attorney, or such other writing which authorizes the attorney or other agent to so act on behalf of the Director. The demand under oath shall be directed to the Corporation at its registered office in this State or at its principal place of business wherever situated.

## **ARTICLE IX**

### **AMENDMENTS**

1. The Board of Directors shall have power to make, alter, amend, or repeal the Bylaws of the Corporation by a two-thirds vote of the Directors present at any regular or special meeting thereof, at which a quorum is present, where notice of such proposed action has been announced in the notice of the meeting.

2. Any amendments, alterations, changes, additions, or deletions from these Bylaws shall be consistent with the laws of this State which define, limit, or regulate the powers of this Corporation or the directors of this Corporation.

Approved by the Board of Directors 04/24/2002

Amendments approved by Board of Directors 12/15/2004

Amendment to Fiscal Year approved by Board of Directors 09/17/2008

Amendments approved by Board of Directors 1/19/2016

Amendment approved by Board of Directors 9/20/2016