

Bylaws and Articles of Incorporation

2022 Revisions

Purpose of This Document: This document provides an at-a-glance picture of substantive revisions to the Bylaws of Indiana United Ways.

Impetus for Revisions: The primary reasons for updating the Bylaws and the Articles of Incorporation were to (1) ensure these documents align well and (2) ensure these documents reflect actual practices.

Revision Process: Revisions were begun in 2021 during Jonathan Weinzapfel's tenure as IUW's Interim CEO; revisions were completed through a task force led by IUW Board member John Niederman and organized by IUW President and CEO Michael Budd. IUW staff supported the process. The task force met regularly from April through October and four practicing attorneys were consulted at various stages.

Additional task force members included:

- Karen Pipes (IUW Board Chair)
- Jonathan Weinzapfel (IUW Board)
- Kirk Klaubunde (IUW Board)
- Kim Burgess (United Way of South Central Indiana)
- Jenni Marsh (Heart of Indiana United Way)
- Tonja Stokes (IUW Staff)
- Brian Lohsl (IUW Staff)

Bylaws Revisions:

- **Major Goals and Guiding Principles**
 - **Removed** based on recommendation of counsel because content was not appropriate to the document.
- **Membership approval requires IUW Board approval**
 - **Removed** in order to reflect current practice, which does not utilize Board vote to affirm membership
- **Membership suspension, termination or reinstatement (after suspension or termination)**
 - **Added** a qualifier that a Member organization in good standing cannot be removed without Board approval. Previously, there was no such clause protecting Member United Ways in good standing from removal from the Membership roster.
- **Voting rights for Members**
 - **Added** clarification that membership is organizational and voting is reserved for the CEO/Executive Director or an approved designee (in the case of absence of a CEO/ED). The previous version of the Bylaws did not define who from a member organization could vote.
 - **Clarified** votes needed for meetings of the membership as this did not exist in previous version of the Bylaws: a quorum is 1/3 of the Member United Ways in good standing; a simple majority is required to pass/decline a measure.
 - **Preserved** provision that Member United Ways in good standing must vote to adopt/amend bylaws.

- **Member Representation on the Board of Directors**
 - **Preserved** a provision that calls for 20% of the IUW Board to be comprised of representatives of local United Way Member Organizations in good standing (“Volunteer-Professionals”); **Added** a provision that allows for no fewer than 20% of the Board to be comprised of those directly associated with a United Way (“Volunteer-Associated”).
- **Terms of Office**
 - **Added** a provision that limits the consecutive terms a Director of the Board may serve as Chair/Vice-Chair.
- **Committees of the Board (specific to the Bylaws)**
 - **Changed** the Nominations Committee to a Governance Committee so that the tasks of each are now taken up by the same group of individuals.
 - **Aligned** the Executive, Governance, and Finance Committees to the (pending) Charters for these Committees to the Bylaws.
 - **Aligned** Finance Committee to current practice, which allows for non-IUW Board members to serve on the Committee.
- **Indemnification**
 - **Aligned** Indemnification clause language to IUW’s Directors and Officers (insurance) policy.
- **Miscellaneous**
 - *Dues*
 - **Clarified** that the payment schedule for dues will be set by Board policy; previously the Articles called for dues to be paid in advance of the upcoming year by December of the current year.
 - *Action Without Physical Meeting*
 - **Aligned** the requirements to reflect Indiana Code for both Directors of the Board and Members or an organization. In the past, it was unclear whether how many votes would be needed to pass/decline a measure. In short, (electronic) votes of the Board must be unanimous and (electronic) votes of Members must be a majority.

Articles of Incorporation Revisions:

IUW’s Articles of Incorporation had not been revisited as a holistic document since the 1990s. For that reason, the task force, with advice from counsel, determined that it would be in the best interest of the Organization to file Amended and Restated Articles of Incorporation. In essence, this represents the submission of a “clean,” comprehensive copy of the Articles of Incorporation that will be submitted to the State. The following list reflects the substantive changes made to file Amended and Restated Articles of Incorporation.

- **Various classes of Members**
 - **Removed** classes of members (individuals, corporations, all other nonprofits) to further restrict membership (and voting rights) to either local United Way Member organizations in good standing and Directors of the Board. This action follows precedent that the Board set in 2020 to focus membership benefits solely on United Ways serving Indiana counties.
- **Sub-segment Ratios for Board Composition**
 - **Removed** specific requirements for the Board to be comprised of a specific number of individuals from various sub-segments or sectors (representation from Congressional districts, for example). The only Articles-defined composition relates to the number of Professionals, Volunteer-Associated, and Volunteer Member-At-Large designations. This allows the Board to have more flexibility in determining which segments/sectors need should be reflected on the Board.

- **Membership Dues**
 - **Removed** provision that requires all Member organizations to pay dues for the upcoming year by December of the current year. The schedule for dues payments will become a policy of the Board and reflective of historical IUW practice, which allows some Member United Ways to make payments for dues.

- **Miscellaneous**
 - *Staggered Terms*
 - **Removed** reference to staggering terms per each 1/3 of the Board; this language was reflective of IUW's incorporation year and is no longer relevant
 - *Financial Carryover*
 - **Removed** information about carryover funds from IUW's incorporation year as this information is neither relevant nor necessary