

UNITED WAY OF TAYLOR COUNTY, INC.

BOARD & COMMITTEE BYLAWS

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# NAME

The name of this corporation is the “United Way of Taylor County, Incorporated.” For the purposes of this document, this corporation may also be referred to as UWTC.

# PURPOSE

The purpose is to engage people to improve lives and change community conditions. We do this by mobilizing individuals and organizations to give, advocate and volunteer to help children succeed, families to be healthy and financially stable, and to provide a safety net for basic needs.

To do this we will:

* To participate in a worldwide social movement, and thereby mobilize Taylor County communities —to give, advocate and volunteer to improve the conditions in which they live.
* Galvanize and connect all sectors of society—individuals, businesses, non-profit organizations and governments—to create long-term social change that produces healthy, well-educated and financially stable individuals and families.
* Raise, invest and leverage campaign goals annually in philanthropic contributions to create and support innovative programs and approaches to generate sustained impact in local communities.
* Hold ourselves accountable to this cause through our steadfast commitment to continually measure—in real terms—improvements in education, income and health.

## Nonprofit Status

UWTC 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.

## Nonprofit Corporation

UWTC is a nonprofit corporation in the State of Wisconsin and subject to the laws of the state and may exercise all powers granted to Wisconsin Nonprofit Corporations by Chapter 181 of Wisconsin Statutes.

# MEMBERS

## Members Defined

Every individual, firm, association, and corporation who makes a contribution to, or for the benefit of, this corporation shall automatically become a member of this corporation and remain a member for the period of one (1) year immediately following his/her contribution. In addition, each member of the Board shall automatically upon his/her election, become a member of the corporation and remain a member of the corporation during his/her term of office.

## Voting and Other Rights

Each member shall have one vote. Members may not vote by proxy; buy may vote only if in attendance at a meeting. No member shall have any right, title, or interest, legal or otherwise, in or to the corporate property, or in or to any gifts or contributions to this corporation.

## Quorum

The presence in person of twenty Members shall constitute a quorum at all meetings of Members for the election of The Board or for the transaction of other business except as otherwise provided by law.

## Notice of Meetings

Notice of any annual or special meeting of members shall be given as follows:

1. By mailing or emailing to each member of the Board notice of the meeting at least ten (10) days in advance of the meeting; and
2. Publicizing through the news media at least ten (10) days in advance of the meeting an announcement stating time, place, and general nature of the meeting

## Annual Meeting

The annual meeting of the members of the corporation shall be held during the first quarter of the calendar year at a time and place determined by the President. At the annual meeting, directors shall be elected, the annual report of officers shall be presented, and any other business transacted which is within the power of the members.

## Special Meeting

Special meetings of members may be called at any time by the President or by the Board, and shall be called by the President upon written request to him/her five (5) directors stating the purpose of the meeting. Such meetings shall be held at a time and place designated by the President.

## Minutes

Minutes of the annual meeting will be taken, reviewed, and approved by the members. Minutes of the annual meeting will be made available for public inspection.

# BOARD OF DIRECTORS

## Duties

The management and administration of this corporation shall be by a Board of Directors consisting of no less than five (5) and no more than nineteen (19) elected members, plus such ex-officio or honorary directors as may be provided for in these Bylaws, or as the Board of Directors may, from time to time, determine.

## Board Membership

One-third (1/3) of the authorized number of directors shall be elected each year at the annual meeting of members for terms of two years each, from and after the date of the annual election and until their successors have been elected and qualified.

The Governance and Nominating Committee may provide nominations for Board members and officers. The Committee shall nominate for election of directors at least the number of persons necessary to fill the regular vacancies, which occur each year in the Board. Such nominations shall be made and filed with the Secretary of the corporation and open to public inspection at least ten (10) days before the time fixed for election Nominations of persons in addition to those placed in nomination by the Committee may be made from the floor by any member of the corporation at the annual meeting of members.

The Governance and Nominating Committee, in preparing its slate, should give consideration to the geographic, social, economic, and other facets of community life. All persons elected shall represent the givers of this county and not the particular interest of any agency, organization, or association.

1. A director can serve three (3) full terms of two (2) years each, or until a successor is appointed.
2. All vacancies occurring in the Board shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor and until his/her successor shall have been elected and qualified.
3. The immediate past President shall be a voting member of the Board of Directors and the Executive Committee.

## Powers and Duties

The business and affairs of UWTC shall be under the supervision of a board of directors. The Board of Directors (“The Board”) shall have the control and management of the affairs and property of UWTC. The Board shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of UWTC assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Board may delegate certain of their duties to the officers and committees of UWTC. In addition to the powers expressly conferred upon them by these Bylaws, the Board may exercise such powers and do such lawful acts and things as are not otherwise limited by these bylaws.

## Number, Term of Office, and Election

1. The Board shall consist of at no more than nineteen persons broadly representative of Taylor County and consistent with the nondiscrimination statement in Article XI, Section 1.
2. Board members are elected for two-year terms. Members of the Board shall be elected by the Members of the corporation in accordance with Article IV. Terms start in March during the annual meeting and conclude in March, two years later.
3. Any board member who serves three (3) consecutive two-year terms shall be ineligible for reelection as a trustee until a minimum of one year has elapsed after expiration of the third term. Notwithstanding the foregoing limitation on Board terms, any board member who has served three consecutive two-year terms may be reelected to fill a position as an officer of the Organization. If the term of a trustee who is a Chair or Chair-elect of the Board shall expire, he or she shall be eligible for reelection as trustee as long as they may hold the office of Chair or Chair-elect. A Director elected to an incomplete term may complete that term and remain eligible for three (3) additional, consecutive terms.
4. Attendance at Board meetings is expected of all board members and failure to attend three (3) consecutive regularly scheduled Board meetings may be a cause for removal. The Governance Committee shall oversee the implementation of this policy.

## Removal and Resignation

A member of the Board may be removed from the Board with or without cause by a vote of two-thirds (2/3rds) of the Board at a meeting at which quorum is present or, if such action is taken by written consent of the Board in lieu of a meeting as permitted by Section 10 hereof, then by a consent in writing signed by two-thirds (2/3rds) of the Board members then in office and in good standing, not including the Board member who is the subject of such removal.

A member of the Board may resign at any time by giving written notice to the Board. Unless otherwise specified in such written notice, the resignation shall take effect upon receipt thereof by the Board Chair. Absence from three (3) consecutive meetings of the Board, without an excuse deemed valid by the Board, shall be considered as a resignation by the member so absent.

## Vacancies

Board vacancies may be filled by the remaining board members, according to the process as stated in Article VI, Section 1, Subsection (f).

## Meetings

Regular or special meetings of the Board may be called by the President, the Vice President, or at the request of five (5) directors and shall be held at such a place as may be designated.

Immediately following each annual meeting of members, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business. Notice of such meeting is hereby dispensed with.

## Quorum

One-third (1/3) of the Board shall constitute a quorum and action may be taken by majority vote of those present. Board members may attend any meeting of the Board 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.

## Voting Eligibility

A Board member of this corporation, who is also a Board member of an agency receiving funds from the UWTC, shall not vote on any matter directly affecting that agency.

## Action Without a Meeting

Any action required or permitted to be taken at a meeting of the Board (including amendment of these Bylaws) or of any committee may be taken without a meeting and to approve the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be.

# OFFICERS OF THE ORGANIZATION

## Officers

The officers of this corporation shall be a President, President-Elect, Vice President, a Secretary, and a Treasurer, which may or may not be the same person.

## Other Officers

The Board may appoint an Executive Director, who shall receive compensation for his/her services in such sum as the Board may, from time to time, determine. The Board may appoint such other officers or employ such other personnel as the business of the corporation may require, each of whom shall hold office for such period, receive such compensation, have such authority, and perform such duties as provided in the Bylaws or as the Board may, from time to time, determine.

## Election

The Board, at the regular organizational meeting of the Board, shall elect officers of the corporation.

Each officer shall hold office for two (2) years and until his/her successor is appointed and qualified, unless sooner removed by the Board.

The person holding the position of President-Elect automatically becomes the President in the following term.

## Duties

The officers of the corporation shall have all the usual powers and shall perform all the usual duties incident to their respective offices, and shall, in addition, perform such other duties as shall be assigned to them, from time to time, by the Board. Without limiting the generality of the foregoing, the said officers shall have the following duties:

1. The President shall be the Chief Executive Officer (CEO) of the corporation and shall preside at all meeting of the Board. The President shall have supervising control over the business and affairs of the corporation and shall generally manage its affairs
2. The President-Elect, in the absence or inability of the President to act, shall perform the duties of the President and such other duties as the Board may, from time to time, prescribe and shall automatically assume the position of President the following term
3. The Vice President shall perform such duties as determined by the President and Board of Directors
4. The Secretary shall have charge of and keep or cause to be kept the records, books, and papers of the corporation, and shall also attend to such other duties as the Board of Directors, from time to time, prescribe
5. The Treasurer shall have, under the direction of the Board, customer and charge of the funds of the corporation, and shall keep accurate books of account showing the receipt and expenditures thereof; shall deposit the funds of the corporation with such banks or trust companies as may be selected by the Board; and shall collect all monies due the corporation and pay all bills that have been approved for payment in such manner as the Board may, from time to time, prescribe
6. Should the need for an Executive Director arise, the Executive Director will be under the supervision of the President, and within the policies established by the Board shall direct all of the United Way activities and shall have supervision over any United Way employees

## Removal and Resignation

An officer or director may be removed by the Board at a meeting, or by action in writing pursuant to Section 5 of Article IV, whenever in the Board’s judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any officer or director may resign by giving written notice to the Board, the President, or the Secretary of the corporation. Any such resignation shall take effect at the date of the 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.

# COMMITTEES OF THE ORGANIZATION

## Committees, Task Forces, and Special Committees

The Chair of the Board may, from time to time, appoint committees, special committees, or task forces authorized by the Board. Volunteers from the community shall be considered for service on such committees, except as may be precluded by the law of Wisconsin or these Bylaws. The Chair of the Board shall annually appoint the Chair of each Committee of UWTC, special committee, or task force that has been authorized by the Board. Standing Committee chairs (and other committee chairs if so designated) shall serve as regular members of the board during their tenure as committee chair. Members of committees shall be elected by the Board.

## Standing Committees

### Executive Committee

There shall be an Executive Committee composed of the officers of the corporation as defined in Article IV, plus the immediate Past President, Campaign Chairman, and Executive Director. The President of the Board shall be Chairman of the Executive Committee.

The Executive Committee shall meet at the call of the President or any three (3) members.

Fifty percent (50%) of the Executive Committee members present shall constitute a quorum.

The Executive Committee shall keep regular minutes of its proceedings and submit its minutes to the Board for examination.

The Executive Committee shall have and exercise (between meetings of the Board) management of the business of the corporation, excepting the power to fill vacancies and the power to amend Bylaws.

### Resource Development Committee

There may be a Resource Development Committee of which the Chairman, to be known as the Campaign Chairman, shall be appointed by the President. The Chairman of the Resource Development Committee shall determine and appoint the persons constituting the Committee and shall designate the titles and responsibilities of the various members of the Committee. The Resource Development Committee shall handle and be responsible for all matters relating to the annual campaign to be conducted by the corporation for the purpose of raising funds for the participating agencies.

### Finance Committee

The Board shall appoint a Finance Committee; at least two of the committee members must possess financial expertise (as defined by the Sarbanes-Oxley legislation). The committee will be responsible for the development and management of the UWTC annual budget, the management of its financial resources (including making prudent investments), the evaluation of the financial control and accounting system, and compliance with federal and state legal requirements. The Finance Committee shall also receive monthly financial statements. The Committee may request the designated independent auditor, or any officer or employee of the UWTC, to appear before it to report on the financial condition. The Committee will report to the Board regularly.

### Audit Committee

The Audit Committee, including appropriate expertise to be responsible for the outside and internal audits of all UWTC financial transactions, the necessary controls to ensure compliance with the organization's financial policies, and compliance with federal and state legal requirements. The Committee shall recommend to the Board the designation of an independent auditor [or: “designate the independent auditor”] each year, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, shall review the UWTC’s IRS Form 990 prior to filing, and shall ensure that the Annual Report is timely prepared and submitted to the Board. The Committee may request the designated independent auditor, or any officer or employee of UWTC, to appear before it to report on the financial condition and answer any questions. The Committee will report to the Board regularly.

### Admissions and Distributions Committee

There may be an Admissions and Distributions Committee. The President shall determine the number of persons to constitute this Committee and the members need or need not be members of the Board and can be appointed by the President. Subject to approval and final action by the Board as provided in Article VI of the Bylaws, the Admissions and Distributions Committee shall handle and be responsible for all matters relating to:

1. The admission of organizations to the status of participating agencies of the corporation; and
2. The allocation of funds of the corporation available for distribution to participating agencies.

### Governance and Nominating Committee

There may be a Governance and Nominating Committee. The Chairman shall be the President-Elect of the Board of the UWTC The Chairman shall serve a term of one (1) year and shall have the right to vote.

The Committee shall have six (6) members in addition to the Chairman. No more than two (2) members of the Committee, not counting the Chairman, may also be Board members.

The Committee shall consist of a cross-section of people involved in community affairs with knowledge of the United Way (or willingness to learn). No member shall serve more than two (2) consecutive terms and shall not be eligible for reappointment until one (1) year after the expiration of their most recent term of office.

Initially, the President shall appoint the members. Two (2) shall serve for a term of one (1) year, two (2) for a term of two (2) years, and two (2) for a term of three (3) years. Thereafter, the Chairman, with approval of the President, shall fill vacancies with three (3) year terms.

The Committee shall meet when needed. The responsibility of this Committee shall be:

1. To assist the President, Campaign Chairman, Executive Committee, Board of Directors, and all Committees, when requested, in recruiting the best available people for all levels of volunteer involvement
2. To nominate candidates for the Board of Directors for election by the membership at the annual meeting. Such nominations shall be made in accordance with Article IV, Section 2.
3. To nominate a slate of officers for election by the Board at the organizational meeting of the Board. Such nominations shall be made in accordance with Article IV, Section 2.
4. To nominate candidates to the Board for vacancies occurring on the Board between annual meetings

### Other Committees.

The Board may, by resolution passed by a majority of the whole Board, designate one or more additional committees, provided that each such committee shall include two (2) or more directors. Any such committee, to the extent provided in the resolution of the Board which establishes it and to the extent permitted by Wisconsin law, shall have and may exercise the powers of the Board in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to any papers which may require it; provided, however, that any committee that includes members who are not directors may not exercise the authority of the Board and shall act only in an advisory capacity to the Board. Any director may be a member of more than one (1) committee.

# PARTICIPATING AGENCIES

## Qualifications

Any organization conduced for charitable, health, welfare, and allied purposes, including local, state, and notional organizations, which in the opinion of the Board is rendering a significant service acceptable to the givers of this county, shall be eligible to apply for membership as a participating agency in this corporation; provided that the nature of such organization and its operations are such that contributions thereto are deductible or exempt for the purpose of income, estate, inheritance, and gift taxes, both federal and state.

## Admission

The Board shall prescribe, from time to time, conditions for the admission of organization to the status of participating agencies and for the regulation and termination of such status, including signing an affiliation agreement.

Application for membership shall consist of the following:

1. A statement that the governing body of the applying agency has voted to apply for membership
2. Statement of purpose and program of applying agency
3. Statement of assets and liabilities; statement of its annual receipts and expenditures for each of the last three (3) years
4. List of its officers and directors and their addresses
5. Affiliation agreement including an agreement to use United Way name and logo in their advertising, brochures, etc.
6. Submit annually a detailed budget of its financial needs for the ensuing year
7. Maintain a system of account satisfactory to the Board of the UWTC
8. Have its book audited by an accountant satisfactory to the Board and file copies of such audit that is made with the Board of the UWTC, when required by the Board
9. Statement that during its term of membership in the UWTC to not engage in any public campaign for funds for its development, support, maintenance, or capital account, during the two month window before the UWTC’s annual fundraising event unless the campaign shall have been first approved by a majority vote of the Board of the UWTC, and then only in accordance with such rules and regulations as the Board may prescribe

Nothing in these Bylaws shall be construed to give the right to the UWTC, or to the Board, to interfere with or direct the policies or internal administration of any participating agency.

Any agency member, for failure to conform to the requirements of the Bylaws of the UWTC, or for any other reasons deemed just and sufficient, upon hearings by the Board, may be suspended or expelled by a majority vote of the members of the Board, provided that the agency member shall have at least thirty (30) days’ notice prior to such hearing, stating the reasons for the proposed expulsion and provided further that they shall not be deprived of the portion of the funds raised by the UWTC, on behalf of the expelled agency for the current fiscal year in which expulsion takes place.

If the application and the information concerning the work and the affairs of the applying agency prove satisfactory, upon a majority vote of the members of the Board, such agency shall be admitted to participate in the UWTC

## Allocation of Funds

The Board shall allocate the funds available for distribution to participating agencies after a hearing with each agency, and such agencies shall be bound by such allocations.

All donations will be considered general donations unless specified as designated donations. Partner programs will receive their designation or their annual allocation, whichever is greater. Designations to unaffiliated agencies will not be allowed. The donor shall be contacted for further instructions*.*

# MISCELLANEOUS

## Fiscal Year

The fiscal year of the corporation, upon the basis of which its accounts and records shall be kept, shall be from April 1 to and including March 31 of each year.

## Checks, Drafts, Beneficiaries, Surety Bonds

All checks, drafts or other orders for payment of money, or notes or other evidence of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolutions of the Board.

The Board shall require the Treasurer and may, at its discretion, require any other officer or any employee of the corporation to give a surety bond for faithful performance of his/her duties in such form and in such sum for the benefit of and payable to the corporation, and the premiums therefore shall be paid by the corporation.

All subscriptions shall be made payable to the UWTC, but subscribers shall have the right to designate the beneficiary member or members to which their subscription is to go. Designated subscriptions, when paid, shall be a charge against the budget of such designated beneficiary out of the general treasury of the UWTC In no such event shall the beneficiary receive more than its budget by reason of designation of such beneficiary.

## Voting on Agency Allocations

When voting on the allocations to agencies, there shall be a separate vote taken on each agency. Allocations and stipulations shall be read and voted on individually.

## Agency Employee Representation on the Board of the United Way of Taylor County, Inc.

Employees of agencies receiving funding from the UWTC, shall not be eligible to serve as Board members of the UWTC

# AMENDMENTS

These Bylaws may be amended by a majority vote of the Board, provided prior notice of no less than ten (10) days is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all directors of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Article IV, Section 10.

# ENACTMENT

## Bylaws

These Bylaws shall become effective immediately following their adoption at the first meeting of the members of the corporation.

## Directors

The Board shall be elected at the first meeting of the members of the corporation and shall hold office until the first/next annual meeting of the members, or until the election and qualification of their successors.

At the first/next annual meeting of the members, one-third (1/3) of the directors shall be elected for a term of one (1) year, one-third (1/3) for two (2) years, and one-third (1/3) for three (3) years. Recommendation regarding the length of terms of directors nominated shall be considered a proper function of the first Nominating Committee.

## Officers

Immediately following the first meeting of the members, the Board shall hold an organizational meeting for the purpose of electing officers and transacting such other business as may be necessary.

## Additional Directors

Until the first annual meeting of the members is held, the Board or the Executive Committee may, if advisable, elect additional members to the Board.

# GENERAL PROVISIONS

## Nondiscrimination

Diversity and inclusion are vital to achieving our mission, living our values, and advancing the common good. UWTC is committed to diversity and inclusion within its own organization and the community. Therefore, UWTC will have an approved Diversity and Inclusion statement and/or principle and policy that takes the broadest possible view of diversity, going beyond visible differences to affirm the essence of all individuals including the realities, background, experiences, skills and perspectives that make each person who they are.

The officers, directors, committee members, employees and persons served by UWTC shall be selected in a manner to promote diversity and inclusion and entirely on a non-discriminatory basis with respect to race, religion, national origin, ethnicity, age, gender, gender identity and expression, disability, sexual orientation, veteran-status, familial status, or socio-economic status and in support of the UWTC’s Diversity and Inclusion statement and/or principle and policy.

## Ethics

UWTC will have an approved ethics policy made known to all volunteers and staff associated with the organization. An Ethics Officer will be designated for the organization to establish procedures for Board, staff, and community members to submit ethical complaints and conduct investigations of complaints in a confidential manner.

Ethics policies will include a conflict-of-interest and disclosure policy. No contract or transaction relating to the operations conducted by UWTC or for furnishing supplies to UWTC and to which UWTC is a party shall be invalidated by reason of the fact that any board member, officer or employee of UWTC has a direct beneficial interest. Any such transaction must be fully disclosed in writing to the Board for its approval prior to the contract or transaction taking effect. The corporation will also adopt an anti- sexual harassment policy.

## Indemnification

The corporation shall indemnify board members, officers, employees, or agents of UWTC to the full extent permitted by the indemnification provisions of the Not-For-Profit Law of the State of Wisconsin as it may be amended from time to time. Any person, his or her heirs, executors, or administrators, may be indemnified or reimbursed by UWTC for reasonable expenses actually incurred in connection with any action, suit, or proceeding, civil or criminal, to which they shall have been made a party by reason of being or having been a director, officer, or employee of UWTC, or of any firm, corporation, or organization which they served in any such capacity at the request of UWTC; provided however, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit, or proceeding as to which they shall finally be adjudged to have been guilty of or liable for negligence or willful misconduct in the performance of their duties to UWTC; and provided further, that no person shall be so indemnified or reimbursed in relation to any matter in such action, suit or proceeding which has been made the subject of a compromise settlement except with the approval of (a) a court of competent jurisdiction, and (b) the Board, acting by vote of the directors not parties to the same or substantially the same action, suit, or proceeding constituting a majority of the directors voting. The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such person, his or her heirs, executors, or administrators, may be entitled as a matter of law.

## Gifts

The UWTC solicits and accepts contributions of money, in-kind donations, property, and any other item of value for use in accordance with the purpose of the corporation.

## Equity & Inclusion

United Way of Taylor County strives for equity, the intentional inclusion of everyone in society, for our community. Equity is achieved when systemic, institutional and historical barriers based on race, gender, sexual orientation and other identities are dismantled and no longer predict socioeconomic, education and health outcomes.

We seek to dismantle disparities and strive to engage residents and community members, especially those whose voices have traditionally been marginalized, in the shared work of fortifying equity and empowerment. We work with public and private partners to co-create solutions that ensure everyone has the resources, support, opportunities and networks they need to thrive. We commit to leveraging all of our assets (e.g., convening, strategic investments, awareness building, advocacy) to create a more equitable community where all people in Taylor County are valued and safe.

# DISSOLUTION

Upon the dissolution of the UWTC Corporation, the Board shall, after paying or making provision for the payment of all of the liabilities of UWTC, distribute all assets of the Corporation, pursuant to a plan of distribution adopted by the Directors, to any Qualified Organization, or to the federal government, or to a state or local government. For purposes of this ARTICLE, “Qualified Organizations” shall mean an exempt organization in Wisconsin (i) which is described in Section 501(c)(3) of the Code, and (ii) whose purposes are closely related to, and no broader than, the charitable purposes of UWTC. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of UWTC is then located, exclusively for the purposes specified in such plan of distribution (or if there is no plan of distribution, for purposes similar or analogous to the purposes described in Article II above), as determined by such court.