

**BYLAWS
OF
UNITED WAY OF NORTHEAST MISSISSIPPI, INC.**

Adopted:

**January 19, 1979
by
Lee United Neighbors, Inc.
Board of Directors**

Amended:

**Lee United Neighbors Board of Directors
August 7, 1981
United Way of Greater Lee County Board of Directors
January 27, 1984
August 8, 1986
February 19, 1988
June 15, 1990
December 18, 1991
United Way of Northeast Mississippi
March 19, 1998
June 1, 2005
March 5, 2014
October 4, 2017
February 7, 2018
May 2, 2018**

BYLAWS

UNITED WAY OF NORTHEAST MISSISSIPPI, INC.

ARTICLE I

The name of this corporation shall be the United Way of Northeast Mississippi, Inc. (hereinafter the “Corporation”).

ARTICLE II

The Corporation is a non-profit corporation organized and existing under the laws of the State of Mississippi.

ARTICLE III

1. The purposes for which this Corporation is formed are:

- (a) To assess on a continuing basis the need for human service programs; to seek solutions to human problems; to assist in the development of new or the expansion or modification of existing human service programs; to promote preventive activities; and to foster cooperation among local, state, and national agencies serving the community.
- (b) To develop as fully as possible the financial resources, both governmental and voluntary, needed to meet the human service needs of the community.
- (c) To deploy United Way of Northeast Mississippi, Inc., financial support so as to maximize the resources available to agencies for services aimed at the most urgent current needs of the community, including those supplied by organizations now receiving United Way of Northeast Mississippi, Inc., financing.
- (d) To muster community support and commitment for the entire United Way of Northeast Mississippi, Inc., enterprise through a systematic communications program which both speaks and listens to the community.
- (e) To manage the United Way of Northeast Mississippi, Inc., operations effectively, and to offer assistance to agencies wishing to improve their management skills.
- (f) To receive by gift, grant, devise, bequest or otherwise, and from any private or public sources, personal or real property, and to hold, administer, sell, invest, reinvest, manage, use, disburse and distribute, and apply the income and/or principal of the same in accordance with the directions and intent of the donor or donors of such property, or, in the absence of such directions, as the Corporation may deem best from time to time, for the promotion of any or all of the foregoing purposes.
- (g) To do any and all things, either alone or in cooperation with other organizations or institutions, and either directly or by contribution to such other organizations or institutions, which it may deem necessary or proper in order to carry into effect any or all of the foregoing objects or purposes.

2. No substantial part of the activities of this Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this Corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

3. No part of the net earnings of this Corporation shall inure to the benefit of any private shareholder or any individual. The property of this Corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954.

ARTICLE IV

Duration

The period during which this Corporation is to continue as a corporation is perpetual.

ARTICLE V

Address

The area to be served by this Corporation shall be northeast, Mississippi. The post office address of its principal office is Post Office Box 334, Tupelo, Mississippi, 38802. The registered agent for the Corporation shall be its President and the registered address for the Corporation shall be Post Office Box 334, Tupelo, Mississippi 38802. The Board of Directors of the Corporation may change the address for the principal office or the registered office from time to time.

ARTICLE VI

Members

Pursuant to Section 175 of the Mississippi Nonprofit Corporation Act, the Corporation shall have no members.

ARTICLE VII

Board of Directors

1. The affairs of this Corporation shall be under the control of a Board of Directors, which may exercise all powers of the Corporation and perform all acts that are not by law, by the certificate of incorporation or these bylaws required to be exercised or performed by some other party. The number of directors shall be determined from time to time by resolution of the Board of Directors, but in no event shall the number consist of less than twenty (20) persons, all of whom shall be at least eighteen (18) years of age.

2. The directors shall elect directors for overlapping three-year terms. No persons shall serve more than two consecutive three-year terms except after an absence from the Board of Directors of one year. Exception from this policy would be an officer for the duration of their term(s). A director may be removed, with or without cause, by the directors. Removal of a director may be only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the director. Any director may resign by giving written notice to the Chairman of the Board, the secretary, or the President. Unless otherwise specified in such notice, the resignation shall take effect upon delivery to the designated officer. A resignation need not be accepted in order to become effective.

ARTICLE VIII

Meetings of the Board

1. There shall be an annual meeting of directors during the month of January of each year in the principal office of the Corporation on such date as is fixed by the Board of Directors or at such other date and place as shall be designated by the directors. At such annual meeting the directors shall transact such business as may properly be brought before the meeting. Regular meetings of the Board of Directors of this Corporation shall be held at least every other month or more often as necessary, additional special meetings may be held on the call of the Chairman of the Board, or if he or she is absent or unable to or refuses to act, by any officer, or by ten directors.

2. Notice of any meeting of the directors, regular or special, stating the time when and the place where it is to be held shall be served personally or by e-mail or mail, postage prepaid, upon each director not less than seven days before the meeting. The notice of any special meeting shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.

3. At all meetings of the Board of Directors, the number of Directors present shall constitute a quorum for the transaction of business. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law, the Articles of Incorporation or these bylaws.

4. In addition to the powers by these bylaws expressly conferred upon them, the Board of Directors of this Corporation may exercise such powers and do such lawful acts and things as are not by statute or by these bylaws required to be exercised by the officers.

5. The Chairman of the Board shall preside at all meetings of the Board of Directors. If the Chairman of the Board is not present, then a person appointed by the Board of Directors shall preside. The secretary of the Corporation shall act as secretary of the meeting. If the secretary is not present, then a person chosen by the Board of Directors shall act as secretary.

6. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action, setting forth the action so taken, is signed by all members of the Board of Directors, and such written consent is filed with the minutes of its proceedings.

7. Any member or members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all directors participating in the meetings can hear each other, and participation in such a meeting shall constitute presence in person by any such director at such meeting.

8. An active and engaged board is a vital component to the success of an effective corporation. If any member of the Board of Directors misses either three consecutive meetings of the board or four (4) meetings of the board in any calendar year, said individual shall be automatically removed from the Board of Directors without necessity of any action by the board. The position vacated by said removal may be filled by the board of directors or may remain vacant until the next election of directors by the board.

ARTICLE IX

Officers

1. The officers of this Corporation who shall be elected by the Board of Directors shall be a Chairman of the Board and a Secretary. The Board of Directors may create such other offices as are necessary or appropriate from time to time. Vacancies in offices may be filled by the Board of Directors. All officers of the Corporation shall exercise the powers and perform the duties that shall from time to time be determined by the Board of Directors. All officers of the Corporation shall be members of the Board of Directors. All officers shall hold office for one year or until their successors are elected and qualify.

2. Any officer may be removed, with or without cause, at any time by the Board of Directors.

3. The Chairman of the Board shall, subject to the direction of the Board of Directors, perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board of Directors, and shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of Chairman of the Board and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall, if present, preside at all meetings of the Board of Directors.

4. The Chairman-elect, if any, shall, in the absence of the Chairman of the Board or in the event of his or her disability, perform the duties and exercise the powers of the Chairman of the Board and shall generally assist the Chairman of the Board and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

5. The secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a minute book kept for that purpose. He or she shall give, or cause to be given, notice of all meetings special meetings of the Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or the Chairman of the Board. He or she shall have authority to affix the corporate seal to any instrument requiring it, and when so affixed, the seal may be attested by his or her signature. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature.

6. The treasurer, if any, shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation; and shall see that all moneys and other valuable effects in the name and to the credit of the Corporation are deposited in such depositories as may from time to time be designated by the Board of Directors. He or she shall distribute the funds of the Corporation in accordance with the orders of the Board of Directors, and shall render or cause to be rendered to the Chairman of the Board and the Board of Directors an account of all his or her transactions as treasurer and of the financial condition of the Corporation. The treasurer shall have authority to affix the seal of the Corporation to any document requiring it, and when so affixed, the seal may be attested by his or her signature.

7. The Board of Directors may create such other offices and appoint such other officers and agents as it shall deem necessary who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

8. The Board of Directors shall require the President, and may at its discretion require any other officer or any employee of this Corporation to give bond in a sum and with one or more sureties satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of his or her office and for the restoration to the Corporation in case of death, resignation, retirement or removal from office of all papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

9. The Board of Directors shall cause the financial records to be audited annually by a licensed certified public accountant.

ARTICLE X

President

1. The Board of Directors shall appoint a President of the Corporation, fix his/her compensation, prescribe his/her duties and the terms of his/her employment, and supervise and evaluate his/her job duties.

2. The President shall manage the affairs and direct the work and employees of the Corporation, subject to, and in accordance with, the directions of the Board of Directors; prepare budgets of expense for the approval of the finance committee; and be authorized to incur expenses in accordance with the approved budget, or as directed by the Board of Directors.

3. The President shall attend all meetings of the Board of Directors as an ex-officio participant. 4. The President shall from time to time make reports of the work and affairs of the Corporation to the Chairman of the Board, Board of Directors at the regular or special meetings.

ARTICLE XI

Committees

1. The Chairman shall from time to time appoint such standing or special committees along with the duties and responsibilities of those committees as are authorized by the Board of Directors. Each committee shall consist of such number of persons as the Board of Directors deem advisable. All acts of such committees shall be subject to approval of the Board of Directors.

2. All committee chairman shall be appointed by the Chairman of the Board with the approval of the Board of Directors. The Chairmen of standing committees who are not already serving on the Board of Directors shall be eligible to attend and advise at all meetings of the Board of Directors.

ARTICLE XII

Meetings of Committees

1. Except as otherwise provided in these bylaws, each committee shall establish its own rules of procedure and shall meet at such time and place as shall be established by the committee. Each committee shall keep minutes of its meetings.

2. A majority of the members of any committee shall constitute a quorum. The act of a majority of the members present at any meeting of any committee at which there is a quorum shall be the act of such committee.

3. Any action required or permitted to be taken at any meeting of any committee may be taken without a meeting if a written consent to such action is signed by all members of the committee and such written consent is filed with the minutes of its proceedings.

4. Any member or members of any committee may participate in a meeting of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other and participation in such a meeting shall constitute presence in person by any such committee member at such meeting.

ARTICLE XIII

Vacancies

1. All vacancies in the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise, may be filled by the remaining directors, at a stated or special meeting.

2. In case there is a vacancy in any office of the Corporation, whether caused by failure to elect, death, resignation, or otherwise, such vacancy may be filled by the Board of Directors at any regular or special meeting. Such officers so elected to fill vacancies shall serve until the next annual meeting of directors or until their successors are elected and qualify.

If a vacancy in the office of director shall not be filled within six months after it occurs, or if, by reasons of the absence, illness or other inability of one or more of the remaining directors, the remaining directors, or a majority of them may appoint a director to fill such a vacancy.

ARTICLE XIV

Indemnification of Officers, Directors, Employees and Agents

1. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines (including, but not limited to, excise taxes) and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

2. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or on behalf of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a

director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that a court of competent jurisdiction or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

4. Any indemnification under Sections 1 and 2 above (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 above. Such determination shall be made (1) by majority vote of the directors on the executive committee who are not parties to such action, suit or proceeding, even though less than a quorum, or (2) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (3) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion.

5. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this article. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors or executive committee deems appropriate. The Board of Directors (or the executive committee) shall not unreasonably refuse to pay such expenses in advance of the final disposition of an action involving directors or officers of the Corporation.

6. The indemnification and advancement of expense provided by, or granted pursuant to, the other sections of this article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

7. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this section.

8. For purposes of this article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by,

such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the Corporation” as referred to in this article.

9. The indemnification and advancement of expenses provided by, or granted pursuant to, this article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XV

Checks

All checks, demands for money and notes of this Corporation shall be signed by such officer or officers as the Board of Directors from time to time designate.

ARTICLE XVI

Fiscal Year

The fiscal year of this Corporation shall be October 1 through September 30.

ARTICLE XVII

Employees

In addition to the President, this Corporation may have such agents and employees as shall be determined from time to time by the Board of Directors.

ARTICLE XVIII

Non-Discrimination

The officers, directors, committee members, employees and persons served by the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, national origin, or disability.

ARTICLE XIX

Seal

The seal of this Corporation shall be circular in form and shall bear the name of the Corporation, the words “Mississippi” and the year of its incorporation.

ARTICLE XX

Amendments

1. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws of this Corporation at any regular or special meeting thereof where notice of such proposed action has been announced in the notice of such meeting.
2. Any amendments, alterations, changes, additions, or deletions from these bylaws, shall be consistent with the laws of this State which define, limit or regulate the powers of this Corporation or the directors of this Corporation. The Board of Directors cannot amend any provision of these bylaws in a manner which would adversely affect the Corporation's exemption under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XXI

Parliamentary Authority

The Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt.

The above Bylaws were passed by the Lee United Neighbors, Inc., Board of Directors on January 19, 1979, and amended August 7, 1981. Further amendments to the Bylaws have been made by the Board of Directors of its successor organization, the United Way of Greater Lee County, Inc., on January 27, 1984; August 8, 1986; February 19, 1988; June 15, 1990; and December 18, 1991. The organizations name was changed to United Way of Northeast Mississippi by vote of the Board of Directors on March 19, 1998. The Bylaws were also amended on June 1, 2005, March 5, 2014, October 4, 2017, February 7, 2018, and May 2, 2018.