

**AMENDED AND RESTATED BYLAWS
OF
UNITED WAY WORLDWIDE
*Approved April 29, 2015***

**ARTICLE I
Name**

The name of the corporation is United Way Worldwide. (hereinafter referred to as the “Organization”).

ARTICLE II

Principal Office

Section 1. *The Principal Office.* The principal office of the Organization shall be located at 701 North Fairfax Street, Alexandria Virginia 22314-2062.

Section 2. *Registered Office.* A registered office of the Organization shall be maintained in the State of New York, the jurisdiction of incorporation.

ARTICLE III

Purpose

Section 1. *Purpose.* The purpose of the Organization is to provide leadership on behalf of the United Way system and to member United Way organizations (hereinafter referred to as “Members”) to improve people’s lives by mobilizing the caring power of communities worldwide.

Section 2. *Non-Profit Status.* The Organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Laws.

ARTICLE IV

Members

Section 1. *United Way Members.* The Members shall be those United Way organizations admitted into membership which meet the eligibility standards and requirements as set forth in Article VI of these Bylaws. Each Member shall nominate in writing to the Secretary of the Organization one volunteer representative who shall serve as the representative of such United Way Member (the “Member Delegate”) and vote on its behalf at meetings of the Members and at the Annual Meeting. In those non-U.S. countries where more than one member has been admitted on a provisional basis, such provisional members shall nominate one Member Delegate to cast one vote

on behalf of the provisional members in that country. A Member may, for each Member Delegate so nominated, name one paid staff representative who shall be eligible to attend any annual or special meeting of the Members of the Organization. In the absence of the Member Delegate, such staff representative shall have the right to vote at any annual or special meeting of the Members. Members unable to attend the Annual Meeting or send a volunteer representative shall have the right to vote by written proxy. Every proxy must be executed in writing by a volunteer officer of the Member, and shall be revocable at will. No proxy shall be valid after eleven (11) months from the date of its execution unless it shall have specified therein its duration.

Section 2. State United Way Member Organizations. In those states in the United States where a state United Way organization exists, the state member organization shall be considered a Member but shall pay no membership fees and have no vote at any annual or special meetings of the Organization.

ARTICLE V

Admission to Membership

Section 1. Eligibility Standards and Requirements. Membership shall be open to those organizations that meet the requirements of eligibility as set forth in Article VI of these Bylaws and in the Membership Application form of the Organization. All Members and their affiliate organizations must meet the membership requirements. All UWA members in good standing shall be Members. There shall be a single member admitted into membership from each country, except in 1) the case of the U.S. where all UWA members shall remain members until a U.S.A. national member is established (at which time all U.S. members of UWW shall become members of the U.S.A. national organization) and 2) the case of those countries where more than one member may be admitted into membership on a provisional basis until a national member is established.

Section 2. Territorial/Other Disputes. No applicant for membership involved in a territorial dispute or other dispute with a Member in good standing at the time such application is made shall have its application for membership considered until the dispute is resolved. If after a reasonable time the dispute is not resolved, the applicant organization may appeal to the Membership Accountability Committee.

ARTICLE VI

Membership Requirements, Rights, and Termination

Section 1. Requirements. Members shall refrain from taking any actions or conducting activities likely to damage the welfare, interests, or reputations of the United Way system and meet the following eligibility criteria:

A. Non- U.S.A. Membership Requirements:

- a. Mission: subscribe to a mission that is consistent with United Way's mission of helping to build community capacity for a better quality of life through voluntary giving and action.
- b. Legal Requirements: be recognized as independent, non-partisan, non-sectarian, not-for-profit organization. Be formally recognized by the applicable regulatory body through appropriate legal registration. Operate in compliance with applicable local and national laws.
- c. Governance: have an independent, non-partisan Board of Directors comprised of leaders from representative segments of the community that serve in a voluntary personal capacity. Have a document containing the roles and responsibilities of the members of the Board of Directors. The Board of Directors is renewed regularly in accordance with the bylaws.
- d. Ethics: have a code of ethics of conduct that identifies and maintains the highest standards of personal and professional integrity and strict conformance with legal and ethical standards in the conduct.
- e. Operations: Conducts a study of the community and evaluates pressing problems. Engages members of the community as volunteers, donors, and/or partners. Mobilizes resources through diverse resource development activities. Applies resources where they will be used effectively to maximize benefits and improve the quality of life. Measures the impact of resources and funded projects. Informs donors of their donations' use and end results.
- f. Distribution of Funds: Provides funding only for recognized charitable purposes, meeting the standards and requirements of the country. Verifies the use of the allotted funds.
- g. Financial Accountability: Have financial statements that are audited by an independent public accountant and presents timely financial statements annually to board of directors and donors.
- h. Global Standards: Annually conducts assessment of organization's alignment with Worldwide Standards and plans for improvement.
- i. Brand and Reputation: Protects the name and reputation of United Way organizations through responsible and ethical behavior and practices. Follows all trademark requirements and guidelines as set out in any specific license agreements.
- j. System Citizenship Provides financial and other resources to support capacity building and the network Involves staff and volunteer leaders in network activities. Shares data and organizational information.

B. U.S.A. Membership Requirements:

(a) be recognized as exempt from taxation under Section 501(c)(3) of the Internal Revenue Code as well as under corresponding provisions of other applicable state, local, or foreign laws or regulations and file IRS Form 990 annually in a timely manner. Annually, all Metro 1 and 2 members will submit their entire IRS Form 990 to United Way Worldwide.

(b) comply with all other legal local, state, and federal operating and reporting requirements (e.g., non-discrimination);

(c) have an active, responsible, and voluntary governing body, which ensures effective governance over the policies and financial resources of the organization;

(d) adhere to a locally-developed and adopted statement to ensure volunteers and staff broadly reflect the diversity of the community it serves;

(e) represent itself as a United Way in accordance with all United Way Worldwide trademark standards and requirements, including those contained in the licensing agreement;

(f) provide financial support to United Way Worldwide in accordance with the agreed-upon membership investment formula;

(g) adhere to a locally-developed and adopted code of ethics for volunteers and staff, which includes provisions for ethical management, publicity, fund-raising practices, and full and fair disclosure. All Metro 1 and 2 members will submit a copy of their current code of ethics to United Way Worldwide;

(h) have an annual audit conducted by an independent certified public accountant whose examination complies with generally accepted auditing standards and generally accepted accounting principles. Exception: organizations with annual revenue totaling less than the audit threshold approved by the U.S.A. National Board and Board of Trustees may have their financial statements annually reviewed rather than audited by an independent public accountant provided they also conduct an independent internal controls assessment at least once every three years.

Annually, all members with annual revenue in excess of a threshold approved by the U.S.A. National Board and Board of Trustees will submit audited financial statements to United Way Worldwide;

(i) conduct and submit to United Way Worldwide every three years a community-driven self-assessment of their community impact work, financial management, and organizational governance and decision making;

(j) annually submit Database II and Amounts Raised Card to United Way Worldwide ;

(k) biannually submit Income and Expense Survey to United Way Worldwide;

(l) adhere to standard accounting guidelines contained in Database II Survey for reporting campaign revenue;

(m) adhere to the following cost deduction standards:

a) charge only actual expenses against a donor's pledge

b) will not deduct fundraising or processing fees from designated gifts originating by or from another United Way organization.

Section 2. Rights. Each Member in good standing may:

(a) vote through the Member Delegate in person or by proxy at all annual and special meetings of Members;

(b) propose candidates for membership on the Board of Trustees and its committees through the nominating process;

(c) use the Organization's collective servicemarks and membership marks in accord with criteria stated in Section 1 of this Article and under the rules and guidelines established by the Membership Accountability Committee;

(d) receive an established level of services for base membership fee and to purchase additional services for designated fees;

(e) vote on Bylaw amendments proposed or enacted and in effect by the Board of Trustees; and

(f) receive annual audits and financial statements of the Organization.

Section 3. Voting. Each Member shall have one (1) vote.

Section 4. Termination. Any Member or provisional member may withdraw its membership by written notice to the Board of Trustees. Any member not in good standing may be terminated pursuant to procedures, as adopted by the Board of Trustees.

Section 5. Special Projects. Members may be asked from time to time to contribute to special projects. Payment of additional sums for special projects shall be strictly voluntary. The Board of Trustees shall not have the power to levy any general assessment on the Members for payment of any amount beyond the annual membership fee.

Section 6. Compliance. The Board of Trustees shall ensure compliance with the provisions of this Article VI.

ARTICLE VII

Meeting of Members

Section 1. Annual Meetings. The Members shall meet annually at the Annual Meeting of United Way Worldwide for the election of trustees and for the transaction of such other business as may properly come before the meeting and at such time as may be designated by the Members at the last preceding annual or regular meeting, or by the Board of Trustees at any regular or special meeting. Provisions with respect to notice, quorum, and inspections of elections shall comply with the law of the State of Incorporation.

Section 2. Quorum. The presence in person or by proxy of Members entitled to cast a) 30% of the total number of votes entitled to be cast by all non U.S. Members and b) 15% of U.S. members and c) 50% of all national members with country revenues exceeding \$100,000,000 shall constitute a quorum at all meetings of Members for the election of trustees or for the transaction of other business except as otherwise provided by law. If such number of Members shall not be so present in person or by proxy, those present in person or represented by proxy shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. A majority of a quorum of a) all non U.S. members and b) all U.S. members and c) national members with country revenue of or exceeding \$100,000,000, shall be needed to take action.

ARTICLE VIII

Board of Trustees

Section 1. Powers and Duties. The business and affairs of the Organization shall be under the supervision of a board of directors which shall be known as the "Board of Trustees." The Board of Trustees shall have the control and management of the affairs and property of the Organization. The Board of Trustees shall be responsible for strategic leadership, resource and relationship management, reputation building, stewardship of United Way Worldwide and system assets, performance management and measurement, and oversight of public policy agenda and advocacy. The Trustees may delegate certain of their duties to the officers of the Organization. In addition to the powers expressly conferred upon them by these Bylaws, the Board of Trustees may exercise such powers and do such lawful acts and things as are not otherwise required to be exercised or done by the Members or officers.

Section 2. Number, Term of Office, and Election. The Board shall consist of no fewer than 10 and no greater than 25 members. Board members shall serve three-year terms, or one- or two-year terms to achieve a staggered rotation system. Members of the Board of Trustees shall be elected by the Members at an Annual Meeting of Members, or as soon thereafter as possible, in accordance with Articles VII and X of these Bylaws. Members serving an initial 1-year or 2- year term may be eligible to serve two 3-year terms following their initial term.

Any trustee who serves two full consecutive three-year terms shall be ineligible for reelection as a trustee until a year has elapsed after expiration of the second three-year term unless that trustee is a member of the Executive Committee of the Organization; provided, however, that notwithstanding the foregoing limitation on terms of trustees, any trustee who has served two consecutive three-year terms may be reelected to fill a position as an officer of the Organization. If the term of a trustee who is a Chair or Chair-elect of the Board of Trustees shall expire, he or she shall be eligible for reelection as trustee as long as he or she holds the office of Chair or Chair-elect, notwithstanding the foregoing limitation on terms of trustees. Trustees need not previously have been Member Delegates. Each trustee shall serve until his or her successor has been elected, or until his or her death, resignation or removal.

Attendance at Board meetings is expected of all Trustees and failure to attend three consecutive regularly scheduled Board meetings may be a cause for removal. The Organization's Executive Committee shall oversee the implementation of this policy.

Section 3. Removal of a Trustee. A member of the Board of Trustees may be removed from office for cause by a vote of the majority of the Board of Trustees.

Section 4. Vacancies. All vacancies in the Board of Trustees may be filled by the remaining trustees.

Section 5. Compensation and Reimbursement. Trustees shall be volunteers and shall not receive any compensation for their services. The trustees may, by resolution of the Board, authorize the reimbursement of expenses of a trustee for attendance at meetings.

Section 6. Meetings.

(a) **Regular Meetings.** The Board of Trustees shall hold at least four meetings each year at such place or places as may be determined from time to time or as may be set forth in the notice of meeting, which notice shall be given not less than seven (7) days prior to the time of the meeting.

(b) **Special Meetings.** Special meetings of the Board of Trustees may be called by the Chair or any Chair-elect of the Board of Trustees on forty-eight (48) hours notice to each trustee personally, by telecopier (facsimile) or electronically (e-mail); special meetings shall be called by the Chair, any Chair-elect or the Secretary of the Board in like manner on the written request of one-third of the trustees in office.

(c) **Quorum and Voting.** At all meetings of the Board of Trustees, the presence of fifty percent of the trustees plus one trustee shall constitute a quorum for the transaction of business, and any act of a majority of those in attendance at a meeting at which there is a quorum shall be adopted. Any business may be transacted by the Board of Trustees at any meeting at which a quorum is present, although held without notice, upon waiver signed by every member of the Board.

(d) **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken without a meeting via mail, fax, or electronic ballot, provided all trustees consent to the action being taken by ballot. The deliberation period for all

Board action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

(e) ***Meeting by Telephone Conference.*** Participation in any meeting of the Board of Trustees or a committee of the Board by means of conference telephone or any means of communication by which all persons participating in the meeting are able to hear one another shall constitute presence in person at the meeting.

Section 7. Emeritus Members. The Board will also consist of up to four emeritus members who shall serve in a non-voting advisory capacity. These members shall be nominated by the Governance Committee and approved by the Board of Trustees and members. Emeritus members shall serve without term limitation and be subject to removal per Article VIII, Section 3.

Section 8. U.S.A. National Board Approval. No vote by the Members or by the Board of Trustees relating to i) change in United Way Masterbrand; ii) change in the dues structure; iii) change in mission of United Way Worldwide; iv) sales or transfers of assets of United Way Worldwide; v) the selection of a CEO; or vi) merger, recapitalization, or restructuring of United Way Worldwide; shall be effective without the prior or concurrent approval of the U.S.A. National Board. U.S.A. National Board shall have the sole right to recommend for approval to the UWW board the separation of the U.S.A. National entity from UWW.

ARTICLE IX

Officers of the Organization

Section 1. Number, Qualification, Election and Term of Office.

(a) The officers of the Organization who shall be elected by the Board of Trustees shall consist of a Chair of the Board of Trustees; one or more Chairs-elect; two Vice Chairs; a President; a Secretary of the Board; and a Treasurer of the Board, all of whom shall be members of the Board of Trustees, except the President, who may, however, subsequently be elected to the Board of Trustees. The Board may also elect one or more Secretaries of the Board, one or more Treasurers of the Board, and such number of other employees and/or agents as the Board of Trustees may from time to time deem advisable. Such employees need not be members of the Board. If the Board elects more than one Secretary of the Board or Treasurer of the Board, then it shall designate a principal Secretary of the Board or principal Treasurer of the Board who may, in turn, delegate such duties to act in his/her stead or serve in his/her place as may be appropriate and not inconsistent with these Bylaws. All officers except the Chair-elect, the Chair, and the President shall hold office for one year or until their successors are duly elected and qualified. The Chair shall serve for a two-year term and may serve a second term of one year. A Chair-elect shall hold that office until he or she becomes Chair of the Board of Trustees. After a Chair of the Board of Trustees shall have served a two-year – term and a second term of one year, he shall be ineligible for reelection as Chair until a year has elapsed after the expiration of the second of such term. The President shall be an employee of the Organization and shall hold the office of President for the term of his or her employment. Except as otherwise

prohibited by law, any two or more offices, except the offices of President and Secretary of the Board, may be held by the same person.

(b) The officers of the Organization shall be elected by the Board of Trustees at the regular Annual Meeting of the Board held in conjunction with the Annual Meeting of the Members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient.

(c) Each officer shall hold office until his or her successor shall have been elected and qualified.

Section 2. Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Trustees of the Organization. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the President or the Board.

Section 3. Removal. Any officer, employee or agent appointed by the Board of Trustees may be removed from office, either with or without cause.

Section 4. Vacancies. A vacancy in any office specifically designated in Section 1 of this Article IX, by reason of death, resignation, inability to act, disqualification, removal or any other cause, shall be filled for the unexpired portion of the term by the Board of Trustees.

Section 5. Chair of the Board. The Chair of the Board of Trustees, or in his or her absence, a Chair-elect selected by the Board, shall, convene and preside at meetings of the Board, and shall perform such duties as may be assigned to him or her from time to time by the Board. He or she shall, if present, preside at all meetings of the Members and of the Board of Trustees, and shall perform the duties usually devolving upon a presiding officer. He or she shall be responsible for overseeing the management of the business of the Organization.

Section 6. President. Unless otherwise designated by the Board of Trustees, the President, who shall also be the Chief Executive Officer of the Organization and who shall be employed by the Board, shall in general supervise and control all of the business, affairs and property of the Organization and shall have general supervision over all of its employees and agents under the direction of the Board of Trustees. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Trustees are carried into effect. In the absence of the President, or in the event that the President is unable to carry out his or her duties, the Chair may delegate the President's powers to an employee of the Organization, or the President may so delegate with the consent of the Board of Trustees.

Section 7. Secretary of the Board. The Secretary of the Board shall be named by the Chair of the Board of Trustees and approved by the Board of Trustees. The Secretary of the Board shall have such functions and powers as designated by the Chair.

Section 8. Secretary of the Organization The Secretary shall be named by the President and approved by the Board of Trustees. The Secretary shall be an employee of the Organization and shall:

(a) attend all meetings of the Board of Trustees and all Annual and special meetings of the Members, and shall act as clerk of each meeting. The Secretary shall record all the proceedings and votes of such meetings in a book, at least one copy of which shall be in English, to be kept for that purpose;

(b) cause all notices to be duly given in accordance with the provisions of these Bylaws and as required by statute and, if required by resolution at any annual or special meeting of Members, shall give notice of meetings of committees of members of the Board of Trustees;

(c) be custodian of the records and of the seal of the Organization and cause such seal to be affixed to all instruments, the execution of which on behalf of the Organization under its seal shall have been duly authorized in accordance with these Bylaws;

(d) see that the books, reports, statements, and all other documents and records of the Organization required by statute are properly kept and filed;

(e) in general, perform all duties incident to the office of Secretary and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the President or the Board of Trustees.

Section 9. Treasurer of the Board. The Treasurer of the Board shall be named by the Chair of the Board of Trustees and approved by the Board of Trustees. The Treasurer of the Board shall have such functions and powers as designated by the Chair. The Treasurer of the Board shall also serve as Chair of the Finance Committee and shall report to the Board of Trustees at each meeting on the financial condition of the Organization. The Treasurer of the Board shall report on the financial condition of the Organization at the Annual Meeting.

Section 10. Treasurer of the Organization. The Treasurer shall be named by the President and approved by the Board of Trustees. The Treasurer shall, at the direction of the Board, set the overall financial policy of the Organization and shall perform oversight functions and such other duties as may be assigned to him or her from time to time by the Board with respect to the financial matters of the Organization. The Treasurer shall be an employee of the Organization and shall:

(a) have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Organization;

(b) receive and give receipts for monies due and payable to the Organization from any source whatsoever;

(c) cause the monies and other valuable effects of the Organization to be deposited in the name and to the credit of the Organization in such banks or trust companies and other depositories as the Board of Trustees may designate or select;

(d) cause the funds of the Organization to be disbursed by checks or drafts, with such signatures as may be authorized by the Board of Trustees, upon the authorized depositories of the corporation, and cause to be taken and preserved proper vouchers for all monies disbursed;

(e) render to the Board of Trustees, whenever requested, a statement of the financial condition of the Organization and all his or her transactions as Treasurer;

(f) keep the books of account of all the business and transactions of the Organization;

(g) subject to the direction of the Chair of the Board of Trustees, be empowered to require from all employees or agents of the Organization reports or statements giving such information as he or she may desire with respect to any and all financial transactions of the Organization;

(h) if required by the Board of Trustees, give a bond in a sum and with one or more sureties satisfactory to the Board of Trustees, conditioned upon the faithful performance of the duties of his or her office and for the restoration to the Organization in case of death, resignation, retirement or removal from office of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Organization; and

(i) in general, perform all duties incident to the office of Treasurer and such other duties as are given to him or her by these Bylaws or as from time to time may be assigned to him or her by the Board of Trustees.

Section 11. Salaries. The salary and other remuneration of the President and Chief Executive Officer shall be fixed by the Board of Trustees. Salaries and wages of other employees shall be fixed by the President based on the recommended salary ranges of the Executive Compensation Committee and subject to the approval of a general operating budget by the Board of Trustees.

Section 12. Immediate Past Chair. The immediate past Chair of the Board of Trustees shall continue to serve as a member of the Board of Trustees and as an officer of the organization, as well as a member of the Governance Committee, for one year after his or her term as Chair has ended.

Section 13. Vice- Chair. The Vice Chair may convene and preside at meetings of the Board in the absence of the Chair and Chair-elect, and may perform such duties as may be assigned to him or her from time to time by the Board consistent with these Bylaws, and may assist the Chair upon request in the performance of his or her duties.

ARTICLE X

Committees of the Organization

Section 1. Other Committees. The Chair of the Board of Trustees may, from time to time, appoint such standing committees, committees of the Organization, special committees, or task forces as are authorized by the Board of Trustees. Volunteers and professionals from the Members shall be considered for service on such committees, except as may be precluded by the law of the state of incorporation or these Bylaws. The Chair of the Board of Trustees shall annually appoint the Chair of each Committee of the Organization, special committee, or task force that has been authorized by the Board of Trustees.

Section 2. Standing Committees.

(a) ***Executive Committee.*** The Executive Committee shall consist of those members of the Board of Trustees who are officers of the Board of Trustees. The Chair of the Board of Trustees shall serve as Chair of the Executive Committee. The Board of Trustees may elect additional members, all of whom shall be members of the Board of Trustees, to the Executive Committee. The Executive Committee shall consist of four (4) to eight (8) members or more as required to include all officers of the Board. The Executive Committee shall act in the name of and on behalf of the Board as needed during intervals between meetings of the Board on matters requiring the action of the Board.

The Executive Committee shall have the power to affix the seal of the Organization to all papers which it may deem appropriate and shall have and exercise those powers of the Board of Trustees needed for actions which must be taken prior to the next Board meeting, including approval of recommendations of the International Donor Advised Giving program. The Executive Committee shall be subject to such limitations as the laws of the State of Incorporation, the Certificate of Incorporation, these Bylaws and the resolutions of the Board may impose, including the prohibition against the following: a) submission to Members of any action requiring Members' approval; b) filling of vacancies in the Board of Trustees or in any committee thereof; c) fixing the compensation of the Trustees for serving on the Board or any committee thereof; d) amendment or repeal of any resolution of the Board which by its terms is not so amendable or repealable. The Executive Committee shall have power to make rules and regulations for the conduct of its business. A majority shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for the adoption of any resolution. The Executive Committee meetings may be held on forty-eight (48) hours notice to each member personally, by telecopier (facsimile) or electronically (e-mail). Any action permitted to be taken at a meeting of the Committee may be taken without a meeting via mail, fax, or electronic ballot. No less than 60 per cent of voting Committee members must cast a ballot to constitute a valid action and a majority of those voting shall determine the action. The deliberation period for all Committee action undertaken without meeting is no less than one week from the date of transmission. The person charged with transmitting the ballot may be required to provide an affidavit stating that all voting members were issued the notice and ballot. The results of such action without meeting will be filed with the minutes of proceedings of the Committee and Board. Such consent shall have the same force and effect as a unanimous vote.

The Executive Committee shall keep regular minutes of its proceedings and transmit copies thereof to the Board of Trustees.

(b) ***Governance Committee.*** The Governance Committee shall consist of the present Chair, the Chair(s)-Elect, and up to ten (10) other members of the Board of Trustees. This Committee shall have responsibility for the recruitment, orientation and training, performance and evaluation of Board members, including officers.

The Governance Committee shall present its report of nominees at the first meeting of the Board of Trustees in each calendar year or as soon thereafter as may be practicable. No member of the Governance Committee, other than the Chair(s)-Elect, shall be eligible for nomination, with the

exception of the re-election of the Board Chair to serve a second term and the succession of the Chair-Elect to Board Chair.

At the Annual Meeting of the members, the Governance Committee, having provided the Board with background and qualifications data on each nominee at least two weeks prior to the meeting and having received Board approval, shall nominate such persons as approved by the Board as may be required to fill all expiring or otherwise vacant terms on the Board of Trustees. The Governance Committee shall meet regularly as required and maintain a current profile of the Board's membership composition to guide the selection process to ensure diversity. The Committee shall identify and nominate individuals representing the diversity of society.

(c) ***Audit Committee.*** The Board of Trustees shall appoint an Audit Committee, at least half being volunteers and professionals from the Members to be responsible for the outside and internal audits of all Organization financial transactions, the necessary controls to ensure compliance with the Organization's financial policies, and compliance with federal and state legal requirements. Further, the Committee shall recommend to the Board the designation of an independent auditor for the Organization each year, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, and shall ensure that the Annual Report is timely prepared and submitted to the Board of Trustees. The Committee may request the designated independent auditor, or any officer or employee of the Organization, to appear before it to report on the financial condition of the Organization and answer any questions the Committee might have. The Committee will report to the Board regularly and to the Members at least annually.

(d) ***Finance Committee.*** The Board of Trustees shall appoint a Finance Committee, at least half being volunteers and professionals from the Members to be responsible for the development and management of the Organization's annual budget, the management of its financial resources, the evaluation of the Organization's financial control and accounting system, and compliance with federal and state legal requirements. The Finance Committee shall also receive monthly financial statements from the Treasurer and approve any changes in format recommended by the Chair. The Committee may request the designated independent auditor, or any officer or employee of the Organization, to appear before it to report on the financial condition of the Organization and answer any questions the Committee might have. The Committee will report to the Board regularly and to the Members at least annually.

(e) ***Executive Compensation Committee.*** The Board of Trustees shall appoint an Executive Compensation Committee consisting of five members of the Board of Trustees to be responsible for a) developing for review and approval by the UWA Board of Trustees a chief executive officer performance review process, including goal setting and performance objectives; b) reviewing and recommending to the Board of Trustees total compensation and rewards adjustments for the chief executive officer and executive vice presidents; and c) monitoring market practices of comparable organizations to ensure that executive compensation and reward levels are competitive and consistent with market practices and d) conducting periodic reviews of organizational compensation strategy and recommending changes to the Board of Trustees as needed.

f) ***Membership Accountability Committee.*** The Board of Trustees shall appoint a Membership Accountability Committee to be responsible for reviewing the membership eligibility requirements on a biennial basis and making recommendations with respect to monitoring current

Members. The committee will ensure members continue to meet eligibility requirements annually and review applications for membership. The committee will be responsible for the review and determination of membership probation and/or termination and will make recommendations to the Board of Trustees with respect to a United Way's membership status as well as with respect to the permanent membership of a provisional member. The committee will also authorize and manage dispute resolution. The Committee shall be composed of both volunteers and professional leadership from local United Ways. Members shall serve a three-year term that is renewable for a second three-year term. At least one member of the committee shall be a member of the Board of Trustees. The Committee shall have a chair who serves for two years. The Committee shall report to the Board regularly and to the Members at least annually.

g) U.S.A. National Board. A U.S.A. National Board shall be established to provide oversight of U.S.A. specific matters such as U.S. membership, the establishment of a U.S.A. national organization, a U.S.A. partnership agreement, public policy, community impact, and resource development. It will also provide counsel and recommendations to the Board of Trustees on system wide issues. The initial U.S.A. National Board shall consist of those members of the UWA Board of Trustees in office at the time of the adoption of these bylaws amendments who shall serve for 1, 2, or 3-year terms in accordance with their Board of Trustee terms. The U.S.A. National Board shall have up to 15–25 members and shall be elected by the U.S.A. membership at the annual membership meeting. The chair of the U.S.A. National Board shall be approved by the Chair of the Board of Trustees and shall serve a two- year term and may serve a second term of one year. The U.S.A. National Board shall be in place until the U.S.A. United Way is established. The Chair of the U.S.A. National Board shall appoint committees as needed including an executive committee, membership accountability committee and a nominating committee, which shall have the following responsibilities, and shall annually appoint the chairs of the committees.

- i. **Executive Committee:** The Executive Committee shall act in the name of the U.S.A. National Board as needed during intervals between U.S.A. National Board meetings.
- ii. **Membership Accountability Committee:** The Membership Accountability Committee shall be responsible for reviewing the membership eligibility requirements for U.S.A. members.
- iii. **Nominating Committee:** The Nominating Committee shall have the responsibility for recruitment, orientation and performance evaluation of U.S.A. National Board members.

ARTICLE XI

General Provisions

Section 1. Conflict of Interest. No contract or transaction relating to the operations conducted by the Organization or for furnishing supplies to the Organization and to which the Organization is a party shall be invalidated by reason of the fact that any trustee, officer or employee of the Organization is interested therein, either as party to the contract or as a member of any firm or partnership or a stockholder in any corporation which is a party to such contract, but any such transaction must be fully disclosed in writing to the Board of Trustees for the Board's approval prior to the contract or transaction taking effect.

Section 2. Organization Loans. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Organization to its trustees, officers or employees, or to any other corporation, firm, association, or other entity in which one or more of its trustees, officers or employees are directors or officers or hold a substantial financial interest, except in a loan by the Organization to another entity having a comparable purpose to that set forth in Article III of these Bylaws. A loan made in violation of this section shall be a violation of the duty to the Organization of the trustees, officers or employees authorizing it or participating in it, but the obligation of the borrower with respect to the loan shall not be affected thereby.

Section 3. Fiscal Year. The fiscal year of the Organization shall be fixed by resolution of the Board of Trustees.

Section 4. Corporate Seal. The corporate seal shall have inscribed thereon the name of the Organization, the year of its incorporation and the words "Corporate Seal, New York." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

Section 5. Indemnification. The Organization shall indemnify current and former members of the Organization's Board of Trustees, the USA Board, and standing committees, and the Organization's employees and agents to the fullest extent permitted by the indemnification provisions of Article 7 of the Not-For-Profit Corporation Law of the State of New York, as may be amended from time to time, including 1) the right to advancement of expenses pursuant to section 723 and 725, and 2) the right to initiate action seeking indemnification pursuant to section 724(c), unless not permitted by law, if any claim for indemnification or advancement of expenses is not paid within 30 days. Rights to the indemnification provided herein can only be amended prospectively and any amendment shall apply only to actions taken after the adoption of such amendment. The Organization may purchase insurance to indemnify itself and any person eligible to be indemnified hereunder. The rights to indemnification and advancement of expenses under this section shall not be deemed exclusive of any other rights to which any current and former members of the Organization's Board of Trustees, the USA Board, and standing committees, and the Organization's employees and agents may be entitled.

Section 6. Amendments. The Members shall have the power to make, alter, amend, or repeal the Bylaws of the Organization at any annual or special meeting thereof. The Board of Trustees shall also have the power to alter or amend the Bylaws of the Organization by a majority

vote of the entire Board with such amendment to be immediately effective and continue in effect until confirmed, altered or repealed at the next annual or special meeting of the Members.

Section 7. Reversion The amendments to these Amended and Restated Bylaws adopted on May 13, 2009 (Amendment Date) shall be effective until January 1, 2013 (Reversion Date), at which time they will cease to be effective and the Amended and Restated Bylaws shall revert to their wording immediately prior to the Amendment Date, if the U.S.A. National Board determines by a majority vote that the minimal financial criteria for sustainability (Financial Sustainability Model) has not been satisfied and is not likely to be satisfied by the Reversion Date. In that event, these Bylaws shall be applied and administered as if the amendments adopted on the Amendment Date had not been adopted and the UWW Board of Trustees shall be replaced with the members of the U.S.A. National Board who shall take immediate control of and responsibility for the management of the affairs and property of the Organization in such reconstituted Board of Trustees. The Board of Trustees, as so reconstituted, shall make such other changes to these Bylaws as are necessary to provide for an orderly transition and continuation of agreements with National Partners under mutually agreeable terms. Further, if prior to the Reversion Date, the U.S.A. National Board determines that the sustainability criteria that have been adopted for United Way Worldwide will not be satisfied by such date but that it is likely, that they will be satisfied before January 1, 2015, then, upon a majority vote of the U.S.A. National Board, the first sentence of this Section 7 shall be applied by substituting January 1, 2015 for January 1, 2013.