



UNITED WAY OF GREATER TOLEDO CODE OF REGULATIONS

ARTICLE I **Information**

Section 1. Purpose. United Way of Greater Toledo, an Ohio nonprofit corporation (the "Corporation"), is organized for the purpose and powers stated in the Articles of Incorporation for the Corporation and any other powers granted by Chapter 1702 of the Ohio Revised Code, as amended, subject to any express limitations stated in the Articles of Incorporation or under Section 501(c)(3) of the Internal Revenue Code. The Corporation is operated exclusively for charitable purposes as set forth in its Articles of Incorporation, and has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Area Served. The Corporation shall serve the following portions of northwest Ohio: Lucas County, Wood County, and Ottawa County. Additional areas may, from time to time, be added or deleted by action of the Board of Directors.

Section 3. Fiscal Year. The fiscal year of the Corporation shall begin July 1 and end on June 30 of the following year. At the end of each fiscal year, the financial statements of the Corporation shall be audited by an accounting firm appointed by the Board of Directors.

ARTICLE II **Directors**

Section 1. General Powers of Directors. Except as otherwise provided in the Articles of Incorporation, or in Chapter 1702, the Board of Directors exercises the powers of the Corporation, conducts its affairs, and controls its property. The Corporation has no members. Pursuant to Ohio Revised Code Section 1702.14, the Board of Directors shall exercise the authority of the membership.

Section 2. Number of Directors
The Board of Directors shall consist of no fewer than 15 and not more than 25 including nonvoting ex officio directors. Within such parameters, the total number of directors may be set or changed by the Board of Directors from time to time.

Section 3. Qualifications
Directors shall live and/or work in the area served by the Corporation.

Section 4. Terms of Office

- a. Each Director shall hold office for a period of three (3) years. A Director may serve two (2) consecutive terms. The Board of Directors will make reasonable efforts to stagger the Directors' terms of office such that approximately 1/3 of the total number of Directors is elected each year.
- b. After serving two (2) full consecutive terms, an interval of at least one year must elapse before he/she can again be elected to the Board of Directors.
- c. If someone fills an unexpired term it does not count as a part of the 2-term limit.
- d. The President/CEO shall serve as a nonvoting ex officio Director of the organization.

Section 5. Vacancies

The Board may fill any vacancy occurring on the Board at any regular or special meeting. A person so elected will hold office for the balance of the term of the person replaced.

Section 6. Annual Meeting. The Board of Directors of the Corporation shall meet annually on such day in June year at a time and place designated by the Board of Directors for the purpose of electing such Directors as have been properly nominated by the Governance Committee.

Section 7. Regular Meetings

The Board will meet monthly as deemed necessary.

Section 8. Notice

Written notice of a Board of Directors meeting shall be provided (delivered, mailed, or sent electronically) to all members at least five (5) days before such meeting.

Section 9. Quorum and Voting.

A majority of the Directors in office shall constitute a quorum. Unless the Ohio Nonprofit Corporation Law, the Articles of Incorporation, or this Code of Regulations specifies a higher percentage, actions of the Board of Directors require the vote of a majority of Directors in attendance at a duly constituted meeting. Directors may not vote by proxy.

Section 10. Location of Meetings.

The Corporation shall hold all meetings of the Board of Directors at such time and place as the Board of Directors may determine from time to time and as may be specified in the notice. Meetings of the Board of Directors may be held either in or outside the State of Ohio or solely by means of authorized communications equipment.

Section 11. Removal.

The Board may remove any Director with or without cause. Such removal will be at a meeting for which the meeting notice states such removal as a purpose. Removal of a Director from the board requires a two-thirds majority vote of the Directors in office (excluding the Director proposed to be removed, who may not vote and is not counted in the total number).

Section 12. Attendance.

Attendance at board meetings is required. A director with three or more unexcused absences from board meetings in any calendar year may be removed by vote of a majority of the of the Directors in office (excluding the Director proposed to be removed, who may not vote and is not counted in the total number).

Section 12. Action Without Meeting.

The Board of Directors (or any committee) may take action without a meeting by unanimous written consent, which may conducted by authorized communications equipment. Actions without meeting shall be reported in writing in the minutes of the next Board meeting.

Section 13. Authorized Communications Equipment.

“Authorized communications equipment” means any communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the director involved.

With respect to meetings (but not notices or actions without meeting), authorized communications equipment must enable each director an opportunity to participate in the meeting and to vote on matters submitted to the Board of Directors, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting. Any director who uses authorized communications equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment.

With respect to notices and actions without meeting (but not actual meetings), by way of example and not of limitation, electronic mail constitutes the use of authorized communications equipment.

ARTICLE III
Officers & Committees

Section 1. General

The Board will elect separate persons to exercise the functions of the Chair, Vice-Chair, Treasurer, and Secretary.

Section 2. Qualifications

Officers shall be of legal age and shall live and/or work in the area served by the Corporation.

Section 3. Terms of Office

The officers shall hold office for a period of two years. An officer may be invited to serve another term by majority vote of the Board of Directors but is limited to two consecutive one-year terms regardless of office held. In the event of any vacancy the Board shall appoint a successor to fill the vacant office until the next regular election.

Section 4. Duties of Officers

- a. **Chair:** The Chair will preside at all meetings of the Board and chair the Governance Committee. The Chair will have the rights and duties of the president of the corporation as provided in the Ohio Nonprofit Corporation Law.
- b. **Vice Chair:** The Vice Chair will perform the duties of the Chair if the Chair is absent or incapacitated and other duties as assigned. In the case of a vacancy in the position of Chair, the Vice Chair shall fill the vacancy until the next regular election, and the Board shall appoint a new Vice Chair to fill that vacated position until the next regular election.
- c. **Treasurer:** The Treasurer chairs the Audit/Finance Committee and makes financial reports to the Board of Directors as required by the Board of Directors.
- d. **Secretary:** The Secretary will make and keep written record of Board meetings.

Section 5. President/CEO.

The Board of Directors may employ a President/CEO (who also may be referred to as the President or CEO). The President/CEO is a staff member who has the authority traditionally assigned to the chief executive officer of a corporation, or the executive director of a nonprofit corporation. Despite the title of "President," the President/CEO is not an officer and does not have the rights or duties of the president as defined in the Ohio Nonprofit Corporation Law. (See the duties of the "Chair," described above.) The President/CEO may not be a Director.

Section 6. Committees.

There shall be two (2) standing Committees: the Audit/Finance Committee and the Governance Committee. The Board of Directors may form and dissolve other committees in its discretion from time to time. The Board of Directors may delegate powers to, appoint individuals to, or remove individuals from committees in its discretion from time to time.

ARTICLE IV **Board Designated Fund**

Section 1. Preamble. The Corporation considers the Board Designated Fund to be a key strategic asset of the Corporation. While the Board Designated Fund is technically an unrestricted fund for legal and accounting purposes and is not segregated from other assets of the Corporation, the Corporation has enacted the limitations in this Article VIII to honor the original intent of the principal donors to the Board Designated Fund, as part of the Corporation's stewardship of this strategic asset in the long-term best interests of the Corporation, its charitable mission, and the communities it serves.

Section 2. Investment. The Corporation shall invest the Board Designated Fund in accordance with its investment policy as it may exist from time to time.

Section 3. Allocations. The Board of Directors shall allocate an amount from the Board Designated Fund each fiscal year, of at least three percent (3%) but no more

than six percent (6%) of the market value of the Board Designated Fund available as of the end of the preceding fiscal year, as calculated in the Investment Policy Statement of the Board Designated Fund, to:

- (a) Provide financial stability and promote continuity of operations for the Corporation;
- (b) Ensure maximum effective allocation of contributed campaign funds; and
- (c) Permit the Corporation to invest in programs and projects for far-term benefits without curbing near-term funding of operations;

The Board of Directors may allocate an amount in excess of six percent (6%) in any fiscal year, only if the Board of Directors reviews the distribution in light of the factors set forth in ORC Section 1715.52 (Uniform Prudent Management of Institutional Funds Act) and document its consideration under those factors in the minutes of the Board of Directors.

Section 4. Voting Requirements. An annual allocation within the range specified in Section 3 of this Article VIII must be approved by the vote of a majority of the Directors then in office. An annual allocation outside such range must be approved by the vote of two-thirds (2/3) of the total number of Directors then in office.

Section 5. Amendment. The vote of at least two-thirds (2/3) of the total number of Directors then in office is required to amend this Article VIII.

ARTICLE V **Indemnification**

Section 1. Mandatory Indemnification. In accordance with and to the full extent permitted by the Ohio Nonprofit Corporation Law at the time of the adoption of this Code of Regulations or as amended, the Corporation shall indemnify each person who at any time is or was a director or officer of the Corporation with respect to acts or omissions during his or her period of service to the Corporation.

Section 2. Permissive Indemnification. The Corporation may, in the discretion of the Board of Directors and to the extent permitted by the Ohio Nonprofit Corporation Law, indemnify other individuals, such as employees or agents. This Article V does not limit other rights to which any director, officer, employee, agent or other person may be entitled in any capacity, as a matter of law or under any regulation, agreement, action of the Board of Directors or otherwise.

Section 3. Liability Insurance. The Board of Directors may authorize the Corporation to purchase and maintain liability insurance on behalf of directors, officers, and other potential indemnitees.

ARTICLE VI
CONFLICTS OF INTEREST

All Directors and Officers shall comply with the Conflict of Interest Policy of the Corporation, as it may exist from time to time. Additionally, each Director and Officer upon request will sign an annual statement certifying he or she is aware of and in compliance with the Conflict of Interest Policy.

ARTICLE VII
RULES OF ORDER

Robert's Rules of Order, Revised, shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, this Code of Regulations, the Ohio Nonprofit Corporation Law, and other laws governing this Corporation. Notwithstanding the foregoing, no resolution or action of the Board of Directors or any committee will be invalidated because of a failure to observe Robert's Rules of Order.

ARTICLE VII
MISCELLANEOUS

Section 1. Corporate Seal

This Corporation shall have no corporate seal.

Section 2. Authority to Borrow, Encumber Assets

No director, officer, agent, or employee of this corporation shall have any authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real or personal property, except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific purposes.

ARTICLE IX
Amendment

The Board by a two-thirds vote of the Directors in office may amend this Code of Regulations by adopting a resolution setting forth the amended Code of Regulations at any meeting of the Board if notice of the meeting and the proposed amendments have been duly given. A complete review of this Code of Regulations will be conducted by the Board every three (3) years; provided, however, that no resolution or action of the Board of Directors or any committee will be invalidated because of a failure to timely review this Code of Regulations.

CORPORATE RESOLUTION

THIS IS TO CERTIFY: That at a special meeting of the members of the United Way of Greater Toledo was duly called and held on October 21, 2015, at which the following resolution was duly adopted:

RESOLVED, that the attached Amended and Restated Code of Regulations of United Way of Greater Toledo, dated October 21, 2015, were adopted by the Board of Directors as the Code of Regulations of the Corporation, and have replaced, in their entirety, the former Code of Regulations of the Corporation, last amended on November 14, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name as of October 21, 2015.

Karen R. Mathison, President/CEO

Linda Ewing, Board Chair