

(6/5/2017 Draft)

Version ~~1~~**2** - Bylaws ~~as of 9/2015~~w/ proposed 2017 Amendments



United Way
of Greater Kansas City

BYLAWS

UNITED WAY OF GREATER KANSAS CITY, INC.

AS AMENDED ~~BY THE BOARD OF TRUSTEES~~ _____, 2017
~~SEPTEMBER 9, 2015~~

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AMENDED AND RESTATED BYLAWS
OF
UNITED WAY OF GREATER KANSAS CITY, INC.

ARTICLE I
CORPORATION, OFFICES, RECORDS

Section 1.1 ~~The Corporation.~~ United Way of Greater Kansas City, Inc. (the “**Corporation**”) is a corporation organized under the Missouri Nonprofit Corporation Act. ~~From and after the effectiveness of a merger among the Corporation, Bi-County United Way of Cass & Jackson, Inc., Heart of America United Way, Inc. and United Way of Johnson County, Inc. (herein called (the “United Way Merger”) the Corporation will have members as provided in Article IV below~~Act”).

~~**Section 1.2**~~ ~~Section 1.2~~ **Section 1.2** ~~Principal Office.~~ The principal office and location of the Corporation will be at 801 West 47th Street, Kansas City, Missouri 64112, or such place in or outside the State of Missouri as is designated from time to time by the Board of Trustees of the Corporation (the “**Board of Trustees**”).

~~**Section 1.3**~~ ~~Section 1.3~~ **Section 1.3** ~~Registered Office and Registered Agent.~~ The Corporation will have and continuously maintain a registered office and registered agent in the State of Missouri. The location of the registered office and the name of the registered agent in the State of Missouri are as stated in the Articles of Incorporation of the Corporation (the “Articles of Incorporation”) or as may be determined from time to time by the Board of Trustees pursuant to the applicable provisions of law.

Maintenance of Records.

a. ~~Maintenance of Records.~~ The Corporation shall keep at its principal office original or duplicate books in which shall be recorded the names and addresses of its trustees, and officers ~~and Members (as defined in Section 4.2 below), if any;~~ minutes of all Board of Trustees meetings, and committee meetings ~~and meetings of Members;~~ a record of all Board of Trustees ~~or Member action~~actions taken without a meeting; appropriate accounting and financial records; copies of the Articles of Incorporation and these Bylaws of the Corporation (the “**Bylaws**”) and all amendments to each document currently in effect; ~~all notices of, and records of, actions taken or to be taken by the Members, written communications to the Members;~~ the most recent annual report delivered to the Secretary of State; and any other records or information as may from time to time be required by law.

b. ~~Inspection of Records by Members.~~ ~~Any Member, if a Member be entitled and demands to inspect the records of the Corporation pursuant to any statutory or other legal right, shall be privileged to inspect such records only during the usual and customary hours of business and in such a manner as will not unduly interfere with the regular conduct of the business of the Corporation. No Member shall use, permit to be used, or acquiesce in the use by others of any information so obtained to the detriment of the Corporation. To the extent permitted by law, the Corporation as a condition precedent to the Member's inspection of the records of the Corporation may require the Member to~~

~~indemnify the Corporation, in such manner and for such amount as may be determined by the Board of Trustees, against any loss or damage which may be suffered by it arising out of or resulting from any unauthorized disclosure made or permitted to be made by such Member of information obtained in the course of such inspection.~~

ARTICLE II MISSION, VISION, CORE VALUES

Section 2.1 Non-Profit Status. The Corporation is organized as and will operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended.

Section 2.2 Mission. The mission of the Corporation is to improve lives by mobilizing the caring power of Greater Kansas City.

Section 2.3 Vision. Uniting our community to advance the common good and create opportunities to help all people reach their full potential.

Section 2.4 Core Values. The core values of the Corporation are:

- a. Accountable. We perform with integrity. We ensure donor dollars are well-spent, allocated wisely in a cost-effective manner, and utilized honestly and transparently.
- b. Results Oriented. We demonstrate the ability to achieve lasting results; results that provide outstanding returns on investments and warrant ongoing support.
- c. Inclusive. We value the perspectives and contributions of all people, and incorporate the needs and viewpoints of diverse communities in all we do.
- d. Collaborative Leader. We work collaboratively with a broad spectrum of organizations and individuals to lead to positive community change.
- e. Volunteer-Driven. We value the role of volunteers in our success and are unique in how we invite and empower volunteers to serve as philanthropic agents for the good of all.
- f. Innovative. We take pride in being initiators of change and identifying solutions based on a solid understanding of community needs, resources and state-of-the-art practices.

ARTICLE III FUNDED ORGANIZATIONS

Funded or private, voluntary non-profit, social health and welfare organizations which provide human and community services within the Corporation's service area, in keeping with the Corporation's purposes, policies and priorities shall be eligible to become Funded Organizations. The Board of Trustees shall from time to time establish such terms and conditions for Funded Organizations as may be necessary and appropriate and may further establish various categories of affiliation which may include Funded Organizations (entities receiving funding from the Corporation by way of established community allocations processes,

special contractual financial agreement, grants or otherwise). The Board of Trustees shall establish and prescribe terms and conditions applicable to conditions for creating, maintaining and terminating such funding. The Board of Trustees shall annually designate and cause to be published a list of those organizations which are Funded Organizations.

ARTICLE IV MEMBERS

Section 4.1 General.

The Corporation ~~will~~shall not have ~~only one class of~~ Members.

~~Section 4.2 Qualification and Admission. The Members of the Corporation shall be those individuals, firms, corporations and other organizations that have made contributions to the Corporation during the twelve month period immediately prior to the date the determination is being made ("Members"), as reflected on the Corporation's books, or as otherwise established to the satisfaction of the Corporation. For this purpose, contributions made to any party of the United Way Merger shall be deemed to have been made to the Corporation.~~

ARTICLE V MEETINGS OF MEMBERS~~RESERVED~~

~~Section 5.1 Place of Meetings. All meetings of the Members will be held at the principal office of the Corporation or at such other place or places within or without the State of Missouri, as the Board of Trustees or the chair of the Board of Trustees, subject to approval of the Board of Trustees, has determined.~~

Section 5.2 Time and Call of Meetings.

- ~~a. Annual Meetings. An annual meeting of Members will be held each year at the time and place designated by the chair of the Board of Trustees, subject to the approval of the Board of Trustees; provided, however, that the annual meeting shall be held prior to April 1 of each year.~~
- ~~b. Special Meetings. Special meetings of the Members may be held for any purpose or purposes. Special meetings may be called by the chair of the Board of Trustees, by the Board of Trustees, or by the requisite percentage of Members as permitted by law.~~

~~To the extent that there is no separate call of a meeting of Members, the "call" and the "notice" of any such meeting will deemed to be synonymous.~~

~~Section 5.3 Notice. Notice of each meeting of the Members, whether annual or special, stating the place, day and hour of the meeting shall be given, by or at the direction of the chair of the Board of Trustees, the secretary or the officers or persons calling the meeting, to the Members entitled to vote thereat. Notices of special meetings shall contain a description of the matter or matters for which the meeting is called. Except as provided by law when certain matters other than recurring business are to be acted upon, notices of annual meetings may, but need not, state the purpose or purposes of such meeting.~~

~~Section 5.4 Delivery of Notice. Notices of meetings of Members shall be given by publication in a newspaper of general circulation in the greater Kansas City area. Notice of meetings shall~~

~~be so published not less than thirty (30) days, nor more than sixty (60) days prior to the meeting.~~

~~Section 5.5 Business Which May Be Transacted.~~

- ~~a. Business Which May Be Transacted at Annual Meetings of the Members. At each annual meeting of the Members, the only matters that may be voted upon are those matters that are described in the meeting notice, set forth in the Bylaws, or proposed by the Board of Trustees. At each annual meeting of the Members, the president and the chief financial officer will report on the activities and financial condition of the Corporation.~~
- ~~b. Business Which May Be Transacted at Special Meetings of the Members. Business transacted at all special meetings of the Members shall be confined to the purposes stated in the notice of such meeting.~~

~~Section 5.6 Quorum and Manner of Acting. Except as otherwise may be provided by law or by the Articles of Incorporation, any one hundred (100) of the Members entitled to vote will constitute a quorum. Every decision of a majority of the Members constituting any such quorum will be valid as a corporate act, except in those specific instances in which a larger vote is required by law, by the Articles of Incorporation or by these Bylaws.~~

~~Section 5.7 Voting. Each Member has one vote on each matter voted on by the Members. There is no cumulative voting. Voting at any meeting may, but need not be, by written ballot. No proxies will be permitted at any meeting of the Members.~~

~~Section 5.8 Nominations by Members. Nominations of trustees from the floor will not be permitted at any annual or other meeting of the Members. Any Member who wishes to nominate a trustee must notify the chair of the Board of Trustees of the nomination within five (5) days following the notice of the meeting.~~

ARTICLE VI TRUSTEES

Section 6.1 Powers. Subject to the provisions of the Articles of Incorporation, the Bylaws and applicable law ~~as to which actions shall be authorized or approved by the Members~~, all corporate powers shall be exercised by or under the authority of, and the property, business and affairs of the Corporation shall be managed under the direction of the Board of Trustees. Without limiting the foregoing, and subject to the same limitations, the trustees shall have the power to:

- a. Select and remove the officers of the Corporation, prescribe such powers and duties for them as may not be inconsistent with applicable law, or with the Articles of Incorporation or the Bylaws, fix their compensation, where applicable, and require from them security for faithful service;
- b. Direct the management of the affairs of the Corporation, and to make such rules and regulations not inconsistent with applicable law, the Articles of Incorporation or the Bylaws, as they may deem appropriate;

- c. Change the principal office and registered office for the transaction of the conduct of the Corporation's affairs from one location to another as provided in Article I hereof;
- d. Designate any place in or out of the State of Missouri for the holding of any ~~Members~~[Board of Trustees](#)' meeting or meetings;
- e. Adopt, make and use a corporate seal, if any, and to alter the forms of any such seal from time to time, as they may deem appropriate, provided any such seal shall at all times comply with the requirements of applicable law;
- f. Borrow money and incur indebtedness for purposes of the Corporation, and to cause to be executed and delivered in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities; and
- g. Delegate to any committees appointed in accordance with these Bylaws any of the powers or authority of the Board of Trustees in the management of the conduct and affairs of the Corporation (all in accordance with and as more fully discussed in these Bylaws).

The Corporation may not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future Federal Internal Revenue laws then in effect.

Section 6.2 [Duties](#). The specific duties of the Board of Trustees include but may not be limited to:

- a. Serve as fiduciary agent for the United Way of Greater Kansas City, Inc., including its local operations;
- b. Develop and approve policy;
- c. Hire, support and supervise the chief executive officer (the "CEO");
- d. Approve the annual budget;
- e. Provide direction, counsel and oversight of management strategy and operations;
- f. Raise, attract and leverage financial, human and other resources to support the Corporation's mission, goals and strategy;
- g. Ensure the Corporation meets all legal, ethical and organizational standards;
- h. Approve and provide leadership to community impact plan and investment strategy;
- i. Approve and provide leadership to resource development plan and strategy, including the annual workplace campaign, major and planned giving and new market development;

- j. Lead community and civic change;
- k. Serve as the voice of the Corporation;
- l. Engage key stakeholders, community leaders and local affiliate volunteers in strategy, planning and decision making;
- m. Identify and secure working partnerships/strategic alliances in support of the Corporation's mission, strategy and plan; and
- n. Recognize and celebrate best practices and community leadership.

Section 6.3 Qualifications. All individuals nominated to the Board of Trustees shall be natural persons, ~~shall be Members of the Corporation,~~ and shall, in the reasonable judgment of the Governance Committee, possess some or all of the following qualifications:

- a. Influence in their industry, institution, organization or community;
- b. Knowledge of the needs, issues, norms and leadership of local communities and the Kansas City region as a whole;
- c. Ability and willingness to take a broad, metropolitan view;
- d. Knowledge of and commitment to the Corporation including a proven record of active participation, regular attendance and lending name or other resources to further the Corporation's mission;
- e. Outstanding functional skills in one of the following areas: finance, IT/data management, marketing, general management, human resources, legal, government relations, or health and human services;
- f. Ability to make contributions and raise financial resources; and

Section 6.4 Number and Composition.

- a. Number. The number of voting trustees to constitute the Board of Trustees shall be such number as shall be determined from time to time by resolution adopted by a majority of the full Board of Trustees, but shall not be less than fifteen (15) and no more than thirty-five (35). No reduction in the number of trustees shall have the effect of removing from office any trustee prior to the expiration of his or her stated term.
- b. Board Composition. Trustees shall be composed of a broad spectrum of qualified individuals who are representative of ~~the Corporation's Members and~~ the broader community including:
 - (i) The Corporation's largest donors (individuals and corporations);
 - (ii) Diverse racial, ethnic, gender, age, geographic or cultural backgrounds;
 - (iii) New or emerging markets that represent growth potential for the Corporation;

- (iv) Grassroots communities, key constituencies or partners
- (v) Geographical diversity from these regions in the Kansas City area:
 - Eastern Jackson & Cass Counties in Missouri;
 - The Northland (Clay and Platte Counties in Missouri);
 - Johnson County, Kansas; and
 - Kansas City, Missouri.

Section 6.5 ~~Section 6.5~~ Ex-Officio Members. The ex-officio trustees include:

- a. The chair of the annual campaign to occur in the calendar year of or immediately following election (voting);
- b. The labor co-chair of the annual campaign to occur in the calendar year of or immediately following election (voting);
- c. Two (2) labor representatives appointed by the Board of Trustees in consultation with the Greater Kansas City AFL-CIO Labor Council (voting);
- d. Two (2) Funded Organization representatives appointed by the Board of Trustees in consultation with Funded Organizations (non-voting);
- e. The president of the Corporation (non-voting);
- f. Other such ex-officio positions as deemed prudent by the Board of Trustees.

Section 6.6 Election and Terms of Office. The Trustees will be elected at the annual meeting of the Board of Trustees. The Board of Trustees shall be divided into three (3) classes to be known, respectively, as Class I, Class II and Class III. Each class shall expire three (3) years after the initial election date of the term of the trustees of such class. Each trustee will hold office until the expiration of his or her term of office, or until such trustee's earlier death, incapacity, disqualification, resignation or removal. New trustees will be elected at each annual meeting by the ~~Members~~Board of Trustees to succeed those trustees whose terms expire with such annual meeting and to fill vacancies in other classes. The trustees whose terms are due to expire at any annual meeting will have voting rights to elect the trustees whose terms begin with the adjournment of such meeting.

Any trustee may be elected or appointed for successive terms, except as otherwise provided in these Bylaws. No trustee may be elected or appointed as a trustee for more than two (2) consecutive full terms. A full term for a trustee consists of three (3) full years. In the case of trustees elected or appointed to fill vacancies, service for a period of twenty four (24) months or more will be computed as a full term of three (3) years. Additionally, the term of a trustee elected at an annual meeting of the ~~Members~~Board of Trustees for a period expiring as of the third annual meeting of the ~~Members~~Board of Trustees following such election will be treated as a full term of three (3) years, notwithstanding any change or changes in the dates of the annual meeting of the ~~Members~~Board of Trustees in the years involved.

After two (2) full consecutive terms of service, a minimum of one (1) year shall pass before an individual becomes eligible to be nominated for another term. Upon the recommendation of the Governance Committee and the consent of the Board of Trustees, an incumbent trustee whose term is expiring may be elected or appointed to serve one (1) additional year, but no more than two (2) such extensions will be permitted. A trustee whose term has been extended shall be placed in the Class whose terms expire at the next succeeding annual meeting of ~~Members~~the Board of Trustees.

Section 6.7 ~~Section 6.7~~ Commencement of Term of Office. The term of office of a person elected as a trustee will not commence until such time as the person accepts the office of trustee either by a written acceptance or by participating in the affairs of the Corporation at a meeting of the Board of Trustees or otherwise.

Section 6.8 Trustees Emeritus. The chair of the Board of Trustees, with the approval of the Board of Trustees, may appoint persons to serve as trustees emeritus, at the discretion of the Board of Trustees. Trustees emeritus shall be entitled to receive notices of regular meetings of the Board of Trustees and copies of minutes of such meetings, and shall be entitled to attend such meetings, but shall not be entitled to vote or attend Executive Sessions of the Board of Trustees. Trustees emeritus may be invited to undertake special assignments at the request of the Board of Trustees.

Section 6.9 Vacancies. Vacancies on the Board of Trustees resulting from the death, resignation, removal, incapacity or disqualification of a trustee, or by reason of an increase in the number of trustees, or the failure of an elected trustee to accept the office of trustee, may be filled by a majority vote of the remaining trustees (even though the trustees remaining in office constitute fewer than a quorum) at any meeting of the Board of Trustees, as to which notice has been given that such action will be taken. A trustee appointed to fill a vacancy shall meet any qualifications set forth in these Bylaws, and will serve until the expiration of the term of the class to which he or she is appointed.

Section 6.10 Compensation. No trustee will receive compensation from the Corporation for any service such person may render to it as a trustee. However, a trustee may be reimbursed for such trustee's actual expenses reasonably incurred in rendering service to the Corporation in the administration of its affairs.

Section 6.11 Resignation. Any trustee may resign from the Board of Trustees by delivering a written notice thereof to the Board of Trustees, its presiding officer, or to the president or secretary of the Corporation. Such resignation is effective when such notice is delivered, unless a later date is specified in the notice.

Section 6.12 Removal.

- a. The ~~Members~~Board of Trustees may, with or without cause, remove one or more trustees elected by them at a meeting called for the purpose of removing such trustee(s); provided, however, the number of votes cast to remove such trustee(s) ~~would~~must be sufficient to elect the trustee(s) at a meeting to elect trustees.
- b. After a trustee misses, without an excused absence, three (3) or more regularly scheduled meetings within one twelve-month period, the trustee shall be asked by the chair of the Board of Trustees if such trustee wishes to continue serving,

and if such trustee states that he or she does not wish to continue to serve, the office may be declared vacant. If such trustee misses, without notice, three (3) or more regularly scheduled meetings within one twelve-month period at another time during his or her term, then the Board of Trustees may remove such trustee by a vote of a majority of all of the trustees then in office. The vacant position shall be filled by the Board of Trustees in accordance with these Bylaws.

Section 6.13 Conflict of Interest. The Board of Trustees will maintain a Conflict of Interest Policy. The Conflict of Interest Policy shall include a code of ethics and shall be signed annually by all trustees. The Conflict of Interest Policy will include, at a minimum, provisions to implement the following:

- a. Disclosure. Any duality of interest or possible conflict of interest on the part of any trustee shall be disclosed to the other trustees and made a matter of record through an annual procedure and also when the interest becomes a matter of Board of Trustees action.
- b. Voting. Any trustee having a duality of interest or possible conflict of interest may not vote or use his or her personal influence on the matter and he or she may not be counted in determining the quorum with respect to the vote on that issue, even when permitted by law. The minutes of the meeting shall reflect that a disclosure was made, the interested trustee's abstention from voting, and the presence of an independent quorum.
- c. Discussion. The foregoing requirements may not be construed as preventing the trustee from briefly stating his or her position in the matter, nor from answering pertinent questions of other trustees.
- d. Notice. Any new trustee shall be advised of the Conflict of Interest Policy upon becoming a trustee of the Corporation.

ARTICLE VII **MEETINGS OF THE BOARD OF TRUSTEES**

Section 7.1 Annual Meetings of the Board – Notice. The trustees will meet annually (a) ~~immediately following the adjournment of the annual meeting of Members, at the same location as such meetings, or at such other~~ at such time and place, either within or without the State of Missouri, as established ~~at the annual meeting of the Members or~~ by the chair of the Board of Trustees, ~~and no notice of such Board of Trustees meeting is necessary to any trustees in order to legally constitute the meeting, provided a quorum is present,~~ or (b) if not so established or if a quorum is not present, the trustees may meet at such time and place as is consented to in writing by a majority of the trustees, provided that notice of such meeting is given to each of the other trustees in the same manner as provided in Section 7.4 of these Bylaws with respect to the giving of notice of special meetings of the Board of Trustees except that it will not be necessary to state the purpose of the meeting in such notice. Officers of the Corporation shall be elected at that time.

Section 7.2 ~~Section 7.2~~ **Regular Meetings.** In addition to the annual meeting, the Board of Trustees may hold regular meetings at least quarterly (with the annual meeting being considered one quarterly meeting) at such time and place as may be determined from time to time by resolution of the Board of Trustees. Except as otherwise provided in these Bylaws, any

business may be transacted at a regular meeting, whether or not stated in the notice of the meeting.

Section 7.3 Special Meetings. Special meetings of the Board of Trustees may be called by the chair of the Board of Trustees or by at least twenty-percent (20%) of the trustees to be held at any time and for any purpose or purposes. Special meetings will be held at the principal office of the Corporation or at such place or places, within or without the State of Missouri, as the Board of Trustees determined.

Section 7.4 Notice of Meetings.

- a. Written or electronic notice of each meeting of the Board of Trustees, stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes thereof, shall be provided to each trustee by the officer(s) or trustee(s) calling the special meeting and shall be given and effective at least five (5) days before the day on which the meeting is to be held.
- b. Whenever notice is required to be given to a trustee, such notice shall be mailed, sent electronically or by facsimile or personally delivered to such trustee. Such notice will be deemed given and effective on the date determined in accordance with Article ~~XIX~~XI of these Bylaws.

“Notice” and “call” with respect to such meetings are deemed to be synonymous.

Section 7.5 Quorum. Unless otherwise required by law or provided elsewhere in these Bylaws, the presence (as defined in Section 7.8 of these Bylaws) of one-third or more of the trustees in office immediately before a meeting begins is requisite for and constitutes a quorum for the transaction of business at all meetings. The act of a majority of the trustees present at a meeting at which a quorum is present is valid as the act of the Board of Trustees except in those specific instances in which a larger vote may be required by law, by the Articles of Incorporation or by these Bylaws.

Section 7.6 Adjournment. If the quorum specified above should not be present at any such meeting, the trustees present have power successively to adjourn the meeting, and to act as a quorum for such limited purpose, without notice other than announcement at the meeting, to a specified date. At any such adjourned meeting at which a quorum is present any business may be transacted that could have been transacted at the original session of the meeting.

Section 7.7 Voting. Each trustee present at any meeting is entitled to cast one vote on each matter coming before such meeting for decision.

Section 7.8 Meetings by Conference Telephone or Similar Communications Equipment. Trustees of the Corporation may participate in a meeting of the Board of Trustees by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting in such manner constitutes presence in person at the meeting.

Section 7.9 Action Without a Meeting. Any action which is required to be or may be taken at a meeting of the trustees may be taken without a meeting if one or more written consents describing the action so taken are signed by all trustees. The consents have the same force and effect as a vote at a meeting duly held and may be described as such in any document.

The secretary shall file such consents with the minutes of the meetings of the Board of Trustees.

ARTICLE VIII COMMITTEES

Section 8.1 Authority. Committees of the Board of Trustees shall be those hereinafter provided for in the Bylaws. The Board of Trustees, by resolution adopted by a majority of the trustees in office, may also designate one or more committees, each of which will consist of two or more trustees and will have and exercise the authority of the Board of Trustees in the management of the Corporation to the extent provided in the designating resolution. Other committees not having the authority of the Board of Trustees in the management of the Corporation may be designated by a resolution adopted by a majority of all of the trustees in office and shall consist of two or more trustees. Each such committee will have such duties and authority as are from time to time delegated to it by the Board of Trustees.

Committees of the Board of Trustees and members of such committees are governed by Article VIII of these Bylaws with respect to meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements; provided, however, that no committee will be required to hold an annual meeting and provided further, that a majority of the number of persons serving on a committee immediately before a meeting begins will constitute a quorum for the transaction of business at such meeting of such committee.

All committees shall, unless otherwise provided by the Board of Trustees in the case of committees not having the authority of the Board of Trustees, keep regular minutes of the transactions of their meetings and shall cause such minutes to be recorded in books kept for that purpose in the office of the Corporation and shall report the same to the Board of Trustees at or prior to its next meeting. The secretary or an assistant secretary of the Corporation may act as secretary of any such committee if the committee so requests.

A committee of the Board of Trustees may not:

- a. Approve ~~or recommend to Members~~ dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets;
- b. Unless otherwise stated in these Bylaws or the Articles of Incorporation, elect, appoint or remove trustees or fill vacancies on the Board of Trustees or on any of its committees; or
- c. Adopt, amend or repeal the Articles of Incorporation or these Bylaws.

Section 8.2 Appointment and Terms of Standing Board Committee Chairs. The chair of the Board of Trustees shall serve as chair of the Executive Committee. The chairs of all standing Board of Trustees committees shall be members of the Board of Trustees and shall be appointed by the chair of the Board of Trustees subject to the approval of a majority of the trustees then in office. Committee chairs of all standing Board of Trustees committees shall serve for a term not to exceed one (1) year. A chair of a standing Board of Trustees committee may not serve as such for more than two (2) consecutive one-year terms.

Section 8.3 ~~Section 8.3~~ Appointment and Term of Standing Board Committee Members. Except as otherwise provided in these Bylaws, standing Board of Trustees committee members

shall be appointed by a majority of the trustees then in office for a term not to exceed one (1) year.

[Section 8.4](#) ~~Section 8.4~~ [Vacancies](#). A vacancy in the membership of any standing Board of Trustees committee may be filled for the unexpired term by appointments and/or elections in the same manner as provided in the case of the original appointments and/or elections of Members of that committee.

[Section 8.5](#) [Meetings](#). Standing Board of Trustees committee meetings shall be called by the chairs of the respective committees.

[Section 8.6](#) [Executive Committee](#). The Executive Committee shall be made up of the following: (i) the following officers of the Corporation: chair, president, immediate past-chair, vice-chair, secretary and treasurer, (ii) the chairs of each of the standing committees of the Corporation and (iii) such other trustees who may be appointed to membership on the Executive Committee by the chair of the Board of Trustees and approved by a majority vote of the trustees then in office. The chair of the Board of Trustees shall serve as chair of the Executive Committee. The Executive Committee, on behalf of the Board of Trustees, shall have, in the event that circumstances render it impractical to convene a meeting of the Board of Trustees, the full responsibilities of the Board of Trustees and is free to take actions between meetings of the Board of Trustees, except that it cannot amend these Bylaws, approve a dissolution or merger or the sale of substantially all of the Corporation's assets, fill vacancies on the Board of Trustees, remove trustees, select the chair or elect officers without full Board of Trustees approval. The Executive Committee serves as primary counsel to the CEO, directs appropriate governance activities, evaluates the CEO's performance, reports all actions taken to the Board of Trustees and establishes the range of compensation for the CEO. The Executive Committee shall meet at the call of the chair. At any meeting of the Executive Committee, a quorum shall be defined as in Section 7.5 of these Bylaws.

[Section 8.7](#) [Finance Committee](#). The Finance Committee shall provide financial expertise and assist the Board of Trustees in its governance and oversight responsibilities related to fiscal management. In furtherance thereof, the Committee will:

- a. Review and recommend approval of an annual operating budget;
- b. Conduct a quarterly review of the Corporation's financial results;
- c. Ensure the maintenance of an appropriate capital structure; and
- d. Oversee the management of all organization-wide assets.

The Finance Committee shall require and ensure that, at least annually, the Corporation shall prepare financial statements in accordance with Generally Accepted Accounting Principles ("financial statements") and that such financial statements shall be audited, in accordance with Generally Accepted Auditing Standards, by an independent Certified Public Accounting firm.

[Section 8.8](#) [Audit Committee](#).

- a. [Primary Role](#). The Audit Committee shall assist the Board of Trustees in fulfilling its governance and oversight responsibilities by monitoring (i) overall systems of internal controls and risk management; (ii) the integrity of the financial

statements of the Corporation; (iii) compliance by the Corporation with all legal, regulatory, organization and ethical standards; and (iv) the independence and performance of the Corporation's internal and independent auditors.

- b. Conflicts of Interest. In discharging its duties, the Audit Committee shall compile and analyze the conflict of interest disclosures submitted by trustees of the Corporation, and then subsequently shall summarize and communicate the disclosures to the Board of Trustees and identify any potential conflict of interest issues within ninety (90) days of distributing the disclosure forms or receiving an update by a trustee. All information received, compiled, summarized or analyzed by the Audit Committee shall be held in confidence, except to the extent dissemination is necessary for consideration or approval of a particular matter at issue.
- c. Audit. The guidelines regarding the Audit Committee's oversight of the accounting firm performing each annual audit of the Corporation are contained in Article ~~XIV~~XIII.
- d. Financial Expert. The Audit Committee must have at least one Financial Expert.

Section 8.9 ~~Section 8.9~~ Community Impact Committee. The Community Impact Committee shall assist the Board of Trustees in the development and management of the Corporation's strategy for improving lives and the community including community needs assessment, priority-setting, funding, public policy and other such activities that are necessary to fulfill the mission of the Corporation.

Section 8.10 ~~Section 8.10~~ Governance Committee. The Governance Committee shall assist the Board of Trustees with:

- a. Nominations of Trustees. The Governance Committee shall (i) recommend a slate of new trustees for the annual meeting of the ~~Members~~Board of Trustees, and a slate of officers for election at the annual meeting of the Board of Trustees; (ii) determine which trustees shall participate in the nomination process, which may be part or all committee members, but not fewer than two (2); (iii) add additional members to the extent necessary to cause at least one member of the Committee to be from each of the four regions set forth in Section 6.4(b); and (iv) appoint a number of additional members of the committee who are not trustees ~~or members~~.
- b. Board Composition and Orientation. The Governance Committee will be responsible for assuring that the overall composition of the Board of Trustees and the qualifications and characteristics needed by trustees are consistent with the requirements of the Bylaws and Board of Trustees policies and coordinating and ensuring proper orientation of all new trustees.
- c. Governance. The Governance Committee will be responsible for (i) establishing and maintaining operating procedures for the Board of Trustees that are consistent with these Bylaws; (ii) recommending and/or facilitating the Bylaws as appropriate; (iii) developing and recommending to the Board of Trustees and overseeing implementation of corporate governance guidelines and principles, including those related to conflicts of interest and code of ethics; (iv) reviewing

on a regular basis the overall corporate governance of the Corporation; (v) recommending improvements when necessary; (vi) ensuring that all Board of Trustees committee charters are consistent and take responsibility for the update of and application of the Corporation's Bylaws; (vii) considering corporate governance issues that arise from time to time, and developing appropriate recommendations for the Board of Trustees regarding such matters; and (viii) reviewing and recommending to the Board of Trustees for approval of any changes in, if any, to the trustees.

- d. Training and Evaluation. The Governance Committee will (i) ensure that training and educational needs of the trustees are met; (ii) assist in the evaluation of the effectiveness of the Board of Trustees; (iii) review annually with the Board of Trustees the size and composition of the Board of Trustees as a whole, including whether the Board of Trustees reflects the appropriate balance of individuals with the qualifications enumerated in Section 6.3 hereof; (iv) coordinate and oversee the annual evaluation of the role and performance of the Board of Trustees, its committees and the governance of the Board of Trustees.

ARTICLE IX OFFICERS

Section 9.1 General. The officers of the Corporation shall include the following officers: the chair of the Board of Trustees, the vice chair of the Board of Trustees, the immediate past-chair of the Board of Trustees, the president, the secretary and the treasurer.

Section 9.2 Election of Officers; Terms of Office. The officers of the Corporation shall be elected by the Board of Trustees of the Corporation at its annual meeting and shall take office immediately upon election. They shall serve at the pleasure of the Board of Trustees until the next annual meeting of the Board of Trustees or until their earlier death, incapacity, disqualification, resignation or removal. The Board of Trustees may elect such other officers as they deem advisable from time to time.

Section 9.3 Chair of the Board. The chair of the Board of Trustees shall provide overall guidance to the Board of Trustees, shall appoint all Board of Trustees committee chairs and shall be an ex-officio member of all Board of Trustees committees. He or she shall preside at all meetings of ~~the Members and~~ the Board of Trustees at which the chair is present and shall have such other duties as the Board of Trustees may from time to time prescribe.

Section 9.4 ~~Section 9.4~~ Vice Chair of the Board. The vice chair of the Board of Trustees, in the absence or inability to act of the chair of the Board of Trustees, shall perform the duties of the chair of the Board of Trustees and such other duties as the chair of the Board of Trustees or the Board of Trustees may from time to time prescribe. In the absence of the chair of the Board of Trustees, the vice-chair will preside at all meetings of ~~the Members and~~ the Board of Trustees at which the vice-chair may be present.

Section 9.5 ~~Section 9.5~~ Immediate Past Chair of the Board. At the request of the chair of the Board of Trustees, the immediate past chair of the Board of Trustees shall serve as a voting member of the Board of Trustees and shall perform those duties prescribed by the chair of the Board of Trustees or the Board of Trustees. The immediate past chair can serve without lapse of one year following the expiration of the second consecutive term as trustee.

[Section 9.6](#) ~~Section 9.6~~ [The President](#). Unless the Board of Trustees otherwise provides, the president is the chief executive officer of the Corporation and will have such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation, and the president will carry into effect all directions and resolutions of the Board of Trustees. The president shall be selected by and serve at the pleasure of the Board of Trustees. The president shall be evaluated by the Executive Committee as led by the chair of the Board of Trustees, on an annual basis. The authority of the president as chief executive officer shall include, but not be limited to, the hiring, evaluation, promotion, demotion and termination of all staff, and he or she shall carry out those duties and responsibilities that are inherent in the position of chief executive officer of a large metropolitan area United Way.

[Section 9.7](#) [The Secretary](#). The secretary will attend the meetings of ~~the Members and~~ the Board of Trustees and will prepare or cause to be prepared minutes of all proceedings at such meetings and will preserve them in the minute book of the Corporation to be kept for that purpose. The secretary shall be responsible for carrying on the Corporation's official correspondence and shall perform such other duties as may be assigned by the chair or the Board of Trustees. The secretary will perform similar duties for any committee when requested by any such committee.

[Section 9.8](#) ~~Section 9.8~~ [The Treasurer](#). The treasurer shall have the general duties, powers and responsibilities of a treasurer of a corporation, other than those assigned to the chief financial officer of the Corporation, and shall act as the liaison of the Board of Trustees and management concerning the finances of the Corporation. He or she will also have and perform such other duties, responsibilities and authorities as may be prescribed from time to time by the Board of Trustees.

[Section 9.9](#) [Resignation](#). An officer may resign by delivering a written notice thereof to the Corporation. Such resignation will be effective when such notice is delivered, unless a future effective date is specified in the notice.

[Section 9.10](#) ~~Section 9.10~~ [Removal](#). Any officer or any employee or agent of the Corporation may be removed or discharged for any lawful purpose by the Board of Trustees at any time with or without cause, but such removal or discharge will not affect the contract rights, if any, of the person so removed or discharged.

[Section 9.11](#) [Compensation and Expenses](#). Salaries and compensation of all officers and all other agents and employees of the Corporation may be fixed, increased or decreased by the Board of Trustees. To the extent authorized by the Board of Trustees, the same may be fixed, increased or decreased by the president or such other officer or officers as may empowered by the Board of Trustees to do so; provided, however, that no person may fix, increase or decrease such person's own salary or compensation. Each officer may be reimbursed for actual expenses if they are reasonable and incurred in connection with the business and activities of the Corporation.

[Section 9.12](#) [Vacancies](#). Vacancies caused by the death, incapacity, disqualification, resignation or removal of an officer of the Corporation shall be filled by the Board of Trustees at any annual or other regular meeting or at any special meeting called for that purpose, and such person or persons so elected to fill any such vacancy will serve at the pleasure of the Board of Trustees until the next annual meeting of the Board of Trustees or until such person's earlier death, incapacity, disqualification, resignation or removal.

[Section 9.13 Code of Ethics.](#) All officers shall perform their respective duties in compliance with the Corporation's Code of Ethics, which each officer shall be required to sign annually and update as required.

ARTICLE X GENERAL PROVISIONS

[Section 10.1 Depositories and Checks.](#) The monies of the Corporation will be deposited in such manner as the trustees direct in such banks or trust companies as the trustees may designate and will be drawn out by checks signed in such manner as may be provided by resolution adopted by the Board of Trustees.

[Section 10.2 Bonds.](#) Any officer or employee handling money of the Corporation will be bonded at the Corporation's expense if the Board of Trustees so requires.

[Section 10.3 Custodian of Securities.](#) The Board of Trustees may from time to time appoint one or more banks or trust companies to act for reasonable compensation as custodian of all securities and other valuables owned by the Corporation, and to exercise in respect thereof such powers as may be conferred by resolution of the Board of Trustees. The Board of Trustees may remove any such custodian at any time.

[Section 10.4 Absence of Personal Liability.](#) The ~~Members~~[trustees](#) of the Corporation are not, as such, personally liable for the acts, debts, liabilities or obligations of the Corporation.

[Section 10.5](#) ~~Section 10.5~~ [Gender References.](#) All male or female gender references in these Bylaws shall be deemed also to include Members of the opposite gender.

[Section 10.6 Indemnification of Trustees and Officers.](#) Each present or former trustee, officer, and their legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees and costs, reasonably incurred by him/her or his/her estate in connection with or arising out of any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative, in which he or she is made a party, or any claim asserted against him or her by reason of being or having been such trustee or officer in the manner and to the fullest extent permitted by Missouri Revised Statutes Sections 355.471 and 355.476, as the same may be amended or replaced from time to time. The indemnification herein provided shall apply also in respect of any amount paid in compromise of any such action, suit or proceeding, whether civil, criminal, administrative or investigative, or claim asserted against such trustee or officer. The Corporation and its officers are hereby, by these Bylaws, authorized to obtain and expend sums in payment for, insurance coverage for the officers and trustees, under and in accordance with the laws of the State of Missouri.

ARTICLE XI NOTICE

Except as otherwise provided herein, any notice required or desired to be given under these Bylaws or otherwise to any trustee shall be given in writing or electronically and will be deemed given and effective at the earliest of the following:

- a. When received by the trustee being notified;

- b. Five (5) days after deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or
- c. On the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

Mailed notice is correctly addressed to a trustee if addressed to the trustee's address shown on the Corporation's current records. Facsimile or electronic notice is correctly addressed if sent to the facsimile number or electronic mail site shown on the Corporation's current records.

ARTICLE XII FISCAL YEAR

The Board of Trustees has the power to fix and from time to time change the fiscal year of the Corporation. In the absence of action by the Board of Trustees, however, the fiscal year of the Corporation will end each year on the date which the Corporation treated as the close of its first fiscal year, until such time, if any, as the fiscal year is changed by the Board of Trustees.

ARTICLE XIII AUDIT

Section 13.1 Annual Audit by an Independent Certified Public Accountant. The accounts of the Corporation shall be audited annually by an independent Certified Public Accountant. The report of the audit shall be delivered by the certified public accounting firm to the chair of the Audit Committee, chair of the Board of Trustees, and the treasurer of the Corporation, and furthermore, each annual audit shall be timely reviewed, initially at a meeting of the Audit Committee, and subsequently at a meeting of the Board of Trustees of the Corporation, during which the Audit Committee will report to the Board of Trustees on its review of the annual audit report. The audit report will be available for ~~the Members to~~ review at the corporate office, subject to the limitations specified in Section 1.4(b).

Section 13.2 ~~Section 13.2~~ Certified Public Accounting Firm. The public accounting firm shall be reviewed and evaluated by the Audit Committee, and then recommended by the Audit Committee to the Board of Trustees. The Board of Trustees shall then, after a report by the Audit Committee, designate the public accounting firm.

- a. Independence. The public accounting firm must have not employed the Corporation's chair or any member of the Audit Committee in the past audit year. An audit year ends the day the annual audit is reviewed and accepted by the Board of Trustees.
- b. Compensation Limitations. The compensation of the public accounting firm may not be based on selling engagements to the Corporation for services other than audit, review and attest services.
- c. Auditing Services and Non-Audit Related Services. The certified public accounting firm shall be hired by the Corporation for the limited purpose of performing audit-related services to the Corporation. Those non-audit-related services that cannot be provided by the certified public accounting firm to the Corporation include, but are not limited to, the following: bookkeeping or other

services relating to accounting records, financial information systems design and implementation, appraisal or valuation services, actuarial services, management functions, human resource services, consulting service and investment advisor services. There are however, some accepted non-auditing services that may be performed by the independent certified public accounting firm including but not limited to the following: tax services. All non-audit-related services shall be pre-approved by the Audit Committee.

- d. Auditing Procedures. All critical accounting policies used in the financial statements and all possible alternative treatments of material financial information and ramifications thereof should be disclosed and discussed with the Audit Committee. The Audit Committee must pre-approve such policies in a timely manner. A timely manner requires at least a review by the Audit Committee prior to the independent public accounting firm finalizing its report on the audit of the financial statements.
- e. Lead Audit Partners of the Public Accounting Firm. Lead audit partners of the public accounting firm audit team should be rotated at least every five (5) years. Lead audit partners are those who have responsibility for decision making on significant auditing, accounting and reporting matters that affect the Corporation's financial statements or maintain consistent contact with the Corporation's management and Audit Committee. Lead audit partners do not include specialty partners with whom those on the audit team periodically consult or national office partners that are involved for the quality control or oversight functions.

ARTICLE XIV PROPERTY, GIFTS AND ENDOWMENTS

The Corporation is authorized to accept, own and dispose of real estate, money, all forms of security and other personal property through gifts, endowments, bequests or otherwise, without limitation, and to do all other things and have such other powers as may be necessary to carry out the purposes of the Corporation, not in violation of or inconsistent with the laws of the United States or the State of Missouri, specifically the nonprofit corporation laws located at Missouri Revised Statutes Sections 355.001 et. seq. as the same may be amended or replaced from time to time.

ARTICLE XV FISCAL POLICY

The Corporation shall maintain a reserve fund. The Board of Trustees shall establish a methodology for calculating the reserve, as well as the targeted amount to be held in reserve. The calculation of the amount to be held in reserve shall exclude designation restricted to agencies; assets and liabilities related to land, building and equipment; endowment funds held in possession of an approved organization on behalf of the Corporation and such other categorization of funds as may be deemed appropriate for exclusion by the Board of Trustees. The calculation methodology and targeted reserve amount shall be incorporated into a Board of Trustees Fiscal Policy that shall be maintained in the Corporation's records and which shall be subject to amendment as considered necessary by the Board of Trustees to respond to changes in circumstances.

ARTICLE XVI
AMENDMENTS

These Bylaws may be amended, enlarged or repealed, and new Bylaws may be adopted, by the affirmative vote of ~~(i) the Board of Trustees, if the amendment does not relate to the number of trustees, the composition of the Board of Trustees, the term of the trustees, or the method or way in which trustees are elected; and (ii) by the Members by two-thirds of the votes cast or a majority of the voting power, whichever is less. If the Board of Trustees initiates the amendment or approval by the Board of Trustees is required by subsection (i) above, the Board of Trustees may condition the amendment's adoption on receipt of a higher percentage of affirmative votes or on any other basis.~~ a majority of all Trustees then in office at a meeting of the Board of Trustees duly called for that purpose.

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