

UAB BENEVOLENT FUND BYLAWS

MISSION

UAB Employees join together in a self-governed, consolidated charitable effort:

To better our community by providing support to UAB employees in need and local nonprofits.

This fundraising enterprise shall be known as the "UAB Benevolent Fund," and the chosen group of employees who govern the operations of the fund shall be known as the "Benevolent Fund Council." UAB is defined as the University of Alabama at Birmingham and UAB Medicine entities including UAB Hospital, University of Alabama Health Services Foundation (UAHSF), Callahan Eye Hospital, VIVA Health, and UAB Health System.

Article I – PURPOSE

The purpose of the Council shall be to:

- Enlist the employees of UAB to support charitable agencies through voluntary contributions.
- Eliminate the solicitation of employees on campus by individual organizations.
- Determine which agencies shall benefit from these funds.
- Distribute designated funds to each approved agency.
- Provide aid and support to UAB employees through Council approved programs
- Support UAB's mission.
- Provide an annual report to be posted on the Benevolent Fund website detailing the distribution of all funds .
- Issue annually in August a proposed budget for the next year.

Article II – COUNCIL MEMBERSHIP

Section 1. Qualifications of Membership

1. Contributor to the Fund.
2. Full-time regular employee, part-time regular employee, and fellow or resident eligible to receive employee benefits from UAB.
3. The nominee's supervisor must approve of his/her nomination.
4. Each nominee shall be classified as to the section the employee will represent.

Section 2. Types of Membership

The Council shall include the following ex officio members:

- UAB President
- Chief Executive Officer of UAB Health System

- UAB Provost

The Benevolent Fund Manager and Members of the Council may seek advice from representatives of the Faculty Senate and the Staff Council on specific matters as appropriate.

The Senior Vice President of Finance and Administration or designee shall appoint an Assistant Treasurer to support the Benevolent Fund Manager to perform institutional and other financial transactions.

The voting membership shall be composed of chosen representatives based on proportional representation from each section as identified by Benevolent Fund staff and listed on the Benevolent Fund Council website. Target representation is based on the number of employees in a section:

<100	1 representative
101-500	2 representatives
501-1,000	3 representatives
>1,001	3 representatives for first 1,000, then 1 for every additional 1,000

The Benevolent Fund Manager is responsible for maintaining the target membership list and in odd number years shall review the number of employees in each section and adjust the representation accordingly. Effort shall be made to secure sufficient choices to ensure full council representation for each organizational section.

Section 3. Election and Terms of Office

Voting members shall each be elected for a term of two (2) years at the last meeting of the fiscal year. Terms shall begin at the start of the fiscal year.

In order that there shall be continuity in governance, the Council shall be self-perpetuating and have rotating membership. Any positions vacant at the start of the year or vacated during the year will be filled by Council President appointment. These appointed members shall serve only for the remainder of the unexpired term for which they are appointed.

Section 4. Size of the Council

Changes to the composition of the Council's membership shall be approved by a majority vote of the Council.

Section 5. Officers and Duties of Officers

The officers of the Council shall be President, Vice President, Recording Secretary, Immediate Past President, Committee chairs and co-chairs and other such officers as may from time to time be approved by the Council. The Executive Board will nominate a slate of officers that will be presented at least ten days before the last Council meeting of the fiscal year for election by voting members.

Officers shall assume responsibilities the first day of the fiscal year and serve for one year or

until new officers are elected.

The President shall preside at meetings, appoint committees, fill vacancies, and oversee all Council activities. The President shall also conduct the regular meetings of the Council's Executive Board which is comprised of all officers. The President shall be responsible for orienting new council members before the start of each fiscal year. The Council President shall chair the committee that makes the recommendation to hire the Benevolent Fund Manager.

The Vice President shall assume the duties of the President in the absence of the President and automatically be elevated to the presidency of the Council if, for any reason, the President is unable to serve. If the Vice Presidency is vacated, an interim election will be held to select a replacement. The Vice President shall have the responsibility of overseeing nominations and recommendations of the slate of officers. The Vice President shall ascend to the role of President if able to serve.

The Recording Secretary will take and distribute minutes at Council and Executive Board meetings.

The Immediate Past President will serve in an advisory capacity to the current Council President and the Executive Board.

Section 6. Administrative Support

The Benevolent Fund staff shall serve in non-voting support positions.

Manager

The Manager shall be responsible for:

- the hiring and supervision of all support staff, student interns and volunteers,
- the collection and maintenance of records of all official activities of the Council, its committees and any other business of the Council,
- working with the recording secretary to keep the minutes, including records of attendance and proxy agreements, at council and Executive Board meetings,
- maintaining attendance records for committee meetings as reported by committee chairs,
- working with the Vice President on the nominating process and coordinate orientation of new council members in September of each year,
- keeping records of all funds received and disbursed and shall distribute all fund in accordance with instructions from the University administration and the Council,
- presenting monthly financial reports to the Executive Board and the Council,
- preparing the budget to present to the Executive Board and the full Council at the last meeting of the fiscal year.

The Manager shall prepare and present a written annual report to the Council.

Assistant Treasurer

The Assistant Treasurer shall serve in a non-voting support position. The Assistant Treasurer's duties will be determined by the Benevolent Fund Manager in cooperation with the Executive Committee with the goal of supporting the Manager in institutional and other financial transactions such as funds transfers and other activities necessitated by the fund raising efforts.

Article III - EXECUTIVE BOARD AND COMMITTEES

Section 1. Executive Board

Membership: The Executive Board is comprised of the Council President, Vice President, Recording Secretary, Immediate Past President, chairs and co-chairs of standing committees, as voting members. The Treasurer, Assistant Treasurer, Benevolent Fund staff and all other appointed members shall serve in a supportive capacity on the Executive Board as non-voting members.

Meetings: The Executive Board shall hold regular monthly meetings in the months between Council meetings. Special meetings may be called by the Council President. A majority of the voting members shall constitute a quorum for any regular or special meeting. A simple majority vote of those present and voting is required to conduct business unless otherwise specified in these Bylaws.

Duties: The Executive Board shall have general supervision of the affairs of the Council between meetings provided that none of its acts conflict with action taken by the Council. It may act upon routine questions in carrying out established policies, but shall not determine policy, authorize projects or donations, or adopt the budget. It may make recommendations to the Council, receive reports of committees, and perform other such duties as required by these Bylaws.

Section 2. Standing Committees

The standing committees shall be Blazer Kitchen, Designation Review, and Employee Emergency Assistance. Other Ad Hoc Committees may be temporarily constituted and utilized as necessary at the recommendation of the Benevolent Fund Manager and direction of the Executive Board. .

Membership

All committees shall consist of a Chair, co-chair and at least three additional members all of which are current Council members. Committee membership can be expanded to include other Council members and employees who donate annually to the Benevolent Fund. All members of the committees shall be appointed annually by the Council President. All committee members shall have one vote.

Meetings

Committees will meet as required to fulfill their mission based on the by-law requirements. Members should notify the appropriate committee chair if they are unable to attend a

committee meeting. The committee chairs are responsible for reporting attendance to the Benevolent Fund Manager.

Duties

1. Committees shall maintain adequate records of their activities.
2. Each chair shall make a formal report at the regular meetings of the Executive Board and Council.
3. Committees may also maintain a procedures manual which contains operational details that are not needed in the Bylaws. Committees shall review their procedures on an annual basis. All changes should be approved by a vote of the Council, and a copy shall be maintained in the Benevolent Fund office.

Section 3. Responsibilities of the Standing Committees

A. Blazer Kitchen Committee

Mission

The Committee helps to establish policy related to employee, student and patient access to services offered through Blazer Kitchen. Committee members will be educated on Blazer Kitchen operations and the varied opportunities to support it. Each member will actively engage UAB in at least one avenue of support for Blazer Kitchen.

Membership

The Council President will make every effort to have diverse representation from across UAB. Each member of the Committee shall have one vote.

Meetings

The Committee shall conduct quarterly meetings.

Duties

The committee members shall work to publicize Blazer Kitchen and recruit volunteers from UAB employees and students to ensure Blazer Kitchen is adequately staffed. Written guidelines are maintained by the committee and are subject to change based on funding and the ability to acquire food.

B. Designation Review Committee

Mission

The Committee recommends and reviews nonprofits to receive employee designations through the UAB Benevolent Fund.

Membership

The Council President will make every effort to have diverse representation from across UAB. Each member of the Designation Review Committee shall have one vote.

Meetings

The Committee shall conduct a minimum of two meetings per year.

Duties

The committee members shall review each designation nonprofit on a three year rotation schedule. This process is to vet the nonprofit for continued inclusion on the list or a recommendation to remove a nonprofit from the list. When appropriate the committee may initiate a process to recommend to the Council additional local nonprofits to be included in the list to which employees can designate. Prior to the completion of the application process, the Benevolent Fund Manager shall present the list of pending nonprofits to UAB leadership for review. All relevant information from UAB leadership will be shared with the committee. The committee shall also inform the Executive Committee and the Council of their recommendations which must be approved by a vote of the Council. There is no appeals process for denied nonprofits.

C. Employee Emergency Assistance Program (EEAP) Committee

Mission

The Committee evaluates employee requests and makes decisions regarding disbursement of funds for emergency financial assistance to employees according to established criteria. The Committee may take other action, as it deems necessary in response to unusual circumstances.

Membership

A minimum of three eligible voting members must be present to conduct business. Each member shall have one vote. All Benevolent Fund Council members are encouraged to attend meetings in order to understand the workings of this Committee. The EEAP sessions are open to all Council members, but only those who have observed two EEAP meetings may vote.

Meetings

The Committee meets at the call of the chair or designated staff.

Duties

The Committee is authorized to expend resources of the UAB Benevolent Fund as specified in the EEAP Operations Manual.

Article IV - COUNCIL PROCEDURES

Section 1. Meetings

The Council shall meet quarterly unless otherwise determined by the Executive Board. The time and place of each meeting of the Council shall be given to each member of the Council at least one week before the date of the meeting.

Section 2. Attendance

The Benevolent Fund Manager will report attendance to the Council President. Those members who are not actively engaged in Council activities may be subject to removal. Exceptions may

be made for extenuating circumstances as determined by the Executive Board.

Section 3. Quorum

One more than half of the voting members of the Council or their proxies shall constitute a quorum for any regular or special meeting. A simple majority of voting members present shall be required to approve business of the Council unless otherwise specified in these Bylaws. A proxy must be obtained in advance of the meeting, and the individual holding a proxy must sign-in on the attendance sheet.

Section 4. Parliamentary Authority

The rules contained in the current edition of **Robert's Rules of Order Newly Revised** shall govern the Council in all cases in which they are applicable and consistent with these Bylaws.

Section 5. Conflict of Interest

Any member of the Council who also has an official affiliation with any agency or individual requesting support from the UAB Benevolent Fund shall abstain from any discussion or any vote taken in a committee, a council, or an executive board meeting relative to support by the Benevolent Fund. Official affiliation shall include but not be limited to direct service as an officer or as a member of an agency's governing board. Conflicts of Interest are also present if an immediate family member stands to gain financially if Benevolent Fund dollars are awarded. All conflicts of interest should be disclosed before any action on behalf of the council and abstentions should be noted.

Article VI – Financial Procedures

Section 1. Fiscal Year

The fiscal year of the Benevolent Fund shall be October 1 – September 30.

Section 2. Pledge Goal:

In consultation with the UAB President, the Executive Board and Benevolent Fund Manager will choose a goal for the annual campaign.

Section 3. Budget

In August of each calendar year, a preliminary operating budget for the upcoming fiscal year shall be prepared by the Benevolent Fund Manager for recommendation to the Executive Board. In formulating the annual budget, if the reserve account does not meet the target amount of 15% of the most recent campaign pledge total, the reserve for contingency shall be a minimum of 3% of the total projected revenue. The Budget for the coming year must be approved at the last Council meeting of each fiscal year.

Section 4. Contributions

Contributions may be made by check, transfer of securities, cash, credit card or by voluntary UAB payroll deduction.

Section 5. Distributions

Funds may be allocated to the Employee Emergency Assistance Program, United Way of Central Alabama, Inc., its partner agencies, and approved local nonprofits. Funds may not be disbursed directly to international organizations. Individuals may not receive funds except in the case of funds disbursed through the Employee Emergency Assistance Program. Funding will be disbursed for adequate operation of Blazer Kitchen. The Benevolent Fund Manager shall report to the Executive Board and the Council the total pledge amount designated annually to the Benevolent Fund programs, United Way of Central Alabama, Inc., its partner agencies, and approved local nonprofits. Disbursements above the pledge amount may be allocated at the instruction of the Council after all other expenses are considered and the reserve account is adequately funded.

With notification to the The Executive Board and Council, at the instruction of UAB leadership, the Benevolent Fund Manager shall have the ability to designate and disburse funds through UAB's standard financial procedures for necessary operational expenses of the Fund, such as physical accommodation of the Fund's functions and keeping technology current and accessible.

Section 6: Year End Procedures

At the end of each fiscal year, non-administrative accounts except for the reserve account and designated funds will be "zeroed" out by the Benevolent Fund Manager with the remaining available balances being put toward pledge deficits to any approved agency. If there is no pledge deficit, utilization of unspent funds will be recommended to the Council by the Executive Board. The year-end financial report shall be presented to the Council by the Benevolent Fund Manager for approval at the next full Council meeting.

Section 7: Reserve Account

The executive board shall ensure a reserve account is maintained to fulfill pledges when pledge loss is more than anticipated, disaster relief for employees is greater than budgeted, for long term project planning or other similar situations. The target reserve account balance shall be 15% of the most recent campaign pledge total including donations and investment earnings.

Article V - TERMINATION OF COUNCIL/DISSOLUTION OF FUNDS

The President of the University of Alabama at Birmingham may terminate the Council by written notice to the Benevolent Fund President. In the event of the termination of the Council by the UAB President, the UAB President shall apply and distribute the assets of the Benevolent Fund as follows:

- All liabilities and obligations of the Benevolent Fund shall be paid, satisfied and discharged or adequate provisions shall be made thereto;
- Assets held by the Benevolent Fund upon a condition which occurs because of the termination or conveyed in accordance with such requirements; and
- All of the remaining assets of the Benevolent Fund shall be transferred or conveyed to the Board of Trustees of the University of Alabama, and its successor, if said corporation, or its successor, shall qualify as a public corporation and an instrumentality

of the State of Alabama or as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and if said corporation as its successor shall not qualify, then to some other organization or organizations organized for charitable purposes and shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

Article VI – Equal Opportunity and Discriminatory Harassment Policy

The UAB Benevolent Fund adheres to the policies of UAB. We reserve the right to decline to fund nonprofits that do not adhere to UAB’s Equal Opportunity and Discriminatory Harassment Policy.

Article VII - AMENDMENT OF BYLAWS

These Bylaws shall be reviewed as needed by the Executive Board or an ad hoc Committee appointed by the Council President to make appropriate revisions. All proposed amendments to these Bylaws must first go to the Executive Board for review and recommendation before being brought to the Council. A proposed amendment must be circulated to all members of the Council at least ten days before adoption. The Bylaws may be amended by a two-thirds vote of those present and voting at any regular or duly called meeting of the Council.

Addendum

HISTORY

Prior to 1984, separate and individual campaigns were held on campus for certain health related agencies and for the United Way agencies. For example, in 1976, separate campaigns were held for the American Heart Association, the American Cancer Society, and United Way agencies. The total amount pledged to United Way in 1976 was \$121,841. In 1980, the National Voluntary Health Agencies campaign was held on campus, in addition to the ones named above, and in that year, UAB employees contributed a total of \$19,511 to all of the health agencies and \$313,514 to the United Way agencies.

Holding four separate campaigns each year was difficult on all of our employees but particularly burdensome to the individuals in each department who were responsible for conducting those campaigns. Also, UAB employees had very little input into decisions affecting how the campaigns were run or the campaign materials to be used. There was also no provision for employee assistance. That is why, in 1984, UAB President Dr. S. Richardson Hill appointed an ad hoc committee to study alternatives for handling employee charitable giving campaigns. It was chaired by Assistant Vice President Dorothy Mueller and had on it representatives from academic units in the Medical Center and University College, from University Hospital, and from central support units such as Personnel and the Computer Center.

The Ad Hoc Committee presented to President Hill a proposal to create an employee-governed organization within the University to coordinate UAB employee charitable giving. The proposal was accepted and in the summer of 1984 the UAB Faculty and Staff Benevolent Fund was officially formed. From the beginning, the Fund and its campaigns have been administered by the Benevolent Fund Council, consisting of UAB employees representing all academic and administrative areas. The 1985 Benevolent Fund campaign included for the first time two independent, non-UW/NHA agencies, and also began providing emergency financial assistance to UAB employees. In 1996 the Benevolent Fund campaign raised over \$1,000,000 in pledges and supported over 100 agencies, in addition to the many UAB employees served through its employee emergency assistance fund.

Dorothy Mueller August, 1997

Formation of Initial Council

The Ad Hoc Committee for Combined Charities Campaign, appointed by the UAB President to study the feasibility of creating a combined charities fund for UAB, elected the initial UAB Faculty and Staff Benevolent Fund Council from full-time regular employees and part-time regular employees. Of this initial Council, one half of the elected members from the respective University areas served one year and the other half served two years.

Volunteers and recommendations for membership to the Council were encouraged and solicited from the employees.

In 1991 a special representative from UAHSF was appointed for 1992. As of January 1993, two representatives from UAHSF were to be chosen to provide appropriate representation from this unit, one to serve one year, the other two years.

The UAB President appointed the Assistant Treasurer in 1997.

In 1997, the position of Assistant Campaign Chair was added to the Council.

In 1998, a representative from the Callahan Eye Foundation Hospital was added to the Council.

In 2002 the part-time position of Program Coordinator was added.

In 2003, the Program Coordinator position was changed to Program Manager and a part-time program coordinator position for Employee Emergency Assistance was added.

In 2014, an annual Habitat House build and the Community Impact Grant were established.

In 2017, Blazer Kitchen, a campus food bank, was established to serve UAB employees, students and patients.

In 2019, reconfigured the structure of the bylaws for clarity and structure. Proposed a new fiscal year to match the University fiscal year.

In 2021, the bylaws were revised to reflect the main work of the Council, which was determined to be fundraising for local nonprofit support, Employee Emergency Assistance, Blazer Kitchen and oversight of nonprofits supported through employee donations by the Designation Review committee.

