

**AMENDED AND RESTATED BYLAWS
OF
UNITED WAY OF THE PIEDMONT, INC.**

AS ADOPTED

March 12, 2020

ARTICLE I

NAME & DURATION

The name of this corporation shall be United Way of the Piedmont, Inc. (the “Corporation”), organized and existing under the laws of the State of South Carolina. The period during which United Way of the Piedmont, Inc. is to continue as a corporation is intended to be perpetual.

ARTICLE II

PURPOSE(S)

Section 1.

The mission of the Corporation shall be to connect, engage, and inspire people to transform our community.

Section 2.

The vision of the Corporation shall be that people live united as an educated, financially stable, and healthy community

Section 3.

The Corporation will accomplish its mission through the following:

- a) Assessing community needs on a continuing basis seeking solutions to human problems; assisting in the development of new or the expansion/modification of existing human service programs; promoting preventive activities; and fostering cooperation among local, state and national agencies serving the community.
- b) Obtaining and effectively allocating leadership and financial resources, both public and private, needed to improve our community.
- c) Receiving gifts from donors and applying their gifts in accordance with instructions of the donor consistent with the mission and objectives of the corporation.
- d) Encouraging and facilitating volunteerism in keeping with the organization’s priorities.

- e) Engaging in public policy and special issue advocacy in keeping with the organization's priorities.
- f) Connecting partner agencies and other community organizations and to develop community support and commitment.
- g) Communicating and connecting to the residents of Spartanburg, Cherokee and Union Counties concerning United Way goals, objectives, and community needs.
- h) Employ any other appropriate strategy to accomplish the mission and objectives of United Way of the Piedmont.

Section 4.

The Corporation shall not participate or intervene in, any political campaign on behalf of any candidate for public office.

Section 5.

No part of the net earnings of the Corporation shall inure to the benefit of any private stakeholder or any individual. The property of the Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the Corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE III

BOARD OF DIRECTORS

Section 1.

The affairs of this Corporation shall be under the control of a Board of Directors consisting of 25-34 persons, none of whom shall be financially compensated for their service. The Board of Directors shall be comprised of a minimum of 25 members representing Spartanburg County and it is recommended that there be 4 members representing Cherokee County and 3 members representing Union County. Employees and persons who receive a direct benefit from an organization that receives financial support from the Corporation are not eligible for service on the Board of Directors.

Section 2.

No Director shall serve more than two (2) consecutive three (3) year terms. A person may be eligible for re-election to the Board of Directors after a one-year absence. However, if a

Director is elected an officer of the Corporation, the six-year limitation of consecutive service shall not apply.

Section 3.

Election of new board members, each of whom shall be nominated by the Governance Committee, shall be conducted during the final regular board meeting of the Corporation's fiscal year. All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death or otherwise, may be filled by a majority vote of the remaining Directors at any scheduled or special meeting.

Section 4.

Any member of the Board of Directors who is absent from two (2) consecutive regularly scheduled meetings during a calendar year may be contacted by the Chair of the Board of Directors to determine if there are extenuating circumstances that temporarily prevent such Director from attending meetings or to determine if he/she would prefer not to continue as a Director.

Section 5.

Any officer or Director may resign by giving written notice to the Board of Directors. Any such resignation shall take effect upon receipt of such notice, or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or Director, whose actions or performance are in conflict with the bylaws of the Corporation may be removed by an affirmative vote of the majority of the remaining Directors, and such vote may be taken at any regular or special meeting of the Board of Directors.

ARTICLE IV

MEETINGS, NOTICES, QUORUMS & ACTIONS TAKEN BY THE BOARD OF DIRECTORS

Section 1.

There shall be an Annual Meeting each year at such a time and place as the Board of Directors shall reasonably determine, for the purpose of reporting on the activities and finances of the Corporation and transacting any other business as may properly come before the Board of Directors.

Section 2.

Special meetings of the Board of Directors may be called by the board chair, any officer or by any five Directors. The notice of special meeting shall contain a statement summarizing the purpose of the meeting and the business transacted at all special meetings shall be confined to the subject matter contained in the notice and matters related thereto.

Section 3.

Notice of any meeting shall include the purpose(s), date, time and location. Notice can be sent by regular mail, electronic means or hand delivered.

Section 4.

Forty (40%) percent of the total number of elected Board members shall constitute a quorum. Board members may attend any meeting of the Board of Directors by telephone or electronic means, and such attendance and any vote so cast shall be as if such Board member was physically present at the meeting.

Section 5.

Except when a greater affirmative vote is required by these Bylaws, if a quorum is present, any action by affirmative vote of a majority of the Directors present or by proxy shall be the action of the Board of Directors. Proxy votes shall include written assignments in advance or electronic vote by the member.

Section 6.

Meetings of the Board of Directors of the Corporation shall be held at least quarterly and additional meetings may be held on the call of the board chair.

Section 7.

In addition to the powers by these Bylaws expressly conferred upon them, the Board of Directors of the Corporation may exercise such powers and do such lawful acts and things in furtherance of the goals and objectives of the Corporation.

ARTICLE V

OFFICERS**Section 1.**

The Board of Directors shall appoint a President and Chief Executive Officer of the Corporation, and may from time to time appoint such other officers as it deems necessary and prudent. The President and Chief Executive Officer, or in his/her absence an alternate as appointed by the Board of Directors, shall manage the day to day operations of the Corporation in keeping with the mission, vision and strategic direction established by the Board of Directors.

Section 2.

The officers of the Board of Directors of the Corporation shall be the Board Chair, Board Chair-Elect, Immediate Past Chair, and Secretary/Treasurer. The Board Chair and the Secretary/Treasurer will be elected to serve a two-year term. All officers shall be elected by a majority vote of the Board of Directors.

Section 3.

The Chair shall preside at all meetings of the Board of Directors and shall perform the duties customarily assigned a presiding officer. The Chair will chair the Management Committee of the Board.

Section 4.

The Chair Elect, and in the Chair Elect's absence the Immediate Past Chair, shall assume the duties of the Chair in the temporary absence of the Chair of Board. If the Immediate Past Chair is no longer a member of the Board of Directors, the Secretary/Treasurer shall assume the duties of the Chair in his/her temporary absence.

Section 5.

The Secretary/Treasurer shall cause appropriate minutes of all meetings to be kept. The Secretary/Treasurer shall cause notice to be given of all meetings when notice is required by these Bylaws or by law, and, if required by resolution at any annual or special meeting, shall give notice of meetings of committees or of the Board of Directors.

The Secretary/Treasurer shall supervise the handling of the funds of the Corporation. He/She shall chair the Finance Committee of the Board and will monitor the control, receipt, disbursement and custody of all assets of the Corporation. The Secretary/Treasurer shall assist in the preparation of the annual budget and make financial information available to the Board and to the public when appropriate. He/She shall exercise such other powers and perform such other duties as may be assigned by the Chair of the Board or Board of Directors.

Section 6.

The Board of Directors may create and appoint such other officer position(s) of the Board of Directors as it deems necessary and prudent and not in contravention of these Bylaws or any applicable laws.

Section 7.

In the case of a vacancy in any of the offices described or authorized in Section 1 or Section 2 of this Article V, whether caused by failure to appoint, resignation, death or otherwise, such vacancy may be filled by a majority vote of the Board of Directors at any regular or special meeting. Such officers so appointed to fill vacancies shall serve until the end of the then current term.

ARTICLE VI

COMMITTEES

Section 1.

There shall be eight standing committees of the Board of Directors: (1) the Management Committee, (2) the Finance Committee, (3) the Audit Committee, (4) the Resource Development Committee, (5) the Community Impact Committee, (6) the Marketing Committee (7) the Governance Committee, and (8) the Advocacy Committee. Each committee shall meet no less than two times per year. Committee chairs will be appointed from the Board of Directors by the Chair of the Board. Non-Board members shall be permitted to serve on the Marketing, Community Impact, Resource Development, and Advocacy Committees. The members of the Committees shall be appointed by the Chairman of the Board and the Corporation's President and CEO. Regular minutes of the proceedings shall be kept and reported to the Board of Directors. The Corporation's President and CEO shall be an ex-officio member of all standing committees. The Corporation's Vice President of Resource Development shall be an ex-officio member of the Resource Development Committee; the Corporation's Vice-President of Community Impact shall be an ex-officio member of the Community Impact Committee; and the Corporation's Vice President of Engagement shall be an ex-officio member of the Advocacy Committee.

- a. The purpose of the Management Committee is to provide oversight to all committees. It will have the responsibility of implementation of Article II of these Bylaws. The Management Committee shall consist of the Board Chair, Board Chair-Elect, Immediate Past-Board Chair (during the year immediately following his/her service as Board Chair), Secretary/Treasurer, Resource Development Chair, Community Impact Chair, Marketing Chair and Governance Chair. The Board Chair shall have the option of appointing one or more additional members to the Management Committee from the Board of Directors as he/she sees fit.
- b. The purpose of the Finance Committee is to provide oversight of the financial activities of the Corporation. It is also to review the implementation of Article II, Section 3 (c) of these Bylaws.
- c. The purpose of the Audit Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by monitoring the integrity of the financial reporting processes, monitoring the independence and performance of the Corporation's independent auditors and providing an avenue of communication among the auditors, management and Board of Directors.
- c. The purpose of the Resource Development Committee is to ensure adequate financial resources are available to conduct the business of the Corporation. It shall develop and oversee all Resource Development items including but not limited to the annual campaign, grant and other revenue streams as identified. The Resource Development Committee may consist of representatives involved in generating revenue from corporate, individual, government and private grants, affinity groups, planned giving and special initiatives as identified. The Board Chair may appoint volunteers to serve on the committee to facilitate the functions of the Resource Development Committee and to review compliance with Article II, Section 3 (b) of these Bylaws.

- e. The purpose of the Community Impact Committee is to review the implementation of Article II, Section 3 (a), (b), (d), (e), (f), and (h) of these Bylaws.
- f. The purpose of the Marketing Committee is to review the implementation of Article II, Section 3 (g) of these Bylaws.
- g. The purpose of the Governance Committee is to be responsible for the review, maintenance and enforcement of the Bylaws of the Corporation. In addition, the Governance Committee will serve as a nominations committee for Board membership and provide information and instruction related to Board ethics. The committee will review and study the structure of the board, board assignments and committees as needed.
- h. The purpose of the Advocacy Committee is to review the Corporation's efforts to leverage its extensive network within the non-profit community in an effort to promote systemic change within its service area in education, financial stability and health through public policy advocacy.

Section 2.

The Board Chair may from time to time appoint special committees as authorized by the Board of Directors made up of volunteers and at least one Director. All acts of such special committees or task forces shall be subject to approval of the Board of Directors. The chairs of special committees who are not already serving on the Board of Directors shall be eligible to attend and advise at all meetings of the Board of Directors where matters related to the work of the special committee are to be addressed.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30. Provided, however, that commencing April 1, 2020, the fiscal year of the Corporation shall be April 1 through March 31.

ARTICLE VIII

NONDISCRIMINATION

The officers, Directors, committee members, and employees of the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, gender, race, religion, disability or national origin.

ARTICLE IX

CONFLICT OF INTEREST

Board members are required to disclose potential or perceived conflict(s) of interest. A board member may not vote on community impact funding decisions for any nonprofit organization on which he/she actively serves. The Board Chair and Community Impact Committee Chair shall not simultaneously serve on the board of any other organization which receives community impact funding from the Corporation unless the Board, upon an appropriate motion, affirmatively acts to waive this restriction.

ARTICLE X

SEAL

The seal of the Corporation shall be circular in form and shall bear the name of the Corporation, the words "United Way of the Piedmont, Inc."

ARTICLE XI

INDEMNITY OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1.

The Corporation shall indemnify and save harmless all Directors, officers, employees or agents of the Corporation against liability and expenses arising from his/her acts or omissions in conjunction with the performance of his/her duties on behalf of the Corporation to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended and this provision shall be construed in order to accomplish that result.

Notwithstanding the above, the Corporation shall have no obligation to indemnify any person for liability or expenses arising from or related to acts or omissions which are outside the scope of his/her duties with the Corporation.

Section 2.

The right of indemnity described in Section 1 of this Article XI shall inure to the estate, executor, administrator, heirs, legatees, or devisees of any person entitled to indemnification hereunder.

Section 3.

The Corporation shall have the authority to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of the Corporation, against liability and expenses asserted against him/her and incurred by him/her in

any such capacity, or arising out of his/her status as such, whether or not the Corporation would have power to indemnify him/her against liability and expenses under applicable law.

ARTICLE XII

AMENDMENTS

New bylaws may be adopted, or these Bylaws may be amended, waived, altered, or repealed at any meeting of the Board of Directors by a majority vote of the entire number of Directors as of the date of said meeting. Notice of such meeting, including the proposed amendments, shall be provided to each Director at least ten days in advance.

Approved at the _____, 2020 meeting of the Board of Directors.

Board Chair

Date_____

Secretary/Treasurer

Date_____