

ARTICLE I - OFFICES

Sec. 1: Principal Office

The principal office of the Corporation shall be located in the City of Port Lavaca, County of Calhoun, State of Texas.

Sec. 2: Registered Office

The Corporation shall have and continuously maintain in Calhoun County in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Nonprofit Corporation Act. The address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II - DURATION

The period during which this corporation is to continue as a corporation is perpetual.

ARTICLE III- GOALS

Sec. 1: Goals

The goals of the United Way of Calhoun County shall be:

- a) To promote the general welfare of Calhoun County by encouraging cooperation and planning among the citizens through its civic, charitable, benevolent and social welfare agencies;
- b) To promote economy and efficiency in all such agencies, to prevent duplication of effort among them, and to combine and coordinate into a single organization all fund raising activities of such agencies;
- c) To advise in the undertaking of new works by existing agencies and the formation of new agencies;
- d) To create and continue a fund, collected annually by special gifts, bequests and receipts from other sources, which funds will be disbursed in accordance with these Bylaws, for the expenses, maintenance and support of the participating member agencies and such other proper purposes as may be determined.

Sec. 2: Nonprofit Status

The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Laws.

ARTICLE IV- BOARD OF DIRECTORS

Sec. 1: General Powers

The affairs of the Corporation shall be managed by its Board of Directors. Directors shall be willing to serve on at least one (1) Management Division Committee upon request or shall be an officer of the Corporation.

Sec. 2: Number and Attendance

The number of Directors shall not exceed twenty-five (25). Each new member of the Board of Directors shall be nominated and elected at any regular board meeting. After three (3) unexcused absences a board member may be removed from office.

Sec. 3: Meetings

The Board of Directors shall meet at a time and day agreed upon by a majority of Directors at a place within Calhoun County.

Sec. 4: Special Meetings

Special meetings of the Board of Directors may be called by the President or not less than one-fourth (1/4) of the Directors. The Officer or Directors calling the Special Meeting shall designate the place and time there of which shall be reasonably convenient.

Sec. 5: Notice of Meeting

Written or oral notice stating the place, date, and hour of any regular or special meeting of the Board of Directors shall be delivered, either personally, by telephone, by mail, or electronically, to each Director entitled to vote at such meeting not less than forty-eight (48) hours prior to the hour of such meeting by or at the direction of the Officer or Director calling same. The purpose of any special meeting of the Board of Directors must be specified in the notification of meeting, and no other business may be considered.

Sec. 6: Waiver

Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Sec. 7: Quorum

One third (1/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Sec. 8: Manner of Acting

The act of a majority of the Directors present, at a meeting at which a quorum is present, shall be the act of the Board of Directors unless the act of a greater number is required by law or by these bylaws. A member of the Board of Directors may send a representative to the meeting to exchange information, but the representative will not have authority to vote.

The Board of Directors shall keep regular minutes of its proceedings.

Sec. 9: Electronic Voting

Any action required or permitted to be taken at a meeting of the board of directors or of the executive committee may be taken without a meeting via electronic mail or fax, provided a majority of the board or executive committee members consent to the action being taken by ballot. The deliberation period for all board action undertaken without meeting will be defined by the person transmitting the ballot and will be no less than one week from the date of transmission. The person charged with transmitting the ballot will provide a statement for the minutes stating that all voting members were issued the notice and ballot along with the date and time of transmission. The results of such action without meeting will be filed with the minutes of proceedings of the board. Such consent shall have the same force and effect as a unanimous vote.

Sec. 10: Vacancies

Any vacancies occurring on the Board of Directors shall be filled by a majority of the remaining Directors.

Sec. 11: Removal

A member of the Board of Directors may be removed for cause by a majority vote of the Board of Directors.

ARTICLE V- OFFICERS

Sec. 1: Officers

The Officers of the Corporation shall be a President, Vice President, Secretary, Treasurer and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers as it shall deem desirable, such Officers having the authority to perform the duties prescribed from time to time by the Board of Directors. No two offices may be held simultaneously by the same person. No person shall hold the same office in the Corporation for more than two (2) consecutive terms except in the offices of Secretary and Treasurer.

Sec. 2: Leadership Succession and Terms of Office

A Nominating Committee shall annually select and recommend a Board Secretary, Treasurer and Board Vice President for election by the Board of Directors and shall hold office for one (1) year. The Campaign Co-Chair moves to Campaign Chair. The Campaign Chair and Co-Chair serve for one year. The Campaign Chair moves to Board President and can be elected for an additional term, not to exceed two terms. The Board President moves to Past President.

Sec. 3: Removal

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation would be served thereby.

Sec. 4: Vacancies

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

Sec. 5: President of the Board

The President of the Board shall be the principal officer of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/s he may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or be granted by statute to some other Officer or agent of the Corporation; and, in general, he/she shall perform all duties incident to the office of President of the Board and such other duties as may be prescribed by the Board of Directors from time to time. He/she shall be an ex-officio member of all management divisions and board-appointed committees.

Sec. 6: Vice President of the Board

In the absence of the President of the Board or in the event of his/her inability or refusal to act, a Vice President of

the Board shall be appointed to perform the duties of President of the Board, and when so acting shall have all the powers of and be subject to all the restrictions upon the President of the Board.

The Vice President of the Board shall perform such other duties as from time to time may be assigned to them by the President of the Board or by the Board of Directors.

Sec. 7: Treasurer

The Treasurer shall, at the direction of the Board, set the overall financial policy of the Organization and shall perform oversight functions and such other duties as may be assigned to him or her from time to time by the Board with respect to the financial matters of the Organization and render to the Board of Directors, whenever requested, a statement of the financial condition of the Organization and all his or her transactions as Treasurer.

Sec. 8: Secretary

The Secretary shall keep or cause to be kept the minutes of the meeting of the Board of Directors.

Sec. 9: Executive Director

The Executive Director is responsible for the day to day operations of the office and shall see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of all Corporate records and of the seal of the Corporation and affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each member, Director and Officer of the Corporation which shall be furnished by the Secretary, to any Trustee or Officer; and in general, perform all duties incident to the office of Executive Director, and such other duties as from time to time be assigned to him/her by the Executive Committee or the Board of Directors.

Sec. 10: Immediate Past President of the Board

As an officer of the Corporation, the Immediate Past President shall provide continuity in leadership, consultation and continuing support of the Corporation and shall perform other duties as may be prescribed from time to time by the Board of Directors.

Sec. 11: Other Officers

Other Officers, if any, shall perform such duties as shall be assigned to them by the Executive Committee of the Board of Directors.

ARTICLE VI- COMMITTEES

Sec. 1: Executive Committee Constituency

The Executive Committee members shall be the Officers of this Corporation: President, Vice President, Secretary, Treasurer, and Past President of the Board of Directors; and, as ex-officio, the Executive Director.

Sec. 2: Executive Committee Authority

Between meetings of the Board of Directors, the Executive Committee shall have and exercise the authority of the Board of Directors in the management of this Corporation. All actions of the Executive Committee shall be consistent with policies adopted by the Board of Directors and shall be reported at the next meeting of the Board of

Directors. The designation and appointment of any such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed on it or him/her by law.

Sec. 3: Executive Committee Vacancies

Any vacancies on the Executive Committee shall be automatically filled by the election of the Officer by the Board of Directors and shall herein be constituted as a member of the Executive Committee.

Sec. 4: Campaign Committee

The Campaign Committee shall consist of the Campaign Chairperson and the Campaign Division Chairpersons, appointed by the Board and such additional persons the Campaign Committee may name.

Sec. 5: Nominating Committee

A Nominating Committee will be appointed annually by the Board of Directors to fill any director vacancies. Total membership on the Committee shall be no more than five (5) and no less than three (3), whom shall be members of the Board of Directors.

Sec. 6: Budget and Allocations Committee

The Budget and Allocations Committee shall consist of not less than five (5) representatives from the Board of Directors and the community, appointed by the Board. A member of the Budget and Allocations committee shall not be a member of the Board of Directors of any applying or member agency.

Sec. 7: Publicity Committee

The Publicity Committee shall consist of three (3) or more directors appointed by the Board.

Sec. 8: Finance Committee

The Finance Committee shall consist of three (3) or more directors appointed by the Board.

Sec. 9: Other Committees

Other committees may be appointed as needed by the President with the approval of the Executive Committee. When such committees are appointed, the Board will be notified at the next Board meeting.

Sec. 10: Term of Office

Each member of a committee shall hold office from the date of his/her appointment until the end of the term of office of the current president.

Sec. 11: Vacancies

Vacancies in the membership of any committee may be filled by appointments made by the President with the approval of the Executive Committee.

Sec. 12 : Quorum

A majority of the whole committee shall constitute a quorum and the act of a quorum shall be the act of the committee.

ARTICLE VII- CONTRACT, CHECKS, DEPOSITS, AND FUNDS

Sec. 1 : Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract, to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Sec. 2: Check, Drafts, etc.

All checks, drafts, or order for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such resolution then such instruments shall be signed by any two (2) of the following: Treasurer, President, Vice President, Secretary, and Executive Director.

Sec. 3: Deposits

All funds of the Corporation shall be deposited, in a timely manner, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Sec. 4: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII- BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account; in compliance with the laws of the State of Texas, including but not limited to Texas Nonprofit Corporations Act; shall keep minutes of the proceedings of its Board of Directors and Executive Committee and any other committee having authority of its Board of Directors; and shall keep at the registered or principal office a record giving the names and addresses of the Directors entitled to vote.

ARTICLE IX- FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of April, and end on the 31st day of March in each year.

ARTICLE X- SEAL

The Board of Directors shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and the words "Corporate Seal". The use of such seal on a document is not required to make it legally binding on the Corporation.

ARTICLE XI- NON-DISCRIMINATION

Members, Trustees, Officers, employees, agents, and clients of this Corporation shall be selected without discrimination by reason of race, color, religion, sex, marital status, national origin, age, or handicapping condition.

ARTICLE XII- SPECIAL PROVISIONS

No part of the net earnings of this Corporation shall inure to the benefit of any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the owner, 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 to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) and 509 (a) (1), (2), or (3) of the Internal Revenue Code of 1954.

ARTICLE XIII- AMENDMENTS OF BY-LAWS

The Board of Directors shall have the power to alter or amend the Bylaws of the Organization by a majority vote of the entire Board with such amendment to be immediately effective and continue in effect until altered or repealed.