

DEL RIO AND VAL VERDE COUNTY UNITED FUND INCORPORATED
(dba United Way of Val Verde County)
CONSTITUTION AND BY-LAWS

ARTICLE 1 - NAME

The name of this organization shall be Del Rio and Val Verde County United Fund Incorporated, doing business as United Way of Val Verde County (hereinafter referred to as United Way). The principal place of business of this corporation shall be Del Rio, Val Verde County, Texas, United States of America.

ARTICLE II – PURPOSE AND MISSION

Section 1.

The purpose for which this corporation is formed is the support of any benevolent, charitable, educational, or missionary undertaking, as provided in Section 2, Article 1302, Vernon's Annotated Civil Statutes. Without intending to exclude any benevolent, charitable, educational, or missionary functions, United Way generally shall perform the following functions:

- a. Raise funds throughout Val Verde County for 501(c)(3) nonprofit organizations (hereinafter referred to as Agencies) carrying on benevolent, charitable, educational, or missionary work within said county.
- b. Unite, as far as possible, the financial campaigns for the Agencies.
- c. Distribute the funds so raised for and among the Agencies.
- d. Cooperate with City of Del Rio and Val Verde County authorities to protect the citizens, corporations, and associations of Val Verde County against solicitors for illegal, unworthy, inefficient, and unnecessary charitable, philanthropic, or other appeals for money, supplies, or property.

Section 2.

Mission Statement: United Way of Val Verde County advances the common good by creating opportunities for a better life for all. Our focus is on education, income, and health, the building blocks for a good quality of life. United Way recruits the people and organizations who bring the passion, expertise and resources needed to get things done.

ARTICLE III - MEMBERSHIP

The membership of United Way shall be as follows:

- a. Individual Members: Any contributor to United Way shall be an individual member of the corporation and shall be entitled to attend the Annual Meeting and exercise one vote on any matter before the Annual Meeting.
- b. Business Members: Any business that contributes to United Way shall be a member of this corporation and shall designate a representative entitled to attend the Annual Meeting and cast one vote on any matter before the Annual Meeting.
- c. Agency Members: Upon approval of the Board of Directors of United Way, any organization rendering benevolent, charitable, educational, or missionary service for Val Verde County citizens interested in the objectives of the corporation and agreeing to operate in accordance with the Constitution and By-Laws established pursuant thereto shall be eligible as a non-voting Agency member.

ARTICLE IV - BOARD OF DIRECTORS

Section 1.

The management and administration of the affairs of this corporation shall be vested in a Board of Directors consisting of not less than ten (10) members-at-large. These members are volunteers and not paid employees of United Way.

Section 2. Composition and Election of Board of Directors

- a. Individual and Business Members: At the Annual Meeting each year, Individual and Business members of the United Way shall elect the required number of individuals to serve as Board members-at-large. In the event vacancies occur among those elected to represent Individual or Business members, such vacancies shall be filled as required until the next Annual Meeting by a majority vote of the remaining Directors.
- b. Agency Members: At the Annual Meeting every year, each Agency being supported during that contract year may name one (1) individual to serve for a term of one year on the United Way Board of Directors in a non-voting capacity. In the event vacancies occur among those designated to represent Agencies, the organization originally designating the Director to the position which becomes vacant shall designate a successor to serve the balance of the term.
- c. All actions of the Board of Directors or Executive Committee, except as hereinafter otherwise provided, shall be by a majority vote of those present, conditioned upon a quorum being present
- d. Seven (7) members shall constitute a quorum.

Section 3.

The Board of Directors shall be responsible for the administration of United Way to include:

- a. Conduct the United Way campaign annually on behalf of Agency members only.
- b. Provide for collection and distribution to be made as and when funds are available to Agency members. Designated contributions shall be apportioned in accordance with the expressed desires of the contributors before any other appropriations are made from the fund. The undesignated contributions shall be apportioned among the participating Agencies in the ratio of the difference between the amount of funds approved by the Allocations committee (Net Agreed Funds) and the amount of designated contributions to the Agencies. (e.g. Net agreed funds minus designated funds equals the difference. Total undesignated funds will be distributed based on the ratio of these differences and the total funds received.) In the event that sufficient funds (minus designated funds) are not received to cover all allocated amounts, the funds received shall be distributed based on [a] proportionate share basis as determined by the ratio of each organizations net agreed funds (minus designated funds) to the total funds received. In the event that surplus funds are received, the Board of Directors will retain these funds for emergencies that might arise. Each year the Executive Committee of the Board of Directors will determine the distribution of these surplus funds.
- c. Insure the right of each Agency member to operate according to the contract agreed to each year between each Agency member and United Way.
- d. Insure that Individual and Business members and the general public receive full information as to the terms, extent and limitations of the contracts between the Agency members and United Way.
- e. Admit by annual contract, each Agency member to the succeeding campaign not later than August 1st of each year. Such contract shall provide that the Agency member shall not conduct any supplemental fund raising campaigns during the month of the City-wide

United Way campaign, except with the prior approval of the Board of Directors of United Way. The Board shall adhere to the provisions of this instrument and the guiding principles herein set out in entering into contracts with member Agencies except that it may take into consideration requirements of national organizations with which member Agencies are affiliated.

- f. Prepare and present an Annual Report to the members of United Way and citizens of Val Verde County.
- g. The Board shall be empowered to employ staff and commit expenditures from the general funds collected as deemed necessary in the conduct of United Way administration and campaign operation.
- h. The Board of Directors shall exercise all of the powers of the corporation; make rules and regulations to govern its meetings; approve the appointment of standing or special committees; approve or reject any gifts or donations which may be made to the corporation; deal with any happenings whatsoever which may occur which in its judgment best serves the interests of all concerned.

ARTICLE V – OFFICERS

Section 1. Officers

The officers of this corporation shall include a President, 1st Vice President, 2nd Vice President, Secretary/Treasurer, Chief Professional Officer (CPO) and/or such other officers as may be deemed necessary to carry out the function of this corporation. Officers shall be elected from the members of the new Board of Directors at a meeting immediately following the Annual Meeting. Officers shall be elected for a one-year term and may not serve in that office for more than two successive terms. Vacancies, which may arise for any reason, shall be filled by the Board of Directors.

Section 2. Duties of Officers

- a. The President shall be the presiding officer at all meetings and shall perform all duties incumbent on such office and such other duties as the Board shall direct. The President shall be an ex-officio member of all committees.
- b. The 1st Vice President shall assume all of the duties of the President in the absence or disability of the President. The 1st Vice President shall serve as chair of the Nominating Committee or appoint a chair to said committee. After fulfilling at least a one-year term and no longer than a two-year term, the 1st Vice President will succeed the President.
- c. The 2nd Vice President shall assume all of the duties of the 1st Vice President in the absence or disability of the 1st Vice President. The 2nd Vice President shall serve as chair of the Allocations Committee or appoint a chair to said committee. After fulfilling at least a one-year term and no longer than a two-year term, the 2nd Vice President will succeed the 1st Vice President.
- d. The Secretary/Treasurer shall oversee all of the financial and correspondence duties of the Chief Professional Officer (CPO).
- e. The Chief Professional Officer (CPO) shall be a paid position of the corporation with responsibility to supervise and direct the general routine work and administration of this corporation subject to the supervision and direction of the Board of Directors. The Executive Committee shall oversee the hiring and termination of the CPO. The CPO shall be bonded for the faithful performance of duties. The bond premium shall be paid by the corporation. The CPO shall render a financial report to the Board of Directors at

the Annual meeting and have all accounts audited with the results reported to the Executive Committee. All reports rendered shall show all monies received and expended and the unexpended balance. Funds may be expended only on the authority of the Board of Directors or the Executive Committee. All checks shall be signed by the CPO and counter signed by designated members of the Board of the Directors. The CPO shall be responsible for appointing an outside, annual audit of all books and financial reports.

- f. The CPO shall establish the annual schedule at the 1st Board of Directors meeting following the Annual meeting or soon after. The CPO shall keep an accurate record of all meetings of members of the Board.

ARTICLE VI - CONSTITUTIONAL COMMITTEES

Section 1. All constitutional or special committees of the corporation shall be appointed by the President, subject to the approval of the Board of Directors, and all acts of committees of this corporation shall be subject to final approval of the Board of Directors.

Section 2. Executive Committee

The members of this committee shall consist of the President, 1st and 2nd Vice Presidents, Secretary/Treasurer and Immediate Past President. The duties of this committee shall be to supervise and direct the general routine work and administration of this corporation subject to the approval of the Board of Directors. Three (3) members shall constitute a quorum.

Section 3. Nominating Committee

- a. The 1st Vice President shall serve as the chair of the Nominating Committee and shall select four (4) Board members to serve on the Nominating Committee. The Committee shall present a list of candidates for election to the Board at the Annual Meeting. Such nominations shall not prejudice other nominations for the Board being made from the floor.
- b. The Nominating Committee shall also present a list of candidates for officers for the ensuing year to be presented at the Board of Director's meeting immediately following the Annual Meeting.

Section 4. Allocations Committee

- a. It being the purpose of this organization to admit as participating Agencies only such as are approved by those who contribute to the support of this corporation, there is hereby created an Allocations Committee which shall consist of a minimum of five (5) individuals. At all times the committee membership shall be an odd number. The members of the Committee will be selected by the 2nd Vice President, who shall serve as chair unless he/she selects another member of the committee to do so. A majority of the committee shall be selected from the Board of Directors and the remaining may be selected from the community at large. In the case of a committee member also serving on the staff, as an employee, on the Board of Directors, or as a representative of a candidate Agency or participating organization, said committee member shall refrain from decisions made concerning that particular candidate Agency or participating organization.
- b. The length of the term shall be one year and shall begin in April.
- c. The authority of the committee is derived from the Board of Directors and the committee is therefore directly responsible to the Board of Directors for all actions and decisions.
- d. The duties of the committee are:

1. To review candidate Agencies' budgets, audited financial statements, annual reports, and when applicable, the quarterly reports to United Way for the purpose of accepting Agencies as participating Agencies and for making allocations for the coming year.
2. To set standards, with the approval of the Board of Directors, for admitting Agencies.
3. To establish a campaign goal that shall be presented along with the allocations of participating Agencies for Board approval.

Section 5. Campaign Committee

- a. The President shall appoint a Board member to serve as chair of the Campaign Committee and shall select other Board members to serve on the Campaign Committee..
- b. The Campaign Chair will select an Assistant Campaign Chair who shall train to serve as the Campaign Chair for the following year.
- c. The Campaign Committee will actively supervise the annual campaign under the leadership of the Campaign Chair and guidance of the CPO. The Chair shall report to the Board of Directors and the Executive Committee as required and shall provide a campaign report at the scheduled Board meetings.

Section 6. Publicity Committee

- a. The President shall appoint a Board member to serve as chair of the Publicity Committee and shall select Board members to serve on the Publicity Committee.
- b. The function of the Publicity Committee shall be to keep the public well informed throughout the year on all activities pertaining to United Way and, so far as is possible, to assist participating Agencies in doing the same, using those media which best accomplish that purpose.

Section 7. Community Impact Committee

- a. The President shall appoint a Board member to serve as chair of the Community Impact Committee and shall select at least two other (2) Board members to serve on the Community Impact Committee.
- b. The purpose of the Community Impact Committee is to develop United Way-led initiatives to accomplish the United Way mission:

ARTICLE VII - AMENDMENTS

This constitution and by-laws may be amended by a two-thirds vote of the members present at a membership meeting, provided that the proposal has been submitted in writing to all members of the Board, and that proper public notice has been given at least ten (10) days prior to such membership meeting.

* Del Rio and Val Verde County United Fund Incorporated and United Way of Val Verde County are one and the same.

** A rewrite of the Constitution was amended, approved and accepted by the Board of Directors June 30, 1999. A version of this Constitution dated 9 May 2011 was saved by CPO Cheri Green and a reformatted version saved again on 29 May 2012 by CPO Willie Braudaway.