UAB FACULTY AND STAFF BENEVOLENT FUND

BYLAWS

Revised as of April 19, 2006

MISSION

The faculty and staff of the University of Alabama at Birmingham (UAB), and the UAB Health System (comprising University Hospital, University of Alabama Health Services Foundation (UAHSF), Callahan Eye Foundation Hospital and VIVA Health) join together in a self governed, consolidated charitable effort to:

1. Provide financial support to local charitable agencies that provide health care and social services to people in the community; and
2. Provide relief to eligible faculty and staff members of UAB, the UAB Health System who are facing financial emergencies.

This fundraising enterprise shall be known as the "UAB Faculty and Staff Benevolent Fund" and the elected group of faculty and staff members who govern the operations of the fund shall be known as the "Benevolent Fund Council".

Article I

PURPOSE

The purpose of the Council shall be to:

- Enlist the faculty and staff of UAB, and the UAB Health System to support charitable agencies through voluntary contributions.
- Eliminate the solicitation of faculty and staff on campus by individual organizations.
- Determine which agencies shall benefit from these funds.
- Designate the amount allocated to each approved agency.
- Provide aid and support to UAB the UAB Health System faculty and staff at the direction of the Employee Emergency Assistance Committee, a committee of the Council.
- Issue annually in July a complete public record of the distribution of all funds pledged during the previous year.
- Issue annually in June a proposed budget for the next year.

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 faculty and staff and part-time regular faculty and staff. 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 faculty and staff.

In 1991 a special representative from UAHSF was appointed for 1992. As of January 1993, two representatives from UAHSF were to be elected 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 1998, the position of Assistant Tracking Manager was added as an appointed position to the Council.

In 2002 the position of Program Coordinator was added.
In 2003, the position of Employee Emergency Assistance Program Coordinator was added.

In 2003, the Program Coordinator position was changed to Program Manager.

**Article II**
**MEMBERSHIP**

Section 1. Qualification and Types of Membership

The Council shall be composed of contributors to the Fund. Persons eligible for Council positions include: full-time regular faculty and staff, part-time regular faculty and staff, and fellows or residents who receive employee benefits from UAB, and the UAB Health System. There shall be standing appointed members and elected voting members of the Council.

Section 2. Standing Members

A. Membership

The Council shall include the following non-voting ex officio members:

- UAB President
- Chief Executive Officer of UAB Health System
- UAB Provost

The UAB President or the President's designee shall appoint the following members:

- Web Site Manager
- Assistant Treasurer
- Treasurer
- Representative from Media Relations/Creative Services
- Designated Administrator of the UAB Employee Assistance Program
- Representative from the University Computer Center
- At large representative from UAB who also acts as liaison between the Council and the UAB President's Office

The CEO of the UAB Health System or their designee shall appoint a liaison between the Health System and the Council.

The Provost or their designee shall appoint a liaison between the provost's office and the Council.

Appointed members may participate in all Council and Committee activities. Appointed members shall vote only in Council committees to which they belong. Appointed members shall vote only when there is no conflict of interest.
B. Terms of Office

Appointed members of the Council may serve indefinitely at the pleasure of the UAB President or President's designee.

Section 3. Elected/Voting Members

A. Membership

The voting membership shall be composed of 37 elected representatives. Election is based on proportional representation by organizational units. The representation shall be as follows:

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<thead>
<tr>
<th>Organization</th>
<th>Members</th>
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<tbody>
<tr>
<td>Academic Programs</td>
<td>15</td>
</tr>
<tr>
<td>Central Administration</td>
<td>8</td>
</tr>
<tr>
<td>Health Services Foundation</td>
<td>2</td>
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<tr>
<td>Hospital/Health Systems</td>
<td>10</td>
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<tr>
<td>Callahan Eye Foundation Hospital</td>
<td>1</td>
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<tr>
<td>VIVA Health</td>
<td>1</td>
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The Benevolent Fund Program Manager shall review annually the number of faculty and staff employed in the organizational units and adjust the representation accordingly. Effort shall be made to secure sufficient nominations to ensure full council representation and three alternates for each organizational unit. If insufficient nominations are obtained from any unit to implement the desired organizational representation, then representation may be adjusted accordingly by utilizing elected alternates from other units to assure a full complement of members.

Alternates shall attend Council meetings as non-voting members unless they have the proxy vote of an elected Council member. Alternates shall have voting privileges in committees to which they belong.

B. Election and Terms of Office

The 37 elected members shall each be elected for a term of two (2) years. Terms shall begin July 1 of each year. A member may elect to discontinue service by so noting in writing to the Program Coordinator.

In order that there shall be continuity in management, the Council will be self-perpetuating and have rotating membership. New members will be appointed by the Council President as needed to maintain proportional representation. These appointed members shall serve only for the remainder of the unexpired term for which they are appointed. All Council members must notify the Benevolent Fund Program Manager of their desire to serve a second or third term prior to the solicitation of new member nominations in the spring.
C. Attendance

Members must attend at least half of the Council and committee meetings in the fiscal year and may not miss more than three consecutive meetings without a proxy. The Program Manager will report attendance every month to the President of the Council. Those members who have not met the attendance requirements will be terminated from the Council. Exceptions may be made for extenuating circumstances as determined by the Executive Board.

Section 4. Termination of Council

The President of the University of Alabama at Birmingham may terminate the Council by written notice to the Benevolent Fund President.

Section 5. Addition to the Council

Additions to the Council shall be approved by a vote of the Council.

Article III
OFFICERS AND ADMINISTRATIVE STAFF

Section 1. Elected Officers

The elected officers of the Council shall be President, Vice President/Campaign Chair 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 by the President at the June Council meeting for election by the general membership.

Officers shall take office July 1 and serve for one year or until new officers are elected.

Section 2. Appointed Officers

The Council President shall appoint an elected member of the Council to serve as Assistant Campaign Chair.

The Council President shall appoint an elected member of the Council to serve as Recording Secretary.

The Treasurer and Assistant Treasurer shall be appointed by the UAB President and serve as standing non-voting members of the council. Other such officers may be appointed by the UAB President as needed.

Section 3. Administrative Staff

The Council President shall chair the committee that hires the Council Program Manager. The Benevolent Fund Program Manager shall serve in a non-voting position.
Section 4. Duties of Officers

A. President
It shall be the duty of the President to preside at meetings, to appoint committees, and to oversee all Council activities. The President shall appoint chairs of committees, appoint special committees, and prepare and present a written annual report to the Council. The President shall also conduct the regular meetings of the Council's Executive Board (see Article IV, Section 3), which comprises all officers and chairs of committees. The President shall be responsible for orienting new council members in July of each year.

B. Vice President/Campaign Chair
The Vice President/Campaign Chair 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 elected President shall be unable to serve. The Vice President/Campaign Chair's duties shall include serving as chair of the Campaign/Public Relations Committee. If the Vice Presidency is vacated, an interim election will be held to select a replacement.

C. Program Manager/Administrative Staff
The Program Manager shall be responsible for the collection and maintenance of records of all official activities of the Council and its committees and of any other business of the Council. The Program Manager will work with the recording secretary to keep the minutes, including records of attendance and proxy agreements, at council and executive board meetings. The Program Manager will maintain attendance records for committee meetings as reported by committee chairs.

The Program Manager shall oversee the nominating process as determined by the Executive Board for the Benevolent Fund.

D. Treasurer
The Treasurer shall keep records of all funds received and disbursed, shall distribute all funds in accordance with the instructions of the Council, and shall furnish monthly reports to the Executive Board and to the Council. Additionally, the Treasurer will serve on the Campaign/Public Relations Committee and on the Executive Board. The Treasurer may serve as a voting member on other committees at the discretion of the President. The Treasurer will assist in preparing the preliminary and final budgets in the months of June and July.

E. Assistant Treasurer
The Assistant Treasurer's duties will be determined by the Treasurer with the goal of training the Assistant Treasurer to become the Treasurer. The Assistant Treasurer is encouraged to serve on the Employee Emergency Assistance Committee. The Assistant Treasurer may serve as a voting member on other committees at the discretion of the President. The Assistant Treasurer will succeed the Treasurer in the event of a vacancy in the Treasurer's position.

F. Assistant Campaign Chair
The Assistant Campaign Chair's duties will be determined by the Chair of the Campaign/Public Relations Committee with the goal of training the Assistant Campaign Chair to become Chair of the Campaign/Public Relations Committee. The Assistant Campaign Chair will succeed the Campaign Chair in the event of a vacancy in the Campaign Chair's position.
G. Immediate Past President
The Immediate Past President will serve in an advisory capacity to the current President and the Executive Board.

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

I. Web Site Manager
The Web Site Manager is responsible for working with the Program Manager and the Executive Board to develop and maintain the Benevolent Fund Web Site.

Article IV
EXECUTIVE BOARD

Section 1. Membership

The Executive Board comprises the President, Vice President/Campaign Chair, Recording Secretary, chairs of standing committees, and Assistant Campaign Chair as voting members and the Treasurer, Assistant Treasurer, Web Site Manager and Program Manager as non-voting members. All other appointed members shall serve on the Executive Board as non-voting members.

Section 2. 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.

The Executive Board in consultation with UAB Administration will propose a goal for the campaign. The Executive Board shall submit the proposed goal for the upcoming campaign to the Council in November for its approval. If it is not approved by the Council, it shall be returned to the Executive Board for reconsideration and resubmission to the Council in December.

In June of each calendar year, after the campaign receipts have been audited and there is some indication of future cash flow from payroll deductions, a final preliminary operating budget for the following fiscal year shall be prepared by the Council Treasurer and the Executive Board. In formulating the annual budget, the reserve for contingency shall be a minimum of 3% of the total available revenue, calculated by the Treasurer as the sum of donations and investment earnings. At the end of each campaign year, the reserve account will be "zeroed" out by the Treasurer with the remaining balance being put toward the campaign deficit, if any. The operating budget shall then be presented to the Council by the Treasurer for review at the June meeting. In July, the final budget shall be prepared by the Executive Board, presented to the Council by the Treasurer, and approved by the Council.
Section 3. Meetings

The Executive Board shall hold regular monthly meetings. Special meetings may be called by the President. A majority of the elected 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.

Article V
COMMITTEES

Section 1. Standing Committees

The standing committees shall be the Agency Review, Bylaws, Campaign/Public Relations, Employee Emergency Assistance, and Awareness Committees.

A. Committee Membership
All committees shall consist of an elected member of the Council as Chair and at least four elected Council members. The Chair and all members of the committees shall be appointed annually by the President. Additional members, including appointed members of the Council, may serve as voting members of committees at the discretion of the President. In such cases all committee members, including appointed members, shall have one vote.

B. Attendance
Members should notify the President or the Program Coordinator and file a proxy vote if they are unable to attend a council meeting. 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 Program Coordinator.

C. Reporting
Committees shall maintain adequate records of their activities. Each chair shall make a formal report at the regular meetings of the Executive Board and Council following committee meetings.

D. Committee Procedures
Committees shall review their procedures, as stated in the Bylaws, on an annual basis. Committees may also maintain a procedures manual which contains operational details that are not needed in the Bylaws. Committees with a procedures manual shall review their manual annually and provide a copy to the Program Manager.

Section 2. Responsibilities of the Standing Committees

A. Agency Review Committee
Mission
The Agency Review Committee recommends agencies for funding from the UAB Faculty and Staff Benevolent Fund. Recommendations for allocating funds to agencies independent of the United Way of Central Alabama, Inc. and the Community Health Charities of Alabama, Inc. are submitted annually to the Council.

Agencies approved by the Council are included in the UAB Faculty and Staff Benevolent fund spring
campaign.

Special Considerations
Membership
The Council President will make every effort to have representation from each university division. Each member of the Agency Review Committee shall have one vote.
Meetings
The Agency Review Committee shall conduct a minimum of two meetings per year.

Procedures
The committee members shall recommend to the Council the eligibility criteria for agency participation and the guidelines for reviewing and allocating funds to approved independent agencies. The committee shall also inform the Executive Committee and the Council of their recommendations for funding for the independent agencies. There is no appeal process for denied agencies. The committee meets at least twice yearly and reports to the full Council at least annually. The main activities of the committee take place in January through May of each year. For further details regarding procedures, refer to the Agency Review Procedures Manual.

Eligibility Criteria
1. Agencies whose primary purpose is to provide service, education and/or research to meet direct human health-care needs and social services will be eligible to apply for contributions from the UAB Faculty and Staff Benevolent Fund.
2. Any agency which receives contributions from the UAB Faculty and Staff Benevolent fund shall be independent of the United Way of Central Alabama, Inc. and Community Health Charities of Alabama, Inc. and must allocate at least 65% of its expenditures to the provision of service to constituents. Fundraising and administrative costs combined should not exceed 35% of the total budget.
3. Agencies whose primary service area is the Jefferson County and/or geographically adjoining counties will be given priority.
4. Local presence must have been demonstrated by the agency and the services provided over a period of at least three years before the agency will be considered.
5. Agencies in any of the following categories shall not be eligible to receive funds from the UAB Faculty and Staff Benevolent Fund:
   - Any agency which is already receiving funding from the UAB Faculty and Staff Benevolent Fund by virtue of membership in United Way of Central Alabama, Inc. may not apply for consideration for additional funding on an individual basis.
   - Any agency identified from the list of Community Health Charities of Alabama, Inc. as a recipient of funding through the contributions made to the CHCA by the UAB Faculty and Staff Benevolent Fund may not apply for consideration for additional funding on an individual basis.
   - Any agency receiving funding from UAB in an amount more than 5% of their operating budget (other than the UAB Faculty and Staff Benevolent Fund).
   - Any agency whose primary purpose is to act as an advocate or lobbying agent for a special interest group and/or who expends more for this purpose than for the provision of service, education, and/or research to meet direct human health care needs and social services.
   - Any agency that is known by the Committee, at the time funding is approved, to be in competition with UAB or if the benefit in applying to the agency is to the detriment of UAB.
o Any international agency that is not affiliated with United Way of Central Alabama, Inc. or Community Health Charities of Alabama, Inc.

6. Approval of funding shall be for a period of one year. After an agency has received funding that agency will automatically be ineligible for funding for the following one year. To be eligible for future funding, agencies must submit a final report which details how Benevolent Fund monies were spent.

7. All funding decisions approved by the Council will be final. There is no appeals process for Independent Agencies.

B. Bylaws Committee

Mission
The Bylaws Committee reviews and revises as needed the bylaws of the Faculty and Staff Benevolent Fund. Proposed amendments shall be presented to the Council for discussion and approval.

Procedures
The Bylaws shall be reviewed at least annually by the Bylaws Committee for the purpose of making appropriate revisions. All proposed amendments to the Bylaws must first go to the Executive Board for review and recommendation prior to being brought to the Council. A proposed amendment must be circulated to all members of the Council at least ten days prior to voting on its approval. 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 (See Article IX).

C. Campaign/Public Relations Committee

Mission
The Campaign/Public Relations Committee organizes and conducts each year the UAB Faculty and Staff Benevolent Fund Campaign, which provides the Benevolent Fund's annual operating budget. This committee recommends annual campaign goals and secures pledges to this end. The Campaign/Public Relations Committee engages in a continuing effort to promote the activities of the Benevolent Fund to contributors and potential contributors. The committee gathers information concerning faculty and staff perceptions of the Benevolent Fund and uses this information to develop promotional strategies, especially for the annual campaign.

Special Considerations

Membership
Each organizational unit of the University shall be represented on the Campaign/Public Relations Committee by one or more council members.

Chair
The chair will conduct the annual campaign. The chair will contact United Way of Central Alabama, Inc. and Community Health Charities of Alabama, Inc. by December 1 to obtain a list of approved agencies for the coming year. The chair shall send the approved lists to the Program Coordinator for inclusion in campaign literature.

Assistant Chair
The assistant chair of the Campaign/Public Relations Committee shall assist the chair in all aspects of the campaign and assume the position of chair if necessary. The assistant chair of the Campaign/Public Relations Committee shall be selected for that person's ability to contribute to the fund-raising and development efforts of the Council. The assistant chair must be willing and able to give time and efficient administration of this demanding office. Experience and skill in planning and conducting a major charity campaign are helpful. The assistant chair shall become familiar with all local charities supported by the UAB Faculty and Staff Benevolent Fund as well as with the directors of United Way
Meetings
Members of the Campaign/Public Relations Committee must be able to devote the appropriate amount of time to the vital work of this demanding committee, especially during the winter and spring, just prior to and during the annual campaign.

Procedures
The duties of the Campaign/Public Relations Committee shall include but not be limited to recommending financial goals for the annual campaign, planning and executing campaign efforts, properly accounting for and documenting all pledges and contributions, providing guidance to all its subcommittees, disseminating and maintaining all campaign statistical reports, preparing the campaign records and annual report, and properly filing the annual report. The Campaign/Public Relations Committee shall develop marketing and campaign materials including but not limited to corresponding brochures, presentation materials, and videos. The Campaign/Public Relations Committee workload will be heaviest in the quarter prior to the commencement of the annual campaign. Promotional strategies and materials developed by the Committee shall be presented to the Executive Board and the Council for approval.

D. Employee Emergency Assistance Committee (EEAC)
Mission
The EEAC evaluates employee requests and makes decisions regarding disbursement of funds for emergency financial assistance according to established criteria. The Committee may take other action as it deems necessary in response to unusual circumstances.

Special Considerations
Membership
The Committee will be composed of no less than ten members with representation from each university division. Each member shall have one vote, except for the designated administrator of the UAB Employee Assistance Program, who is not a voting member. Committee members' names shall not be published. In addition to appointed members, all Benevolent Fund Council members are encouraged to attend meetings in order to acquaint more members of the Council with the workings of this Committee. Any visiting council member may vote.

Meetings
The Committee ordinarily meets once each week at the call of the chair.

Procedures
The Committee is authorized to expend resources of the UAB Faculty and Staff Benevolent Fund as follows:

Awards shall not exceed $1,250 per recipient per twelve-month period except in unusual circumstances as approved by the Council. The lifetime limit per employee is $3,750. The Committee approves assistance by a majority vote of members present at any of its meetings. Total expenditure shall not exceed the budgeted allocation for the Committee. The award may not exceed the amount of assistance needed as provided by the established documentation of the case and judgment of the committee.

Requests for aid from the Benevolent Fund will be made through the Designated Administrator of the UAB Employee Assistance Program. The Designated Administrator of the UAB Employee Assistance Program provides information and makes recommendations about applications to the Committee. All requests are confidential and anonymous. The Committee shall approve or deny requests according to
established criteria, and its decisions are final. It is appropriate for the staff at The Benevolent Fund (UAB Employee Assistance Program) to seek information from the employee regarding any assistance (financial or other) he/she may have received from other agencies/sources. This information will be documented by The Benevolent Fund and presented to the committee when reviewing the cases. The committee may recommend that an employee seek assistance from other agencies at the time the award is made.

The person requesting assistance will be notified of the Committee's decision by the Designated Administrator of the UAB Employee Assistance Program. When a request for assistance is approved, checks are made payable directly to the creditor on behalf of the employee. Checks are usually issued within one week after the committee considers and approves the case. Once the checks are issued by UAB Accounting and received in the Benevolent Fund Office, the employee will be contacted. At that time the employee can make arrangements to pick up the checks or have them mailed.

The Chair shall initiate action as appropriate when unusual circumstances arise.

The Committee shall maintain adequate records of its activities. The Chair will make a formal report to the members of the Council at the monthly meeting. For further details regarding procedures, refer to the Employee Emergency Assistance Program Operations Manual.

Eligibility Criteria
Persons eligible for aid must have completed six months of employment (from original date of hire) and be in one of the following employment categories: full-time regular employees, part-time regular employee, employees working three twelve-hour shifts, retirees (for the first 12 months following the date of retirement), residents, fellows who are pay code "21", full-time temporary employees, and comparable employees of the UAB Health System.

Need for assistance is directly attributed to or caused by an emergency, which shall be defined as the occurrence of any event or combination of circumstances which calls for immediate action or any pressing need following a sudden and unexpected happening, the occurrence of which was wholly unforeseen by the employee (fire, accident, death in family, etc.). Need may also be determined by undue hardship which shall be defined as circumstances peculiar to the employee's situation, not deliberately caused by the employee, which are of such magnitude or severity that it is unlikely that the employee has sufficient resources to reasonably expect a favorable outcome.

E. Awareness Committee

Mission
The Awareness Committee shall be responsible for assisting the Program Manager with all aspects of awareness including making presentations about the Benevolent Fund during the Campaign and at New Employee Orientations to encourage contributions to the Benevolent Fund.

Special Considerations

Membership
The Awareness Committee shall comprise a chair and all council members who volunteer to participate in orientation activities for new employees.

Meetings
The Awareness Committee generally will have at least one training meeting conducted by the Chair in July of each year, In addition to presentations and new employee orientation sessions.
Committee members will serve as a back up to the Program Manager in presenting Benevolent Fund information at scheduled meetings and at various events during the annual campaign.

Article VI
CONTRIBUTIONS/DISBURSEMENTS OF FUNDS

Section 1. Contributions

Contributions by check, transfer of securities, or by voluntary payroll deduction may be made by faculty and staff of the UAB, UAB Health System, and the University of Alabama System Office. Contributions from non-University employees may also be accepted by the Council. Contributions will be used to support agencies that provide direct human health care and social services.

Section 2. Distributions

Funds may be allocated to the United Way of Central Alabama, Inc., Community Health Charities of Alabama, Inc., and approved local independent agencies. Funds may not be disbursed directly to independent international organizations that are not affiliated with United Way of Central Alabama, Inc. or Community Health Charities of Alabama, Inc. Individuals may not receive funds except in the case of funds disbursed through the Employee Emergency Assistance Committee. The Council Treasurer shall make payments to each approved agency and report to the Executive Board and the Council. Disbursements will be adjusted by the Treasurer based upon changes in pledges and terminations.

Article VII
COUNCIL PROCEDURES

Section 1. Meetings

The Council shall meet monthly 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 prior to the date of the meeting.

Section 2. Officer/New Member Election

Election of officers and new members of the Council shall be conducted annually. Officers to be elected by a majority vote of the Council at its June meeting shall be President and Vice President/Campaign Chair and Recording Secretary. Selection of committee chairs will be performed by the incoming Benevolent Fund President.

Benevolent Fund Program Manager shall assist in the Council election process in the spring of each year. All nominees must be an annual donor to the Benevolent Fund in some fashion, and must be in an employment status code that permits solicitation. The nominee's supervisor must approve of his/her nomination. Each nominee shall also be classified as to the organizational unit of the University the employee will represent.
Section 3. Quorum

One more than half of the elected voting members of the Council 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. Proxy votes must be submitted in writing (via FAX or email) to the President or Program Manager in advance of the meeting.

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 requesting support from the Faculty and Staff Benevolent Fund shall abstain from any discussion or any vote taken in a committee, a council, or an executive board meeting relative to the support of that agency by the Benevolent Fund. Official affiliation shall include but not be limited to service as an officer or as a member of an agency’s governing board.

**Article VIII**

**TERMINATION OF COUNCIL/DISSOLUTION OF FUNDS**

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 by reason 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 IX
AMENDMENT OF BYLAWS

These Bylaws shall be reviewed at least annually by the Bylaws Committee for the purpose of making appropriate revisions. All proposed amendments to these Bylaws must first go to the Executive Board for review and recommendation prior to being brought to the Council. A proposed amendment must be circulated to all members of the Council at least ten days prior to 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.