

By Laws

Adopted April 3, 1970
Revised November 20, 1970
Revised March 31, 1993
Revised July 25, 2007
Revised January 28, 2009

Watertown Area United Way
Watertown, SD

ARTICLE I

OFFICE

The principal office of this corporation shall be at such place or places in the City of Watertown, Codington County, South Dakota, as may be selected and so designated from time to time by the Board of Directors.

ARTICLE II

MEMBERSHIP

Section 1. This Corporation being organized as a benevolent corporation and for charitable purposes, there shall be no stockholders. The members thereof shall be the original incorporators and their successors. No other person shall be deemed a member for the purpose of having any voice other than an advisory voice in the corporate affairs.

Section 2. Inasmuch as the Directors of this corporation are in effect trustees of all corporate assets for the purpose of carrying out the objectives of this corporation, and as the membership is constituted of the same identical persons as the Board of Directors, all meetings of the board of directors shall also be considered meetings of the members, and any action taken by such Board of Directors shall also be deemed an action taken by the members.

Section 3. Upon any member ceasing to be a member of the Board of Directors, his membership in the corporation shall thereby be terminated.

Section 4. Members shall be elected by the Board of Directors. An affirmative vote of two-thirds of the Directors shall be required for election.

Section 5. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 6. The Board of Directors by affirmative vote of two-thirds of all members of the Board, may suspend or expel a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership.

Section 7. Any member may resign by filing a written resignation with the Secretary.

Section 8. Upon written request signed by a former member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate such member to membership upon such terms as the Board of Directors may deem appropriate.

Section 9. Membership in this corporation is not transferable or assignable.

ARTICLE III

BOARD OF DIRECTORS

Section 1. All of the affairs of this corporation will be managed by a Board of fifteen (15) Directors, one-third of whom shall retire each year and their successors shall be elected by such Board of Directors at the annual meeting for which provision is hereinafter made, such election being for a three year term of office. Directors may serve up to two consecutive three year terms, but may not exceed this limit unless they are appointed to fulfill another Director's unfinished term. The active Directors presently serving, as set forth in the Articles of Incorporation of this Corporation, shall continue to serve until the expiration of their respective terms as follows:

The terms for the first five in the order named in said Articles of Incorporation shall expire on June 1, 1970; the terms for the second five in order named in said Article of Incorporation shall expire on June 1, 1971; and the terms for the third five in the order named in said Articles of Incorporation shall expire on June 1, 1972. The outgoing Directors each year shall be replaced by Directors to be elected for three year terms at the annual meeting of the Board of Directors. In the event of the death, resignation or disability of any member of such Board, his successor to fill out the unexpired term of office shall be forthwith elected by the remaining Directors.

Section 2. Board of Directors shall meet at least once a month at such times and places as it shall prescribe. Such meetings of the Board may be held at any time upon the call of the President of the corporation or upon written request submitted to the President by and three (3) members of the board. Reasonable notice of all regular and special meetings of the Board shall be furnished to each Director. Attendance by a Director at a special meeting shall constitute his consent that such meeting be held for all business transacted there at.

Section 3. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the Directors are present at said meeting, the majority of the Directors may adjourn the meeting from time to time without further notice.

Section 4. The act of the 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 By-Laws.

Section 5. The monthly meeting in January of each year shall also be the annual meeting of the corporation. Reasonable notice of said annual meeting of the Board shall be furnished to each Director. The certificate of the Secretary shall be conclusive evidence that such notice was duly given.

Section 6. No Director shall hold any salaried office in this corporation or receive any remuneration for any services rendered as such Director other than actual expenses by him incurred in attending to his duties as such Director.

Section 7. The board of Directors may from time to time as deemed advisable establish such committees as such Board deems advisable for the conduct of the corporation affairs.

Section 8. The primary purpose of this corporation will be to establish a central bureau with which may be affiliated with the various social, civic, and charitable organizations supported in whole or in part by the voluntary contributions of the citizens of Watertown with the object of securing cooperation and unity of actions between the same, and of promoting in general the social welfare of the community an, to that end this corporation acting through its Board of Directors have the authority to determine the amount of funds to be raised by campaign in the manner in which such campaign shall be conducted, control over the receipt and disbursement of all funds raised by campaign, and other funds of the corporation, admission, expulsion, and such control over affiliated agencies as may be provided in these By-Laws and to have such other powers, not specifically herein set forth, as may be necessary for the proper conduct of the business of this corporation, and which are not in conflict with its By-Laws or Articles of Incorporation.

Section 9. Any action required by law to be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the Directors.

ARTICLE IV

OFFICERS

Section 1. The officers of the corporation shall be a President; one or more Vice Presidents (the number thereof to be determined by the Board of Directors), one of which shall be designated as President-elect; a Secretary; a Treasurer and such other officers as may be elected in accordance with the provisions of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. The officers of the corporation shall be elected annually by the Board of Director sat the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. 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, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. 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.

Section 5. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has 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 By-Laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositories as shall be selected and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed 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 By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant

Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE V

COMMITTEES

Section 1. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws; electing, appointing or removing any member of any such committee or any Director or officer of the corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorizing the voluntary dissolution of the corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. 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 upon it or him by law.

Section 2. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Unless otherwise proved in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. The Board of Directors may authorize any officer or officers and/or agents of the corporation, in addition to the officers so authorized by these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on the behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution by the Board of Directors, in the absence of such determination by the Board of Directors such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

Section 3. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. The Board of Directors may accept on behalf of the corporation any contributions, gift, bequest or devise for the general purpose or for any special purpose of the corporation.

ARTICLE IX

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE X

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI

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."

ARTICLE XII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the South Dakota Non-Profit Corporate Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIII

AMENDMENTS TO BY-LAWS

These By-Laws may be altered amended or repealed and new By-Laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

Dated at Watertown, South Dakota, this 3rd day of April, 1970.

s/ J. Douglas Austin
President