

*As adopted 5/21/10, effective 7/1/10*

**BYLAWS OF  
NORTH SHORE UNITED WAY**

**ARTICLE I**

**Title, Operating Area and Not-For-Profit Status**

The corporation shall be named North Shore United Way (hereinafter "NSUW"). The primary geographic operating area of NSUW shall be the Illinois communities of Bannockburn, Deerfield, Evanston, Glencoe, Glenview, Golf, Highland Park, Highwood, Kenilworth, Lake Forest, Lake Bluff, Northbrook, Northfield, Riverwoods, Wilmette, Winnetka and contiguous unincorporated areas. NSUW is the product of the merger of North Suburban United Way and United Way of the North Shore, which served those communities prior to the merger and each of which was the product of mergers of other United Ways existing and operating in the aforementioned communities (hereinafter collectively with North Suburban and United Way of the North Shore, "Predecessor United Ways"). NSUW shall be incorporated as a not-for-profit corporation under the provisions of the General Not-For-Profit Corporation Act of the State of Illinois.

**ARTICLE II**

**General**

**Section 2-1 Purposes and Affiliations**

The purposes of the Corporation are as stated in its certificate of incorporation. The Corporation is a member of United Way of Metropolitan Chicago (hereinafter "UWMC") provided that it complies with applicable membership requirements. The Corporation is also a member of United Way Worldwide (hereinafter "UWW") and will comply with applicable UWW membership eligibility criteria. The Corporation has such powers as are consistent with such membership and are permitted by the General Not-for-Profit Corporation Act of the State of Illinois.

**Section 2-2 Use of Receipts, Legislative Activities, Dissolution**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to

influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **Section 2-3 Fiscal Year**

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

### **Section 2-4 Non-Discrimination**

The officers, directors, committee members, employees, and the persons to be served by the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin.

### **Section 2-5 Prohibited Activities**

Nothing herein shall authorize NSUW, directly or indirectly, to engage in or include among its purposes, any activities prohibited by the General Not-For-Profit Corporation Act of the State of Illinois.

## **ARTICLE III**

### **Offices**

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board of Directors (hereinafter "Board") may determine.

## **ARTICLE IV**

### **Members**

The Corporation shall not have any members.

## **ARTICLE V**

### **Board of Directors**

#### **Section 5-1 General Powers**

The affairs of the Corporation shall be managed by its Board or under the Board's direction. Individual directors on the Board of Directors shall be referred to as "Directors."

#### **Section 5-2 Number, Tenure and Qualifications**

The Board shall consist of a minimum number of twelve (12) and a maximum number of thirty (30) Directors. For the fiscal year beginning July 1, 2010, the Board shall consist of the persons who were Directors of the Predecessor United Ways as of June 30, 2010 and such other persons as those Directors shall elect as additional Directors. All other vacancies shall be filled as provided in Section 5-9. The terms of all Directors shall be staggered so that one-third of the Board shall be elected for a full three-year term each year. No Director shall be eligible for re-election to the Board after having served two consecutive terms and must be absent from the Board for at least one (1) year before becoming eligible to serve again. The Board shall sufficiently represent the communities served by NSUW.

#### **Section 5-3 Annual and Regular Meetings**

An annual meeting shall be held before the end of the Corporation's fiscal year. The purpose of the annual meeting shall be the election of Officers and Directors for the next fiscal year and transacting other such business as may come before the meeting. The Board may provide by resolution the time and place for the holding of regular meetings. The Board shall meet at least six (6) times a year.

#### **Section 5-4 Special Meetings**

Special meetings of the Board may be called by the President or upon the written request of twenty-five percent (25%) of the Directors, notice of which shall be sent to the Chief Professional Officer, the Secretary and the President.

#### **Section 5-5 Notice of Meetings**

Notice of any meeting shall be delivered or sent by or at the direction of the Secretary to each Director at the address as shown on the records of the Corporation, at least five days before the day on which the meeting is to be held, provided that notice of any special meeting of the Board called for the purpose of removing a Director shall be delivered at least twenty (20) days prior to the meeting.

Notice may be waived by a Director, either before or after the meeting. Attendance at any meeting, except for the express purpose of objecting to the transaction of business at the meeting because it is unlawfully called or convened, shall constitute a waiver of required notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, except that a copy of any proposed amendments to these bylaws must be included.

## **Section 5-6 Quorum**

A majority of the persons constituting the Board shall be a quorum for the transaction of business; provided, however, that if less than a majority of the Directors is present, a majority of the Directors present may adjourn the meeting and the Secretary shall give notice to the absent Directors of the time and place of the adjourned session of the meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, except where otherwise provided by law or by these Bylaws. No voting by proxy shall be allowed.

## **Section 5-7 Telephonic and Consent Voting**

Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Resolutions may also be passed by written consent of a majority of the members of the Board without a meeting.

## **Section 5-8 Conflict of Interest**

Each Director and Officer shall disclose to the Corporation in writing any personal interest which such Director or Officer or a member of his or her immediate family may have in any matter pending before the Board or the Executive Committee or in which the Corporation may have an interest and shall refrain from participating in any decision in such matter. Directors and officers of an agency funded by the Corporation may serve as board members of the Corporation but are prohibited from participating in any decision pertaining to matters related to that agency and are further prohibited from participating in any decisions pertaining to matters related to the allocation of funds to any and all agencies. Board members shall sign and comply with the conflict of interest policies established by UWW and UWMC.

## **Section 5-9 Vacancies**

Any vacancy occurring in the Board shall be filled by the Board through election of a Director to fill such vacancy for the unexpired term.

## **Section 5-10 Resignation and Removal**

Any Director may resign at any time by giving a written notice to the President of the Corporation. Directors will be expected to faithfully attend all meetings of the Board of Directors. Any Director who is absent from three (3) consecutive meetings of the Board or five (5) meetings within a year without excuse will be automatically dropped from the Board of Directors, and a vacancy will be declared for the unexpired term of said Director's position. Provided that at least five (5) days written notice of the proposed action shall have been given to the Director, any Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors present at any annual, regular or special meeting, provided that quorum is present and if it shall appear that such Director has been and will be unable to act as such Director or is otherwise disqualified.

### **Section 5-11 Operational Support**

In cooperation with UWMC, the Board of Directors shall see to the hiring and maintenance of appropriate levels of paid staff personnel and availability of other support systems to properly support the activities of the Board and its committees.

### **Section 5-12 Compensation**

Except as may be specifically provided by resolution of the Board or as otherwise provided in these Bylaws, no Director or Officer shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Corporation or other party as a result of such Director's or Officer's position or affiliation with the Corporation. However, they may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

## **ARTICLE VI**

### **Committees of the Board of Directors**

#### **Section 6-1 Standing Committees**

Standing committees of the Board of Directors shall include the Executive Committee, the Board Development Committee, the Resource Development Committee, the Community Impact and Allocations Committee, the Community Awareness Committee, and the Finance Committee (hereinafter, "Standing Committees"). The Board may from time to time establish other committees necessary to carry out the purposes of NSUW. Except as provided in these Bylaws, the President, with the approval of the Executive Committee, shall appoint the chair of each committee. All committees shall work in cooperation with the Chief Professional Officer and other professional staff of NSUW and in accordance with the policies and practices of UWMC. The committees shall sufficiently represent the communities served by NSUW. Each committee may form such subcommittees or other groups as are necessary or desirable.

#### **Section 6-2 Executive Committee**

The Executive Committee shall consist of the Officers of NSUW. The Committee shall conduct the affairs of the Board of Directors between meetings of the Board as permitted by law.

#### **Section 6-3 Board Development Committee**

The Board Development Committee shall consist of the Board Development Vice President and such other members as are selected by the Executive Committee. Prior to the Annual Meeting, the Committee shall submit a slate of candidates for Officers and new Directors for election to the Board. The Committee shall have responsibility for recruiting and orientation of new Directors for the Board and, in cooperation with the committee chairs, other community volunteers to staff the Standing

Committees and any other committee established by the Board. The Committee shall act to ensure that the Board and its committees sufficiently represent the communities served by NSUW.

#### **Section 6-4 Resource Development Committee**

The Resource Development Committee shall consist of the Resource Development Vice President as its chair and such other members as are selected by the Vice President and the Board Development Committee. The Committee shall have responsibility for conducting and supervising all resource development activities of NSUW, including without limitation the annual campaign and other fundraising efforts of NSUW.

#### **Section 6-5 Community Impact and Allocations Committee**

The Community Impact and Allocations Committee shall consist of the Community Impact and Allocations Vice President as its chair and such other members as are selected by the Vice President and the Board Development Committee. The Committee shall have responsibility for conducting and supervising all study and assessment of the human services needs of the communities served by NSUW, making recommendations to the Board concerning allocations of funds to service providers based on those assessments, and evaluating the providers' performance.

#### **Section 6-6 Community Awareness Committee**

The Community Awareness Committee shall consist of the Community Awareness Vice President as its chair and such other members as are selected by the Vice President and the Board Development Committee. The Committee shall have responsibility for the community awareness efforts of NSUW, including its public relations function and promoting its image in the local community.

#### **Section 6-7 Finance Committee**

The Finance Committee shall consist of the Treasurer as its chair and such other members as are selected by the Board Development Committee. The Committee shall oversee the financial affairs of NSUW, including, without limitation, the timely distribution of financial information and interaction with outside auditors on behalf of NSUW. The Committee or such subcommittees as it may establish for such specific purpose shall also oversee all endowment or other community specific accounts held on behalf of NSUW or Predecessor United Ways in accordance with any written understandings or agreements concerning such accounts.

## **ARTICLE VII**

### **Officers**

#### **Section 7-1 Officers**

The officers of the corporation shall be a President, five Vice Presidents, a Treasurer, a Secretary and such other officers as may be elected to other offices created by the Board.

### **Section 7-2 Election and Terms of Office**

The President, Vice Presidents, Treasurer and Secretary shall be elected and take office at the Annual Meeting for terms of one (1) year. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

### **Section 7-3 Vacancies**

A vacancy in any office may be filled by the Board of Directors at any regular meeting of the Board for the unexpired portion of the term.

### **Section 7-4 President**

The President as principal officer shall manage the business and affairs of the Corporation subject to the policies and direction of the Board. The President shall serve at the pleasure of the Board and shall be accountable to the Board. The President shall preside at all meetings of the Board and the Executive Committee; shall be an ex officio member of all committees; shall with the consent and approval of the Executive Committee appoint members to any committees not otherwise provided; and may execute with the Secretary or any officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has approved.

### **Section 7-5 Vice Presidents**

The Board shall elect five Vice Presidents: (1) an Executive Vice President; (2) a Board Development Vice President; (3) a Resource Development Vice President; (4) a Community Impact and Allocations Vice President and (5) a Community Awareness Vice President. The Executive Vice President shall, in the normal course of events, succeed the President at the expiration of the President's term of office. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice Presidents, in the order set forth in this section, shall perform the duties of the President.

### **Section 7-6 Secretary**

Minutes of the meeting of the Board of Directors of the corporation shall be kept by or under the supervision of the Secretary. The Secretary shall also perform such other duties as may be prescribed by the Board.

### **Section 7-7 Treasurer**

The Treasurer shall be the volunteer financial officer of the Corporation and shall perform such other duties as may be assigned by the Board.

### **Section 7-8 Chief Professional Officer**

In cooperation with UWMC, the Chief Professional Officer shall be employed by and serve at the discretion of the Board. The Chief Professional Officer shall be responsible for the operation, management and administration of the Corporation. The Chief Professional Officer shall be an ex officio

member of the Board without vote. The Chief Professional Officer shall be paid such salary as is approved by the Board and UWMC.

## **ARTICLE VIII**

### **Contracts, Loans, Checks, and Deposits**

#### **Section 8-1 Contracts**

The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

#### **Section 8-2 Loans**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

#### **Section 8-3 Checks, Drafts, Etc.**

All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board.

#### **Section 8-4 Deposits**

All funds of the Corporation not otherwise designated shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may approve.

## **ARTICLE IX**

### **Indemnification of Directors and Officers**

#### **Section 9-1 Indemnification**

The Corporation shall indemnify any and all of its present or former Directors, Officers, and employees, and Directors, Officers and employees of the Predecessor United Ways or any person who serves or may have served at its request or by its request as a Director, Officer, or employee of another Corporation or organization (herein referred to as an "Indemnitee" or "Indemnitees") against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been such Directors, Officers, or employees, except in relation to matters as to which any such Indemnitee shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of

such liability. Nothing in this section shall limit any greater indemnification of any Indemnitee that is allowed by law.

### **Section 9-2 Insurance**

The Corporation may purchase and maintain insurance on behalf of any and all Indemnitees against any liability incurred by them by reason of being or having been a present or former Director, Officer, or employee of the Corporation, or of the Predecessor United Ways or of another Corporation or organization, whether or not the Corporation would have the power to indemnify them against such liability or settlement under the provision of this article. Nothing in this section shall limit any greater insurance of any Indemnitee described herein that is allowed by law.

## **ARTICLE X**

### **Amendment to Bylaws**

Article II of these Bylaws may be amended only with the written concurrence of UWMC. All other provisions of these Bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board by the vote of a majority of those Directors voting at the meeting, provided that the intention to propose amendments or revisions is clearly stated in the notice of the meeting.