

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.

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 Staff stipend: The GVUW will provide a \$50 cell phone and \$100 car allowance per month for personal cell phone and car usage within designated service area. In addition to, travel outside of designated service area will be reimbursed 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

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 Chairperson 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 Chairperson of 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.