

**AMENDED AND RESTATED
BYLAWS OF
UNITED WAY WORLDWIDE**

*Amended by the Board of Trustees on June 7, 2022
Confirmed by the Members on July 18, 2022*

ARTICLE I

Name

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

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, and may be changed by the Board of Trustees from time to time.

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 serve member United Way organizations (hereinafter referred to as "Members") working 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.

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 U.S. Member but shall pay no membership fees and shall not count towards a quorum or have a right to 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 set forth in Article VI of these Bylaws, together with any additional requirements that may be established by the Board of Trustees and included in the Membership Application form of the Organization. All Members and their affiliate organizations (as applicable) must meet the membership requirements. There shall be a single member admitted into membership from each country, except in 1) the case of the U.S. 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.

(k) Equity: Develop, maintain, and publicly post an organization position opposing all forms of discrimination based on race and ethnicity. Annually, provide equity training focused on race and ethnicity for all board members and staff. Develop and use equity as one of the criteria in making community investments.

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; develop, maintain, and publicly post an organization position opposing all forms of racism; annually, provide racial equity training for all board members and staff; develop and use racial equity as one of the criteria in making community investments.

(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 ("Dues") to United Way Worldwide in accordance with a formula determined by the Board of Trustees and approved by the U.S. Members;

(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 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 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 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 service marks 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 Dues and to purchase additional services for designated fees;
 - (e) vote on any changes to the Dues formula established by the Board of Trustees; provided that only U.S. Members may vote on the Dues formula applicable to U.S. Members;
 - (f) vote on Bylaw amendments proposed or enacted and in effect by the Board of Trustees;
 - (g) receive annual audits and financial statements of the Organization;
- and
- (h) vote on any material changes to the Board-approved mission of the Organization.

Section 3 *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 4 *Compliance.* The Board of Trustees shall ensure compliance with the provisions of this Article VI.

Section 5 *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.

ARTICLE VII

Meetings of Members

Section 1 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. The Board of Trustees may, in its sole discretion, determine that any meeting of the Members will be held partially or solely by means of electronic communication. In the case of meetings held solely by means of electronic communication, the electronic service and/or platform by which the meeting is held shall be the place of the meeting. Meetings conducted solely or partially by means of electronic communications and any Member's electronic participation in such meetings shall be subject to the guidelines and procedures adopted by the Board of Trustees.

Section 2 Quorum. The presence in person or by proxy of a) 30% of the non U.S. Members entitled to vote, b) 15% of the U.S. Members entitled to vote, and c) 50% of all national members with country revenues exceeding \$100,000,000, shall constitute a quorum at all meetings of Members, except as otherwise provided in these bylaws; provided, however, that the quorum required to approve changes to the Dues formula established by the Trustees for U.S. Members shall be 15% of all the votes entitled to be cast by U.S. Members, without regard to the presence of any other Members. 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. With regard to any matter on which all voting Members are entitled to vote, once a quorum has been established, action may be taken by a vote of: (a) a majority of all the non U.S. member votes represented at the meeting, plus (b) a majority of all the U.S. member votes represented at the meeting, plus (c) a majority of the votes present and entitled to be cast by national members with country revenue of or exceeding \$100,000,000. With regard to any matter on which just the U.S. Members are entitled to vote, once a quorum of the U.S. Members has been established, action may be taken by a vote of a majority of all the votes represented at the meeting by the U.S. Members entitled to vote thereon.

Section 3 Voting. Each voting Member shall have one (1) vote. At each meeting of the Members, each Member's vote may be exercised by the Member's chief executive officer (or comparable executive) or a board member of the Member, as designated by such Member in a physical or electronic writing delivered to the Organization, in the manner specified by the Organization in advance of each meeting of the Members, no less than 48 hours prior to the start of such meeting (each, a "Member Designee"). Members unable to attend any annual or special meeting shall have the right to vote by written proxy. Every proxy must be executed in a physical or electronic writing by the Member Designee, and shall be revocable at will, in accordance with the procedures implemented by the Organization for the collection of Member proxies. No proxy shall be valid after eleven (11) months from the date of its execution unless it shall have specified therein its duration.

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” or the “Board.” 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. The Board of Trustees shall carry out such functions of the former U.S.A. National Board as may still be applicable from time to time.

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.

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, Election, and Term of Office.

(a) **Number.** The Board of Trustees shall consist of no fewer than 15 and no more than 30 members, as such number may be set by the Board from time to time. The Board shall include no more than four Member CEO Trustees as provided herein.

(b) **Election.** Except as provided in Article VIII, Section 2(d) hereof with regard to the former members of the U.S.A. National Board, the Trustees shall be elected by the Members at an Annual Meeting or special meeting of Members in accordance with Article VII of these Bylaws. Trustees shall serve three-year terms, or one- or two-year terms to achieve a staggered rotation system. Except as provided in Article VIII, Section 2(c) hereof with regard to Member CEO Trustees, a 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 Board; provided, however, that any Trustee who has served two consecutive three-year terms may be reelected to fill a position as an officer of the Organization. Notwithstanding the foregoing, 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 a Trustee as long as he or she holds the office of Chair or Chair-elect. Except Member CEO Trustees, Trustees serving an initial partial term shall be eligible to serve two full three-year terms immediately following such initial term. Each Trustee shall serve until his or her successor has been elected, or until his or her death, resignation or removal.

(c) **Member CEO Trustees.** Beginning no later than January 1, 2024, the Board of Trustees shall include four individuals who are Chief Executive Officers (or comparable executives) of a United Way Member organization in good standing (each, a "Member CEO") who shall be elected as provided in Article VIII, Section 2(b) (each, a "Member CEO Trustee"). At all times, one Member CEO Trustee must be the Chair or one of the Co-Chairs of the Network Advisory Council then serving. Any Member CEO Trustee who has served one full three-year term shall be ineligible for reelection as a Trustee until a year has elapsed after expiration of such term. Member CEO Trustees serving an initial partial term shall be eligible to serve a full three-year term immediately following such initial term. If any Member CEO Trustee ceases to serve as a Member CEO or the CEO of a Member in good standing, or as Chair or Co-Chair of the Network Advisory Council, as applicable, he or she shall automatically cease to be a Trustee.

(d) **Former U.S.A. National Board.** Following the approval of these Amended and Restated Bylaws by the Members, the then-serving members of the entity formerly known as the U.S.A. National Board who are willing and able to serve on the Board of Trustees shall become members of the Board of Trustees, in each case to serve a term equal to the remainder of his or her term as a member of the U.S.A. National Board, or until his or her earlier death, resignation, or removal.

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 Trustees then in office.

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; provided however, that no more frequently than once every other year, the Board may designate one such regular meeting as a Board retreat.

(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 by the Board of Trustees may be taken without a meeting, if all members of the Board of Trustees consent to the adoption of a resolution authorizing the action. Such consents may be written or electronic, to the extent permitted by the New York Not-for-Profit Corporation Law. The resolution and the consents thereto by the members of the Board of Trustees shall be filed with the minutes of the proceedings of the Board of Trustees.

(e) ***Meeting by Telephone Conference or Other Electronic Means.*** 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 Trustees. The Organization may have up to four emeritus Trustees who shall serve on the Board in an ex-officio non-voting advisory capacity. These emeritus Trustees shall be nominated by the Governance Committee and approved by the Board of Trustees. Emeritus Trustees shall not be considered members of the Board of Trustees, shall serve without term limitation, and shall be subject to removal per Article VIII, Section 3.

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, a Chair-elect, up to two Vice Chairs, a President, a Secretary of the Board, 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, and such other officers with powers and duties not inconsistent with these bylaws as the Board may from time to time appoint or elect, including an Assistant Secretary and an Assistant Treasurer, who may be employees of the Organization. The Board may also appoint such number of 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. 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 or she shall be ineligible for reelection as Chair until a year has elapsed after the expiration of the second of such terms. 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, 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.

(d) Member CEOs shall not be eligible to serve as officers.

Section 2 Resignation. Any officer may resign at any time by giving written notice of such resignation to the Board of Trustees. 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, by a majority of the Board of Trustees then in office.

Section 4 Vacancies. A vacancy in any office that is required under 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, the Vice Chair or the Chair's designee, 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.

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 the business, affairs and property of the Organization and shall have general supervision over 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 Board may delegate the President's powers to an employee of the Organization or other person of the Board's choosing, or the President may so delegate with the consent of the

Board of Trustees. The President shall be an employee of the Organization and shall hold the office of President for the term of his or her employment. The President shall serve ex officio, without vote, on the Board and shall be entitled to attend, in an advisory capacity, the meetings of all committees of the Board, and shall do and perform such other duties as may be assigned from time to time by the Board.

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 Assistant Secretary. The Assistant Secretary shall be named by the President and approved by the Board of Trustees. The Assistant 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 Assistant 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 (if any) 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; and

(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, the Chair, 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.

Section 10 Assistant Treasurer. The Assistant Treasurer shall be named by the President and approved by the Board of Trustees. The Assistant 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 Assistant 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 Organization, 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 Assistant 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 Vice-Chair. The Vice Chair(s) 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.

Section 12 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.

ARTICLE X

Committees

Section 1 Committees of the Board. The Board of Trustees may create, such committees of the Board as the Board of Trustees may from time to time find appropriate. Each such committee shall consist of at least three (3) Trustees. The Executive Committee and the Audit Committee, as provided herein, shall be Committees of the Board. Member CEO Trustees shall not be eligible to serve on Committees of the Board. Between meetings of the Board of Trustees, each such committee shall have and may exercise all the authority of the Board of Trustees, to the extent provided in these bylaws and/or the resolution or charter creating or governing such committee. However, no committee shall have the authority to:

- submit to the Members any action requiring the Members' approval;
- fill vacancies in the Board of Trustees or in any committee;
- fix the compensation of the Trustees for serving on the Board or on any committee;
- amend or repeal the Bylaws or adopt new Bylaws;
- amend or repeal any resolution of the Board of Trustees which by its terms shall not be so amendable or repealable;
- elect or remove officers or Trustees;
- approve a merger or plan of dissolution;
- adopt a resolution recommending to the Members action on the sale, lease, exchange or other disposition of all or substantially all the assets of the Organization; or
- approve amendments to the Organization's certificate of incorporation.

Any action taken by any such committee between meetings of the Board of Trustees shall be reported to the Board of Trustees at its next meeting.

(a) **Appointment; Term of Service.** The Chair of the Board of Trustees, in consultation with the President, will appoint all committee members; provided, however, that the members of the Executive Committee shall be as set forth in Article X Section 3(a). Unless otherwise provided in these Bylaws or in the resolution or charter creating or governing a committee, each member of a committee will continue as such until his or her successor is appointed, unless the committee will be sooner terminated, or until his or her earlier death, resignation, removal, or incapacity. All committee members will serve at the pleasure of the Board.

(b) **Chair.** The Chair of the Board of Trustees will annually appoint the Chair of each Committee of the Board from among the members of such committee;

provided, however, that Member CEOs shall not be entitled to serve as chairs of Committees of the Board.

(c) **Quorum.** Unless otherwise provided in the resolution or charter creating or governing a committee, a majority of the members of the committee will constitute a quorum. The act of a majority of the committee members present at a meeting at which a quorum is present will be the act of the committee.

(d) **Rules.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or the resolution or charter creating or governing such committee.

Section 2 Committees of the Organization. The Chair of the Board may, from time to time, designate committees of the Organization, including task forces or other advisory bodies. The members of Committees of the Organization shall be designated by the Board or by the Chair. Member CEO Trustees are eligible to serve on Committees of the Organization but may not serve as chair of any such committee. Each committee created pursuant to this section shall have such responsibilities as may be specified in the resolution or charter creating or governing the committee, provided that any committee that is not composed solely of Trustees shall not have authority to bind the Board. The Chair of the Board of Trustees shall annually appoint, from among the members of such committee or otherwise, the Chair of each Committee of the Organization, special committee, or task force that has been authorized by the Board.

Section 3 Standing Committees. The Organization shall have the following standing committees:

(a) **Executive Committee.** The Executive Committee shall be a Committee of the Board to consist of four to eight Trustees, including the Chair of the Board, the Chair-Elect, the Secretary of the Board, and the Treasurer of the Board. The Board of Trustees may elect additional members, all of whom shall be members of the Board of Trustees, to the Executive Committee; provided, however, that the election of a member of the Executive Committee shall require (i) if there be fewer than 30 Trustees, a vote of a majority of Trustees then in office, or (ii) if there be 30 or more Trustees, a vote of at least three quarters (3/4) of the Trustees present at the time of the vote, if a quorum is present at such time. 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. Subject to these authorities, the Executive Committee shall have power to make rules and regulations for the conduct of its business.

The Executive Committee meetings may be held on forty-eight (48) hours notice to each member personally, by telecopier (facsimile) or electronically (e-mail).

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 be a Committee of the Organization and shall consist of the Chair, the Chair elect, and such number of other Trustees and other persons as shall be selected by the Chair of the Board, a majority of which shall be Trustees. This Committee shall have responsibility for making recommendations to the Board concerning the recruitment, orientation and training, performance and evaluation of Board members.

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 Chair to serve a second term and the succession of the Chair-Elect to Chair.

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.

(c) **Audit Committee.** The Audit Committee shall be a Committee of the Board and shall consist of at least three "independent directors," as defined in the New York Not-for-Profit Corporation Law, appointed by the Chair in consultation with the President. The Audit Committee shall oversee the accounting and financial reporting processes of the Organization and the audit of its financial statements, the necessary controls to ensure compliance with the Organization's financial policies, and compliance with federal and state legal requirements. The Audit Committee shall annually retain or renew the retention of an independent auditor (or recommend the foregoing actions to the Board of Trustees), and review with the independent auditor the results of the audit, including the management letter. The Audit Committee will also perform any other functions required by its charter, if any, or by New York law. The Audit Committee may examine and consider such other matters relating to the financial affairs of the Organization and financial controls as the Audit Committee may, in its own discretion, determine to be desirable, and may hire its own advisers as it deems necessary. 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 Finance Committee shall be a Committee of the Organization consisting of individuals appointed by the Chair, in consultation with the President, at least a majority of which shall be Trustees, to be responsible for recommendations to the Board of Trustees concerning 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 Assistant 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 Executive Compensation Committee shall be a Committee of the Board consisting of five members of the Board of Trustees, appointed by the Chair, in consultation with the President, to be responsible for a) developing for review and approval by the 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 Membership Accountability Committee shall be a Committee of the Organization consisting of individuals appointed by the Chair of the Board, which is 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 under the supervision and consent of the Board of Trustees. The Committee shall be composed of Trustees and 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.

ARTICLE XI

General Provisions

Section 1 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 2 *Fiscal Year.* The fiscal year of the Organization shall be fixed by resolution of the Board of Trustees.

Section 3 *Corporate Seal.* The corporate seal, if any, 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 4 *Indemnification and Insurance.*

(a) ***Indemnification.*** The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person, or such person's testator or intestate, is or was a Trustee or officer of the Organization, a member of the former U.S.A. National Board, a committee member who is not a Trustee or officer of the Organization, or an employee or agent of the Organization designated for indemnification by the Board, or is or was serving at the request of the Organization as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (hereinafter all referred to more generally as "indemnified parties"), against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person as a result of such action, suit or proceeding to the full extent permitted by applicable law, upon such determination having been made as to such person's good faith and conduct as is required by applicable law.

(b) ***Advancement of Expenses.*** Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Organization in advance of the final disposition of such action, suit or proceeding to the extent, if any, authorized by the Board of Trustees in accordance with the provisions of applicable law, upon receipt of an undertaking by or on behalf of the indemnified party to repay all or a portion of such amount if it shall ultimately be determined that such indemnified party is not entitled to be indemnified by the Organization or that the expenses so advanced exceed the indemnification to which the indemnified party is entitled.

(c) ***Insurance.*** The Organization shall purchase and maintain insurance to indemnify the Organization and the indemnified parties in a manner and to the fullest extent now or hereafter permitted by law.

Section 5 *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.