

BY-LAWS

Greater Valdosta GVUW, Inc.
Valdosta, Georgia

ARTICLE I – NAME AND OFFICES

Section 1 – NAME of Corporation

The name of this organization shall be **GREATER VALDOSTA GVUW, INC.** It will be referred to herein as GVUW for convenience and simplicity.

Section 2 – Address of Corporation

The location and address of the registered office of the GVUW shall be that address as is kept on file with GVUW Worldwide.

ARTICLE II- NATURE OF CORPORATION

Section 1 – The GVUW is a non-profit organization incorporated under the sections 509(a)(1) and 170 (b)(1)(A)(vi) of the Internal Revenue Code. The jurisdiction of the GVUW is to serve the counties of Berrien, Brooks, Echols, Lanier and Lowndes.

Section 2- Mission

The mission of the GVUW is to improve people’s lives by mobilizing the caring power of our community.

Section 3 - Purpose

The GVUW is a voluntary umbrella organization for public and private health, welfare, cultural, recreational and character-building services. It supports community organizations representative of the general public and it provides administrative and other central services for carrying out the following purposes:

1. To raise adequate funding for the support of local service programs and for worthy state-wide and national programs of similar nature by conducting an annual or special united campaign effort.
2. To assess the health, welfare, character-building, cultural and recreational needs of the community and, by a cooperative effort, establish a constructive program of services to satisfy these recognized needs efficiently and economically through sound standards of administration.
3. To establish priorities for determining the level of financial support each approved service agency will receive from the annual united campaign and allocate available funds based on these community priorities.
4. To make certain that the public understands the GVUW process, supports the system financially and participates in volunteer efforts to promote and sustain the GVUW organization or one or more of the specific service agencies.

Section 4 – Non Discrimination Statement - Section 4 – Non Discrimination Statement

The GVUW seeks to represent the broadest possible constituency, including people from a range of backgrounds and points of view. In its employment, volunteer recruitment and direct service programming, the GVUW does not discriminate based on race, religion, color, sex, age, national origin or ancestry, genetic information, marital status, parental status, sexual orientation, gender identity, disability, or status as a veteran.

This UW also provides funding to sovereign participating organizations to help accomplish its mission. In this context, we implement our philosophy of non-discrimination by investing in and maintaining a network of participating organizations that embrace a wide range of special constituencies and address local community needs; needs that each individual agency may not address in their respective mission statements. This UW does expect all participating organizations to be in compliance with applicable nondiscrimination laws.

ARTICLE III - MEMBERSHIP

Section 1 – Types of Members

1. Individual - Each contributor to the GVUW shall hereby become an individual member of this corporation for the year which the contribution was given.

2. Participating Members - An agency or organization with a legitimate health, welfare, cultural, recreational and character-building program, upon acceptance by the Board of Directors, shall become a participating member of the GVUW and continue as long as it is approved by the said Board of Directors and that the organization or agency meet and stay in compliance with the provisions of Article V of the By-Laws, although it may not receive any financial support from the GVUW during a part or all of that time.

3. Honorary Members - The Board of Directors may elect honorary members in recognition of outstanding and unselfish service to the GVUW and community.

Section 2- Participating Membership Provisions

2a. Applying for Membership as a New Agency/Organization - Agencies and organizations shall apply for membership to be reviewed and be approved or denied by the Board of Directors subject to the following standards:

1. Submit application in writing during the designated time period annually
2. Be incorporated, not-for-profit and IRS tax exempt under 501(c)(3)
3. Offer human service programs
4. Be non-discriminatory
5. Have an active, rotating, volunteer leadership that represents the diverse elements of the community
6. Have sound financial and program management
7. Agree to support and cooperate with the GVUW in the following areas:
(1) Fundraising; (2) Planning; (3) Communications; and (4) Allocations
8. Agree to provide timely financial and program information
9. Agree to inform and seek approval from the GVUW for all significant program/staff expansions or reductions
10. Agree to make GVUW aware of plans before engaging in any supplemental fundraising efforts
11. The above information needs to be provided to the Board of Directors for review and approval/denial during the allocations time frame annually, usually during the month of December and January.
12. Agencies approved for first time membership shall receive a minimum of \$0 dollars up to a maximum of \$4,000.00 as a first year agency

2b. Agency/Organization Membership Renewal

1. Submit an updated application during the designated time period annually proof of continued not-for-profit status.
2. Maintain a responsible Board of Directors which shall meet at least six times a year.

2c. Agency/Organization Membership Annual Requirements

1. Agencies receiving more than \$25,000 in allocations must file with GVUW within six months of year end, and otherwise upon request, an audited financial statement prepared in accordance with generally accepted accounting principles, accompanied by a management letter or any communication of reportable conditions.
2. Agencies receiving less than \$25,000 may submit a copy of their completed Form 990 or compiled, reviewed or similar statement, in lieu of an audit.
3. Accountability of GVUW. funds is essential and expected.
4. Submit to GVUW a monthly financial statement and such other reasonable information concerning finances, programs, etc., and in such form as the Board of Directors or Budget & Allocations Committee may require. This would include a copy of your annual IRS Form 990.
5. Keep its books open to inspection upon request by GVUW.
6. To conduct an intensive year-round program of interpretation and education in cooperation with the GVUW; to identify itself in every practical manner as a recipient of GVUW support through the display of GVUW insignia on its property, offices, stationery, publications, etc., and through any other procedure which would be mutually beneficial in the promotion of the GVUW campaign; and to cooperate actively with the GVUW annual campaign.
7. The GVUW will not assume responsibility for operating deficits of participating members which are incurred beyond that approved by the Budget & Allocations Committee and the Board of Directors.
8. To abide by rules and regulations mutually agreed upon as essential to an effective understanding and working relationship between its Board and GVUW
9. To cooperate with other agencies in promoting effective services and efficiency and economy.

2d. Youth programs which derive a portion of their revenue from participant fees will be funded as follows:

1. The eligible level of funding for these programs will be limited to the aggregate amount of waived fees for those participants who would otherwise be unable to enroll in the program due to limitations of household income or similar circumstance. Where applicable, these funding levels will be based on reasonable projections arrived at from the analysis of historical data as well as current trends.
2. Exceptions to this rule must be approved by a majority vote of the GVUW Board of Directors based on a recommendation from the Executive Committee. In order to be eligible for an exception to this policy, the agency must document that the cost per participant (less the aggregate value of fees waived) exceeds the normal fee per participant by a minimum of 20%. Further, a narrative petition for exception must be submitted to the GVUW Executive Committee illustrating both the need for the program in the community, and how that program would be adversely affected if it were not subsidized for all participants. Petitions for exception to this rule must be received with the request for funding prior to being considered. Upon receipt of the request, the Executive Committee must respond within two weeks.

2e. Agency Membership Withdrawal

1. Any member agency may withdraw from GVUW membership at any time by thirty (30) days written notice to the Board of Directors and shall forfeit, at the discretion of the GVUW Board, all rights to any funds not specifically contributed to the withdrawing agency.
2. The Board of Directors may terminate any member agency for willful failure to comply with the By-Laws or the requirements for membership, or for conduct detrimental to the best interests of GVUW or of the community. Such action must be approved by two-thirds (2/3) vote of the Board of Directors. The member agency should be given 30 days written notice of the charges from the Board of Directors and be granted a reasonable opportunity for a hearing.
3. The Board may terminate a member agency at will by two-thirds (2/3) vote of the Board if the board deems the services not to be a sound use of financial funds, or failure to comply with GVUW bylaws for membership.

ARTICLE IV- GVUW RESPONSIBILITIES TO MEMBERS

Section 1 - Meetings

1. In Lieu of an annual meeting, the GVUW will annually publish a report. This report should appear in the daily newspapers in the service area. This report shall appear in the paper before the start of the next year's campaign.
2. The Board of Directors shall hold regular meetings at such time and place as it may fix. The Board shall hold special meetings upon call of the Chair of the Board or upon written request from five members. For all matters voted on by email shall require a majority vote by all board members to pass.

Section 2. GVUW Responsibilities

1. To maintain a responsible Board of Directors which meets at least **six** times per year
2. To keep regular books of account open to inspection by an official representative of any GVUW Agency
3. To agree that all acts of the Budget & Allocations Committee shall be subject to final approval by the Board of Directors
4. To inform GVUW Agency Members promptly of special problems confronting GVUW when such problems affect the Agency Members
5. To provide a hearing on any matter at the request of any GVUW Agency Member or group of GVUW Agency Members
6. To respect the autonomy of GVUW Agencies
7. To promote the identity of each member agency in its relationship to the public
8. To distribute funds raised in behalf of the GVUW Agencies
9. To permit any contributor to the GVUW to designate his/her contribution to one or more of the GVUW Agencies. Any contribution so designated will be in addition to the amount the allocation committee grants an agency out of the community fund pledges

ARTICLE V- BOARD OF DIRECTORS

Section 1 – Board Membership

1. The management and administration of the affairs of this corporation shall reside in a Board of Directors consisting of at least 15 members. In addition, thereto, the retiring Chair of the Board, Chairpersons of all Standing Committees and the Campaign Chairperson shall be included as members of the Board except for the Endowment Committee. The Endowment Committee Chair will report to the Executive Committee all meeting minutes and suggestions for management of the funds. The Board of Directors as above constituted, may and is hereby authorized to elect four (4) additional members from the service area for one-year terms.
2. No paid executive or employee of a member agency shall be eligible for membership on the Board of Directors.
3. The following persons shall be ex-officio members of the Board of Directors without voting rights, in the event they are not members through election: the Mayors of all towns or cities and the Chairperson of the Board of Commissioners in the service area. The Board of Directors may from time to time identify other prominent citizens to be added to the ex-officio members list. The list shall be reviewed each year.
4. Any member of the GVUW board can nominate potential individuals for a possible board seat. The individuals interested in serving on the GVUW Board shall be presented to the Executive Committee for approval. The Executive Committee may choose to meet individually with each

candidate. The candidates will then be interviewed by the Executive Director and presented to the full Board for final approval. All new members shall be approved by a majority vote of the current board and their terms of office shall be a three-year term such that one-third (1/3) of the membership terminates in one year, one-third (1/3) in two years, and one-third (1/3) in three years.

5. The board members' term will automatically renew each year and be appointed to a subsequent one-year term and this term will renew each year based on the approval of the Board and the agreement of the individual Board Member. Board members may choose longer than a three-year term, unless the board votes otherwise for violation of code of ethics. The board member will notify the Chairman, 90 days in advance of his/her right to not renew membership on the board.
6. From time to time the Board may wish to select former board members to the position of Director Emeritus in recognition of their outstanding services to the GVUW. The Director Emeritus position will be for a five-year term, with the option to extend for an additional term, and will be a non-voting advisory position.
7. The Board shall have the power to fill all vacancies for the remainder of the unexpired term or terms.
8. In the event any vacancy occurs on the Board, by death, resignation, or otherwise, the vacancy will be filled within 45 days.
9. Absence by any member from three consecutive Board meetings (unless excused by the Chair of the Board) may be considered by the Board of Directors as a resignation. Board members missing 2 board meetings during a calendar year, will be on probation and will be informed via letter, a subsequent 3rd absence will be considered an automatic resignation from the board.

Section 2 - The duties of the Board of Directors shall be:

1. To determine the policies and practices relating to the operation of the GVUW.
2. To supervise the work of the Executive Director in accordance with the Personnel Policies and Procedures.
3. To take all necessary steps to insure the achievement of the purposes listed in Article II hereof.
4. To admit agencies to membership in the GVUW.
5. To make arrangements to conduct a campaign once a year to raise funds for the participating agencies.
6. To approve special fund-raising campaigns during emergencies.
7. To approve the appointment of all necessary committees.
8. To assist in the campaign process by calling on businesses.
9. To give at least once a year, a full and complete report of all activities to the community before the start of the next year's campaign.
10. To determine, after consideration of the recommendations of the Budget & Allocations Committee, the goal of the GVUW campaign and the funds to be allocated to the various agencies participating in the GVUW campaign. To supplement or revise such allocations as it deems advisable or necessary during the ensuing year.
11. To make other expenditures or financial agreements as are deemed desirable or necessary in the conduct of the affairs of the GVUW.

Section 3 – Quorum and Voting (moved from Article XII)

1. Eight Members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business.
2. Unless otherwise specified by the Board of Directors, each committee shall adopt their own rules as to quorum, meetings and other matters of procedure.
3. Members of the Board of Directors who are on the Board of any agency under consideration for admission to the GVUW for support may not vote on such action.

Section 4 - Conflict of Interest Policy

1. The standard of behavior at the Greater Valdosta GVUW is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the Greater Valdosta GVUW on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.
2. Staff, volunteers, and board members understand that the purposes of this policy is to protect the integrity of the Greater Valdosta GVUW's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff and board members.
3. Upon or before election, hiring or appointment, any individual with a conflict will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and updated as appropriate. In the course of meetings or activities, an individual will disclose any interests in a transaction or decision where themselves (including any business or other nonprofit affiliations), family and/or any significant other, employer, or close associates will receive a benefit or gain. After disclosure, the individual understands that they will be asked to leave the room for the discussion and will not be permitted to vote on the question.
4. This policy is meant to supplement good judgment, and staff, volunteers, and board members will respect its spirit as well as its wording.

Section 5 – Removal of Board Members

1. Circumstances which arise that violate or could be construed as violating the Core Values of the GVUW should be brought to the attention of the Executive Director or the Board Chairman.
2. The Executive Director or Chairman will then meet with the members of the executive board and other members of the Board of Directors at the Executive Director's or Chairman's discretion and present the information. If the concern is with an individual serving on the executive board then the director will meet with all other remaining executive members. The executive board will then determine the course of action that needs to be taken including, but not limited to, the following:
 - a. Meet with the individual that the concern is with if appropriate.
 - b. If determined that the concern does violate the Core Values then the executive committee will need to determine the severity of the complaint.
 - c. If the issue can't be resolved within the executive committee then it shall be presented to the full board.
 - d. The Executive Board & Full Board may take any action necessary up to and including removal of the Board Member upon a majority vote of the Board of Directors.

Section 5 - Officers

1. The Officers of this organization shall be a Chair of the Board, a Vice-Chair, a Treasurer and a Secretary, who shall be selected by the Board of Directors from its members at its reorganization meeting beginning the new board year.
2. All Officers shall be selected for terms of one year and may succeed themselves once.
3. The duties of the officers shall be as follows:
 - a. Chair of the Board: Shall preside at all meetings of the Board of Directors and of the Executive Committee; appoint all Committees unless otherwise directed; and call special meetings whenever he/she deems it necessary or upon written request of five (5) members of the Board.
 - b. Vice-Chair: Shall perform the duties of the Chair of the Board in the event of his/her absence, resignation or inability to perform these duties. The Vice-Chair will succeed the Chairman the following year.

- c. Treasurer: Shall periodically examine the financial records of the organization to verify proper controls and stewardship of donor funds and will be bonded for the faithful performance of all duties in such amount as shall be fixed by the Board of Directors.
 - d. Secretary: Shall keep the minutes of the meetings and oversee the records of this organization.
 - e. Past Chair: The outgoing Board Chair shall remain on for one year and serve as an advisory officer of the board.
4. All checks shall be signed by the GVUW Executive Director and countersigned by an officer of the organization.
- a. Approved co-signees should be registered at the bank carrying the business account.
 - b. In all events, two signatures shall be required on all checks.

ARTICLE VI- COMMITTEES

Section 1 – Committees

1. There shall be five (5) standing committees of the GVUW: the Allocations Committee, the Campaign Committee, the Executive Committee, the Finance Committee and the Endowment Committee.
2. The Allocations Committee shall be appointed by the Chair of the Board and the duties of this committee shall be:
 - a. To consider all matters pertaining to the allocation or allowance to agencies receiving GVUW financial support and to make recommendations to the Board of Directors as to the yearly appropriations and annual campaign goal.
 - b. The committee must have a minimum of three individuals excluding the executive director.
 - c. No paid employee of a participating agency member shall be eligible for appointment to the Budget & Allocations Committee.
3. The Campaign Committee shall consist of the Campaign General Chairperson (who is appointed by the Chair of the Board, subject to approval by the Board of Directors, who in turn shall appoint a committee of such number as he/she deems best, preferably from among those who have served in that capacity in prior years.) The duties of the Campaign committee shall be:
 - a. To develop, in cooperation with the Campaign Chairperson, the plans and organization for the annual campaign.
 - b. To consult with the Allocations Committee and the Board of Directors regarding the amount of the objective of the annual campaign.
 - c. To make any other recommendations to the Board of Directors or to carry out any other activities which pertain to the improvement of the GVUW campaigns.
4. The Executive Committee shall consist of the Officers and the Chairpersons of all Standing Committees. This committee shall have authority to conduct the business of the GVUW in intervals between meetings of the Board of Directors, however, all actions of the Executive Committee shall be subject to the approval of the Board of Directors at the meeting immediately following the date of such action.
5. The Finance Committee chairperson shall be the Treasurer of the GVUW. The treasurer shall provide oversight to the office manager, executive director, and accountants who perform transactions on

behalf of the GVUW. Members of this Committee need not be members of the Board of Directors. The Finance Committee duties shall be:

- a. To supervise the collection of pledges, allocation of funds and the maintenance of records in accordance with good accounting principles.
6. The Endowment Committee chairperson may be the an individual on the board of directors or it may be an individual selected from the committee members as laid out below. The Endowment committee shall provide management oversight of funds in the endowment to include suggestions for use of any interest earned from the endowment to be used for operational or allocation purposes.
- a. This committee will be made up of no less than 1 financial planner, 1 lawyer and 1 accountant.
7. Special Committees
- a. The Chair of the Board, with the approval of the Board of Directors, may appoint, without regard to membership on the Board, as many special committees as he/she believes will further the purposes and objectives of the GVUW.

ARTICLE VII – GVUW PERSONNEL

Section 1 – Executive Director

1. There shall be an Executive Director, appointed by and responsible to the Board of Directors, to serve as a paid executive officer.
2. The Executive Director shall
 - a. Give notice of all meetings
 - b. Keep the minutes and records of the organization subject to the approval of the Secretary
 - c. Be responsible for the administration of the GVUW office
 - d. Employ, with the approval of the Board of Directors, such staff members as may be deemed necessary
 - e. Carry out the plans and policies authorized by the Board of Directors as required by the Personnel Policies and Procedures.
3. The Executive Director shall be an Ex-Officio Member, without vote, of all committees.
4. The Executive Director will report at least annually to the Board of Directors and make such other reports as the Executive Committee or the Board of Directors may request.

Section 2 – GVUW Staff

1. The GVUW staff shall furnish information and staff assistance to all GVUW committees and, where possible, give clerical assistance to member agencies; exercise and perform such other powers and duties as may be assigned by the Board of Directors.

All officers, executives, director and employees who have access to money and securities of the GVUW shall be bonded for the faithful performance of their duties in such amounts as shall be fixed by the Board of Directors.

Section 3 - Reimbursement Policy

1. Travel Reimbursement: For travel to and from conferences the GVUW office will pay for lodging and three meals a day (up to \$40 total) unless meals are provided at the conference.

2. Monthly ED reimbursement: The GVUW will also provide a \$50 p/month cell phone reimbursement and gas reimbursement per month. Mileage reimbursement will be based on current year IRS travel reimbursement rate. Mileage must be kept for gas reimbursement.

ARTICLE VIII - BYLAW REVIEW AND AMENDMENTS

1. Bylaws should be reviewed at least once every three years and shall be documented as to the date of the review.
2. New bylaws or amendments, hereto, may be adopted, amended or repealed by a majority vote of the entire Board of Directors at a meeting, if prior written notice of the proposed change was given to the Board.
3. Any amendment to Bylaws which are inconsistent state laws for non-profits or would result in the GVUW's loss of its ability to claim non-profit status under either the Internal Revenue Code or the Georgia Nonprofit Corporation Act, shall be null and void.

ARTICLE IX - ROBERT'S RULES OF ORDER

ROBERTS' RULES OF ORDER

Roberts' Rules of Order shall be parliamentary authority for all matters of procedure not specifically covered by the Charter and By-Laws or by special rules of order adopted by the GVUW.

ARTICLE X – WHISTLE BLOWER POLICY

SARBANES-OXLEY ACT 2002

Greater Valdosta GVUW Whistleblower Policy

The Sarbanes-Oxley Act of 2002 encourages all organizations to establish a policy that provides a confidential, anonymous mechanism for employees/volunteers to report inappropriate financial actions taken by management without fear of retaliation.

Policy

Any GVUW employee or volunteer must be able to submit a good faith complaint regarding accounting, internal auditing controls, or auditing matters (“Accounting Complaints”) to the appropriate senior staff or volunteer Chairs, without fear of dismissal or other retaliation of any kind. An Accounting Complaint may be submitted, in writing, to any of the following individuals:

- Treasurer
- Chairperson, Finance Committee

- Chairperson, Executive Committee
- Chairperson, Governing Board

Confidential, anonymous Accounting Complaints submitted to one of the above should describe the matter at issue in as much detail as possible.

Procedure Overview

- Accounting Complaints received by the President or one of the Chairpersons listed above will promptly be forwarded to the Treasurer, who will record the receipt of all Accounting Complaints.
- If the Treasurer is the subject of the Accounting Complaint, then the President or Chairperson of the Personnel Committee or the Finance Committee may be substituted for the Treasurer in the stated procedures of this policy.
- The Treasurer will review and evaluate each Accounting Complaint and make an initial determination as to whether it should be investigated, and if so, may designate an appropriate GVUW employee(s) and/or GVUW volunteer(s) to conduct such investigation. In addition, the Treasurer has discretion to request, and the Chairperson of the Executive Board has the authority to direct, special handling or investigation of any Accounting Complaint, including the retention of outside counsel or advisors.
- The Treasurer shall also report on Accounting Complaints to the Executive Board.
- The Treasurer, or designee, may contact persons submitting Accounting Complaints, if known and to the extent appropriate, to inform such persons of the results of any investigation and what, if any, corrective action has been recommended or taken.
- Records concerning Accounting Complaints will be retained by GVUW for not less than three (3) years after the Accounting Complaint has been received.
- When asked, employees shall fully and completely cooperate with such investigations. Failure to cooperate, or interfering with an investigation, shall subject employee(s) to immediate disciplinary action, up to and including termination.
- It shall be a violation of this Policy, and grounds for disciplinary action up to and including termination of employment for any GVUW employee to discharge, demote, suspend, threaten, harass, or in any other matter retaliate against a GVUW employee by reasons of his or her submission in good faith of an Accounting Complaint. However, if the GVUW determines that the complaint was not made in good faith or that an employee provided false information to the investigator, said employee(s) may be subject to discipline, up to and including termination. This policy is not intended to, and does not create any rights, or any private right of action in any person.
- This Policy is effective upon approval by the GVUW Governing Board, and will apply to Accounting Complaints submitted under this Policy after its Effective Date.

ARTICLE XI – RECORD RETENTION

Section 1 - Recommended Retention Period for Documents

The GVUW will follow the recommendation from the accountants for the retention and destruction of documents pertaining to the operations of the UW. This recommendation is set forth in a policy to be kept in the Office Handbook.