

**BYLAWS OF THE
SOUTH-SOUTHWEST SUBURBAN UNITED WAY****ARTICLE I****General****Section 1-1 Purposes and Affiliations**

The purposes of the Corporation are as stated in its certificate of incorporation. The Corporation shall be named *South-Southwest Suburban United Way* and represent the communities listed in Appendix A. The Corporation is a member of United Way of Metropolitan Chicago provided that it complies with applicable membership requirements. The Corporation will also apply annually forthwith upon adoption of these bylaws for membership with the United Way of America and comply with applicable UWA 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 1-2 Use of Receipts

No part of the receipts of the Corporation shall inure to the benefit of any private person except indirectly through benefits provided by its funded programs. Its property is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the Corporation, after providing for its debt and obligations, the remaining assets will not inure to the benefit of any private person but will be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) and section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws.

Section 1-3 Legislative Activities.

No substantial part of the activities of the Corporation shall be for the purpose of carrying propaganda, or otherwise attempting to influence legislation. None of its activities shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

Section 1-4 Fiscal Year

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

Section 1-5 Non-Discrimination

The officers, directors, committee members, employees, and the persons to be served by the Corporation shall be selected on a non-discriminatory basis without regard to his/her race, color, religion, sex, age, national origin, veteran's or military discharge status, disability, sexual orientation or marital status.

ARTICLE II

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 III

Members

The Corporation shall not have any members. Any action, whether by law or as stated in these Bylaws, which requires notice to, the presence of, or the vote, consent or other action by members of the corporation shall be satisfied by notice to, the presence of, or the vote, consent, or other action of the Board of Directors of the Corporation.

ARTICLE IV

Board of Directors

Section 4-1 General Powers

The affairs of the Corporation shall be managed by its Board of Directors or under the Board's direction.

Section 4-2 Number, Tenure and Qualifications

The number of Directors of the Corporation shall be not less than 18 and not more than 32. The Board shall be representative in the diversity of communities served and of the Corporation's donors. An annual meeting of the Board will be held. At each annual meeting, the Board of Directors shall elect directors to succeed those whose terms are then expiring, to hold office for a term of three years or until their successors are elected. No director shall be eligible for election to the Board after having served two consecutive full 3 year terms and must be absent from the Board for at least one (1) year before becoming eligible to serve again. No person who is a paid employee of the Corporation or of any agency receiving funds may be a Director of the Corporation.

Section 4-3 Annual and Regular Meetings

An annual meeting shall be held in May or June of each year unless by Board resolution another date is chosen. The purpose of the annual meeting shall be election of directors, officers 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 4-4 Special Meetings

Special meetings of the Board may be called by the President or CPO of the Corporation or shall be called upon the written or electronic request of any Board Officer or Committee Chair.

Section 4-5 Notice of Meetings

Notice of any meeting shall be delivered by or at the direction of the Secretary to each Director addressed to an address as shown on the records of the Corporation, at least five days before the day on which the meeting is to be held.

A Director may waive notice, 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.

Section 4-6 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 4-7 Telephonic Voting

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee 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. Such participation may occur if: (a) the President or the Chair of the particular committee notifies the Board or committee members at least three days in advance electronically or in writing that the meeting will be conducted by telephonic means, or (b) the President or the Chair of the particular committee receives a request for participation by telephonic means from any Board or committee member who otherwise would be absent. In either instance of (a) or (b) above, the participation shall be subject to the sole discretion of the President or the Chair of the particular committee. Participation by such means shall constitute presence in person at the meeting.

Section 4-8 Code of Ethics

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. Volunteers who serve as directors or officers of an agency funded by the corporation are prohibited from serving as an officer on the United Way Board of Directors or on the Budget and Allocations, Agency Evaluations and Reviews and Agency Sponsorship committees. Paid staff of a United Way funded agency are not eligible for board membership. United Way Board of Directors and professional staff will annually sign a Code of Ethics Statement disclosing all known conflicts or potential conflicts of interest.

Section 4-9 Vacancies

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

Section 4-10 Resignation and Removal

Any Director may resign at any time by giving a written notice to the President, Secretary or CPO of the Corporation. Directors will be expected to faithfully attend all meetings of the Board of Directors. Any Director, who is absent from two (2) consecutive meetings or three (3) meetings within a year of the Board 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 4-11 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 V

Officers

Section 5-1 Officers

The officers of the corporation shall be a President, President-elect, one or more Vice Presidents, a Treasurer, a Secretary and such other officers as may be elected by the Board. No person shall hold more than one office.

Section 5-2 Election and Terms of Office

The President, President-elect, Vice Presidents, Treasurer and Secretary shall be elected at the last meeting of the fiscal year and take office at the start of the new fiscal year in July for terms of two (2) years. If a Director is elected to a full term, but his or her Board membership is set to expire prior to the end of the Officer term the Officer's term will supercede the expiration of the Board membership. No elected officer may serve in the same office for more than four (4) consecutive years. Vacancies must be filled or new offices created and filled at any regular meeting of the Board of Directors.

Section 5-3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5-4 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 Board, appoint any committees not otherwise provided.

Section 5-5 President-Elect

The Board shall elect a President-elect. It shall be the duty of the President-elect to serve as a member of the Board of Directors and to perform such other duties as may be prescribed by the President or Board. In the absence of the President, or in the event of his or her inability or refusal to act, the President-elect shall perform the duties of the President. The Board shall elect one or more additional Vice Presidents to serve as directors of the various standing Board Committees, but who shall not have the same authority to act in the absence of the President as does the President-elect.

Section 5-6 Vice Presidents and Officers

The Board shall elect one or more Vice Presidents. In the absence of the President, or in the event of his or her inability or refusal to act, the President-elect shall perform the duties of the President. In the absence of the President-elect, or in the event of his or her inability or refusal to act, a Vice President or Officer, as designated or approved by the Board, shall perform the duties of the President.

Section 5-7 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 from time to time by the Board of Directors.

Section 5-8 Treasurer

The Treasurer shall provide to UWMC all information necessary to have its financial statements audited annually by the UWMC auditor in accordance with generally accepted auditing standards, be the volunteer financial officer of the Corporation, and shall perform such other duties as may be assigned by the Board.

Section 5-9 Chief Professional Officer

The Chief Professional Officer shall be hired through a collaborative effort of UWMC and the Board of Directors. The CPO reports to the Board of Directors and also to UWMC. The CPO shall be responsible for the operation, management and administration of the Corporation. The Executive Committee will review the CPO's performance on an annual basis as a group and provide input for performance rating prior to Board President and UWMC representative meeting with CPO. The CPO shall be an ex officio member of the Board without vote. UWMC will administer payroll and pay employer taxes according to the IRS and IL. Dept. of Revenue published schedules.

ARTICLE VI

Article 6 Intentionally Omitted.

ARTICLE VII

Committees

Section 7-1 Executive Committee

The Executive Committee shall consist of all the Officers of the Corporation and the chairs of the Standing Committees. The Executive Committee shall meet on call of the President or the President-elect. The Executive Committee shall exercise the powers of the Board of Directors between Board meetings in dealing with activities of the corporation, to the extent permitted by law. All such actions by the Executive Committee must be reported to the Board of Directors for appropriate action at the next meeting of the Board following such Executive Committee action.

Section 7-2 Standing Committees

The following are Standing Committees of the Board: Executive, Nominating and Development, Finance, Resource Development, Funds Distribution, Community Impact, Public Relations and Local Visibility. All committees, with the exception of the Executive Committee as prescribed in Section 7.1 shall act in an advisory capacity and may only make recommendations to the Board or its officers; they may not act on behalf of the Corporation or bind it to any action. The President, with the approval of the Board, shall appoint all members of the Standing Committees. One member of each Standing Committee who is also a Director shall be

appointed Chair by the President. Each Committee shall keep accurate minutes of its meetings and other proceedings.

- A. Nominating and Board Development Committee at least one month prior to the Annual Meeting shall submit a slate of candidates for election to the Board of Directors. The slate of candidates shall include both officers and new directors. The Committee shall also seek out prospective Board Members for future nominations, and shall nominate persons to vacancies that arise during the year. The Committee shall be responsible for the orientation of new Board members and ongoing education of all directors and officers as to the purposes of the organization and their responsibilities as members. The committee will be active year round.
- B. Finance Committee shall oversee the financial affairs of the Corporation. This includes but is not limited to preparing the Corporation's annual budget for Board approval, monitoring the financial state of the corporation throughout the year, recommending banking, investment or other financial services policies, and determining and recommending to the Board total funds available for allocations through the funds distribution process.
- C. Resource Development Committee shall provide planning, oversight, monitoring, direction and involvement in all local campaign areas. This shall include but not be limited to strategies, plans, timetables, techniques and costs.
- D. Funds Allocation Committee shall be responsible for reviewing the agencies' needs and budgets and making funding recommendations to the Board of Directors. The committee shall meet with each funded agency annually and shall also recommend any necessary fund distribution revisions during the year.
- E. Community Impact Committee shall review and make recommendations to the Board concerning and undertake activities regarding community needs and assessment, agencies and programs, impact initiatives, community outcomes and other matters relating thereto.
- F. Public Relations and Local Visibility Committee shall be responsible for planning and coordinating a general public relations campaign within the community-at-large to increase the Corporation's visibility and exposure and to maximize the Corporation's total fund raising and recruitment efforts.

The Board may also appoint one or more additional committees, consisting of two or more directors with such duties and responsibilities as the Board shall determine. Committee members need not be Board members, except as provided above.

ARTICLE VIII

Contracts, Loans, Checks, and Deposits

Section 8-1 Contracts

The Board, by resolution, 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 following UWMC cash management policies.

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 by resolution.

ARTICLE IX

Indemnification of Directors and Officers

Section 9-1 Indemnification

The Corporation shall indemnify any and all of its present or former employees, Directors, Officers or any person who may have served at its request or by its request as a Director, Officer, or employee of another Corporation 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 Directors, employees or a Director or Officer of the Corporation, or of such other Corporation, except in relation to matters as to which any such Director, Officer, or employee or former Director, Officer or employee or person 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 current or former Director, Officer, or employee of this Corporation or any other described herein, that is allowed by law.

Section 9-2 Insurance

The Corporation may purchase and maintain insurance in conjunction with UWMC on behalf of any and all of its present or former Directors, Officers, or employees or any person who has served at its request or by its election as a Director or Officer of another Corporation 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 such other Corporation, 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 present or former Director, Officer, or employee of this Corporation or any other described herein, that is allowed by law.

ARTICLE X

Amendment to Bylaws

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 voting at the meeting. At least 15 days written notice of such meeting shall set forth or be accompanied by, the proposed alteration, amendment, or new bylaws as the case may be.

APPENDIX

Communities We Serve

Alsip	Lansing	Worth
Argo	Lynwood	
Bedford Park	Markham	
Blue Island	Matteson	
Bridgeview,	Midlothian	
Burbank	Mokena	
Calumet City	Oak Forest	
Calumet Park	Oak Lawn	
Chicago Heights	Olympia Fields	
Chicago Ridge	Orland Hills	
Country Club Hills	Orland Park	
Crestwood	Palos Heights	
Crete	Palos Hills	
Dixmoor	Palos Park	
Dolton	Park Forest	
East Hazel Crest	Phoenix	
Evergreen Park	Posen	
Flossmoor	Richton Park	
Ford Heights	Riverdale	
Frankfort	Robbins	
Glenwood	Sauk Village	
Harvey	South Chicago Heights	
Hazel Crest	South Holland	
Hickory Hills	Steger	
Hodgkins	Summit	
Hometown	Thornton	
Homewood	Tinley Park	
Justice	University Park	