
AMENDED AND RESTATED

BYLAWS

OF

THE UNITED WAY OF SOUTHWESTERN PENNSYLVANIA
(f/k/a The United Way of Allegheny County)

Amended and Restated as of
April 1, 2018

AMENDED AND RESTATED
BYLAWS
OF
THE UNITED WAY OF SOUTHWESTERN PENNSYLVANIA

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE 1. INTRODUCTORY.....	1
SECTION 1.1 <u>NAME</u>	1
SECTION 1.2 <u>STATEMENT OF PURPOSES</u>	1
SECTION 1.4 <u>FISCAL YEAR</u>	1
SECTION 1.5 <u>SEAL</u>	1
SECTION 1.6 <u>GOVERNING LAW</u>	1
SECTION 1.7 <u>NO MEMBERS</u>	1
ARTICLE 2. BOARD OF DIRECTORS.....	1
SECTION 2.1 <u>AUTHORITY</u>	1
SECTION 2.2 <u>NUMBER AND QUALIFICATIONS</u>	2
SECTION 2.3 <u>TERM OF OFFICE, NOMINATION AND ELECTION</u>	2
SECTION 2.4 <u>VACANCIES</u>	3
SECTION 2.5 <u>RESIGNATION</u>	3
SECTION 2.6 <u>REMOVAL OF DIRECTORS</u>	3
SECTION 2.7 <u>MEETINGS</u>	3
SECTION 2.8 <u>NOTICES</u>	4
SECTION 2.9 <u>WAIVER OF NOTICE</u>	4
SECTION 2.10 <u>QUORUM AND ACTS OF THE BOARD</u>	4
SECTION 2.11 <u>ABSENCES</u>	4
SECTION 2.12 <u>CONSENTS</u>	4
SECTION 2.13 <u>VOTING</u>	5
SECTION 2.14 <u>TELEPHONE PARTICIPATION IN MEETING</u>	5
SECTION 2.15 <u>STANDARD OF CARE AND FIDUCIARY DUTY</u>	5
SECTION 2.16 <u>FACTORS THAT MAY BE CONSIDERED BY DIRECTORS</u>	5
SECTION 2.17 <u>COMPENSATION</u>	5
SECTION 2.18 <u>RULES AND REGULATIONS</u>	6
SECTION 2.19 <u>CONFLICT OF INTEREST</u>	6
SECTION 2.20 <u>PROVIDING FOR CAMPAIGN LEADERS TO BE MEMBERS OF THE BOARD</u>	6
ARTICLE 3. OFFICERS.....	6
SECTION 3.1 <u>ENUMERATION</u>	6
SECTION 3.2 <u>ELECTION AND TERM OF OFFICE</u>	6
SECTION 3.3 <u>VACANCIES</u>	6
SECTION 3.4 <u>RESIGNATION</u>	6
SECTION 3.5 <u>REMOVAL</u>	7
SECTION 3.6 <u>COMPENSATION</u>	7
SECTION 3.7 <u>CHAIRPERSON</u>	7

SECTION 3.8	<u>VICE CHAIRPERSON</u>	7
SECTION 3.9	<u>PRESIDENT</u>	7
SECTION 3.10	<u>VICE PRESIDENT</u>	7
SECTION 3.11	<u>SECRETARY</u>	7
SECTION 3.12	<u>TREASURER</u>	7
SECTION 3.13	<u>OTHER OFFICERS AND ASSISTANT OFFICERS</u>	8
SECTION 3.14	<u>ADDITIONAL POWERS AND DUTIES</u>	8
SECTION 3.15	<u>BONDING</u>	8
ARTICLE 4. LIMITATION OF LIABILITY AND INDEMNIFICATION		8
SECTION 4.1	<u>LIMITATION OF DIRECTORS' PERSONAL LIABILITY</u>	8
SECTION 4.2	<u>MANDATORY INDEMNIFICATION OF DIRECTORS AND OFFICERS</u>	8
SECTION 4.3	<u>MANDATORY ADVANCEMENT OF EXPENSES TO DIRECTORS AND OFFICERS</u>	9
SECTION 4.4	<u>PERMISSIVE INDEMNIFICATION AND ADVANCEMENT OF EXPENSES</u>	9
SECTION 4.5	<u>SCOPE OF INDEMNIFICATION</u>	9
SECTION 4.6	<u>INSURANCE</u>	10
SECTION 4.7	<u>MISCELLANEOUS</u>	10
SECTION 4.8	<u>DEFINITION OF ORGANIZATION</u>	10
SECTION 4.9	<u>DEFINITION OF AUTHORIZED REPRESENTATIVE</u>	10
SECTION 4.10	<u>PROCEDURE FOR EFFECTING INDEMNIFICATION</u>	10
ARTICLE 5. EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS		11
SECTION 5.1	<u>AUTHORITY FOR EXECUTION OF INSTRUMENTS</u>	11
SECTION 5.2	<u>EXECUTION OF INSTRUMENTS</u>	11
SECTION 5.3	<u>BANK ACCOUNTS AND DEPOSITS</u>	11
ARTICLE 6. COMMITTEES		11
SECTION 6.1	<u>GENERAL</u>	11
SECTION 6.2	<u>APPOINTMENT TO COMMITTEES</u>	12
SECTION 6.3	<u>MEETINGS OF COMMITTEES</u>	12
SECTION 6.4	<u>POWER OF COMMITTEES</u>	12
SECTION 6.5	<u>STANDING COMMITTEES</u>	12
SECTION 6.6	<u>EXECUTIVE COMMITTEE</u>	13
SECTION 6.7	<u>AUDIT COMMITTEE</u>	13
SECTION 6.8	<u>GOVERNANCE COMMITTEE</u>	13
SECTION 6.9	<u>CAMPAIGN COMMITTEE</u>	13
SECTION 6.10	<u>IMPACT COMMITTEE</u>	14
SECTION 6.11	<u>REGIONAL IMPACT ADVISORY COMMITTEE</u>	14
SECTION 6.12	<u>HUMAN RESOURCES COMMITTEE</u>	14
SECTION 6.13	<u>FINANCE & ADMINISTRATION COMMITTEE</u>	14
SECTION 6.14	<u>MARKETING COMMITTEE</u>	15
ARTICLE 7. LOCAL OPERATING BOARD		15
SECTION 7.1	<u>GENERAL</u>	15
SECTION 7.2	<u>APPOINTMENT TO LOCAL OPERATING BOARD</u>	16
SECTION 7.3	<u>RESPONSIBILITIES</u>	16
SECTION 7.4	<u>DISTRIBUTION OF FUNDS</u>	16
ARTICLE 8. RESTRICTIONS		17
SECTION 8.1	<u>NO PRIVATE OR POLITICAL BENEFICIARIES</u>	17
SECTION 8.2	<u>NO VIOLATION OF CHARITABLE PURPOSE</u>	17
SECTION 8.3	<u>ANNUAL REPORT</u>	17
SECTION 8.4	<u>TAX RECORDS</u>	18
SECTION 8.5	<u>BOOKS AND RECORDS</u>	18
ARTICLE 9. AMENDMENTS		18

SECTION 9.1 GENERAL AUTHORITY TO AMEND 18
SECTION 9.2 APPROVAL RIGHTS OF THE WESTMORELAND/FAYETTE DIRECTORS..... 18
SECTION 9.3 APPROVAL RIGHTS OF THE BUTLER DIRECTORS..... 19

AMENDED AND RESTATED
BYLAWS
OF
THE UNITED WAY OF SOUTHWESTERN PENNSYLVANIA
(the “Organization”)

ARTICLE 1.

INTRODUCTORY

Section 1.1 Name. The name of the Organization is The United Way of Southwestern Pennsylvania.

Section 1.2 Statement of Purposes. The purposes of the Organization shall be as provided in its Articles of Incorporation.

Section 1.3 Offices. The principal and registered office of the Organization shall be located at such place as the Board of Directors may designate from time to time. The Organization may also have offices at such other locations as the Board of Directors may select and the business of the Organization shall require.

Section 1.4 Fiscal Year. The fiscal year of the Organization shall end on June 30 of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

Section 1.5 Seal. The Organization may adopt a seal in such form as designated by the Board of Directors from time to time.

Section 1.6 Governing Law. This Organization is governed by the Pennsylvania Nonprofit Corporation Law of 1988, as it may be amended from time to time (“NPCL”).

Section 1.7 No Members. The Organization has no members.

ARTICLE 2.

BOARD OF DIRECTORS

Section 2.1 Authority. Subject to any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Organization, the affairs of the Organization shall

be under the general direction of a Board of Directors (also referred to herein as the “Board”), which shall administer, manage, preserve, and protect the property of the Organization.

Section 2.2 Number and Qualifications. The Board shall consist of such number of individuals (each a “Director” and collectively, the “Directors”) as determined from time to time by the Board, provided that such number shall not exceed one hundred (100). The Board shall be comprised of individuals who maintain a primary residence or place of employment or own businesses operating in Allegheny, Westmoreland, Fayette, and Butler Counties. The Board shall include seven (7) Directors drawn from Westmoreland and Fayette Counties (“Westmoreland/Fayette Directors”) and three (3) Directors drawn from Butler County (“Butler Directors”). The remainder of the Directors shall be drawn from Allegheny County (“Allegheny Directors”).

Section 2.3 Term of Office, Nomination and Election.

(a) The Directors shall be divided into three (3) classes, and the term of one such class shall expire in each year. With the exception of the Directors serving as of the merger of United Way of Butler County with and into The United Way of Southwestern Pennsylvania, which became effective on April 1, 2018, (the “Butler Merger Effective Time”) pursuant to the Agreement and Plan of Merger between United Way of Butler County and The United Way of Southwestern Pennsylvania dated March 22, 2018 (the “Butler Merger Agreement”), each of whom shall serve for the term set forth in Appendix A attached hereto, each Director shall serve, commencing on the first day of January, for a term of three (3) years, and until such Director’s successor has been duly elected and qualified or until the Director’s earlier death, resignation or removal. A Director may hold office for three (3) consecutive, three (3) year terms, for a maximum of nine (9) consecutive years, after which the Director must step down for at least one (1) year; provided, however, that (i) the Directors serving as of the Butler Merger Effective Time, who took or remained in office pursuant to the Butler Merger Agreement, shall be eligible for re-election for the number of consecutive three-year terms indicated on Appendix A, after which the Director must step down for at least one (1) year; and (ii) such limitation shall not apply to officers of the Organization.

(b) Pursuant to the Merger Agreement, the Directors in office at the Butler Merger Effective Time shall include: (i) the directors of the Organization who were in office immediately prior to the Butler Merger Effective Time; and (ii) three (3) individuals appointed by the board of directors of the United Way of Butler County prior to the Butler Merger Effective Time. As the terms of such Directors expire or as vacancies otherwise exist, Directors shall be nominated by the Governance Committee and elected by the Board pursuant to the process described in Section 2.3(c) and other applicable provisions of these Bylaws.

(c) The Governance Committee shall submit a list of nominees for election by the Board at the annual meeting of the Board or at any special meeting called for the purpose of electing Directors. The Governance Committee shall consult with representatives from the donors and charities located in counties of Southwestern Pennsylvania that choose to participate in the Organization’s fundraising efforts in order to obtain recommendations for nominees. The Governance Committee may accept or reject the recommendations made by the county representatives. The Governance Committee shall present a slate that furthers diversity on the

Board, including representation from Westmoreland, Fayette, and Butler Counties as required by Section 2.2 above. The report of the Governance Committee shall be filed with the President not later than fifteen (15) days prior to the date of the annual meeting of the Board. Other nominations for election as a Director may be made by petition signed by twenty (20) or more Directors accompanied by the written consent of the person being nominated and filed with the President not less than seven (7) days prior to the date of the annual meeting of the Board, or the date of the special meeting called for the purpose of electing Directors. Only candidates nominated in accordance with this Section 2.3(c) shall be eligible for election to the Board of Directors. Any nomination for election as a Director not made in accordance with this Section, and any votes cast for any such nominee, shall be disregarded.

Section 2.4 Vacancies. Vacancies occurring on the Board by death, resignation, refusal to serve, increase in the number of Directors, or otherwise shall be filled by the Board, and each Director so appointed shall serve for the unexpired portion of the term of the Director being replaced, and until the Director's successor is elected and qualified or until such Director's earlier death, resignation, or removal. If such unexpired term is less than one-half (1/2) of the length of a full term, such unexpired term shall not be counted toward the term limit set forth in Section 2.3(a) of these Bylaws with respect to the Director elected to fill such vacancy. If such unexpired term is one-half (1/2) or more of the length of a full term, such unexpired term shall be counted as a full term with respect to the Director elected to fill such vacancy for purposes of said term limit.

Section 2.5 Resignation. Any Director may resign at any time by giving written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board.

Section 2.6 Removal of Directors.

(a) By the Board. The Board may declare vacant the office of a Director if he or she is declared of unsound mind by an order of court or is convicted of a felony, or for other proper cause. "Other proper cause" shall mean action or inaction that in the reasonable discretion of the Board has or may have a material adverse impact upon the Organization or its mission.

(b) By a Court. A court or competent jurisdiction may, upon petition of any Director, remove from office any Director in case of fraudulent or dishonest acts, or gross abuse of authority or discretion with reference to the Organization, or for any proper cause, and may bar from office any Director so removed for a period prescribed by the court. The Organization shall be made a party to such action.

Section 2.7 Meetings. Meetings of the Board or any committee thereof may be held within or without the Commonwealth of Pennsylvania. The Board shall meet at least quarterly at dates and times established by the Board. The December meeting or such other time as the Board may designate from time to time by resolution shall be the annual meeting of the Board. An organizational meeting of the Board of Directors may be held following the annual meeting of the Directors. Special meetings of the Board of Directors may be called by the Chairperson of the Board or the President, and shall be called by the President upon the written

request of at least ten percent of the Directors. All meetings of the Board of Directors shall be held at the registered office of the Organization unless otherwise designated in the notice.

Section 2.8 Notices. Except as otherwise provided in these Bylaws, written notice of each meeting of the Board of Directors shall be given to each Director at least twenty-four (24) hours in advance of the date thereof, and such notice shall set forth the date, time, and geographic location, if any, of the meeting. Notice may be given to the Director personally or by sending a copy thereof by any of the following methods:

- (a) By first class or express mail (postage prepaid) or by courier service (charges prepaid) to the Director's address supplied by the Director for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when deposited in the U.S. mail or courier service for delivery to that Director.
- (b) By facsimile transmission, e-mail, or other electronic communication to the Director's facsimile number or e-mail address supplied by the Director to the Organization for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when sent.

Notice of an adjourned meeting shall be deemed to have been announced at the time of adjournment.

Section 2.9 Waiver of Notice. Whenever any written notice is required to be given under the provisions of applicable law, the Articles of Incorporation of this Organization, or these Bylaws, a waiver of such notice that is filed with the Secretary of the Organization in paper or electronic form, signed by the person or persons entitled to notice, whether before or after the time of the meeting stated in such notice, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.10 Quorum and Acts of the Board. Except as otherwise provided by these Bylaws, (a) one-third (1/3) of the Directors in office shall constitute a quorum for the transaction of business, and (b) the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board.

Section 2.11 Absences. Neglect of any Director to attend three successive regular meetings of the Board of Directors may be deemed by the Board of Directors to be a tender of resignation by such Director.

Section 2.12 Consents. Any action required or permitted to be taken at a meeting of the Directors, or at a meeting of the members of a committee thereof, may be taken without a meeting, if a consent or consents to the action in paper or electronic form are signed, before, on, or after the effective date of the action, by all of the Directors, or by all of the

members of such committee, in office on the date the last consent is signed. The consent or consents shall be filed with the Secretary of the Organization.

Section 2.13 Voting. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 2.14 Telephone Participation in Meeting. One or more Directors may participate in a meeting of the Board of Directors, or of a committee thereof, by means of conference telephone or other electronic technology by means of which all persons participating in the meeting can hear and be heard by each other at the same time. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

Section 2.15 Standard of Care and Fiduciary Duty. Each Director shall stand in a fiduciary relation to this Organization and shall perform his or her duties as a Director, including his or her duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of this Organization and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, each Director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

- (a) one or more officers or employees of this Organization whom the Director reasonably believes to be reliable and competent in the matters presented;
- (b) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such persons; and
- (c) a committee of the Board of this Organization upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

A Director shall not be considered to be acting in good faith if the Director has knowledge concerning the matter in question that would cause his reliance to be unwarranted.

Section 2.16 Factors That May Be Considered by Directors. In discharging the duties of their respective positions, the Board, committees of the Board, and individual Directors may, in considering the best interests of this Organization, consider, to the extent they deem appropriate, (a) the effects of any action upon any or all groups affected by such action, including employees, contributors, and creditors of the Organization, and upon communities within Southwestern Pennsylvania; and (b) all other pertinent factors.

Section 2.17 Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Organization. A Director may serve the Organization in another capacity and receive compensation for services in such capacity.

Section 2.18 Rules and Regulations. The Board of Directors may adopt rules and regulations not inconsistent with these Bylaws for the administration and conduct of the affairs of the Organization and may alter, amend or repeal any such rules or regulations adopted by it. Such rules and regulations may be amended by majority vote of the Directors present and entitled to vote at a meeting of the Directors where a quorum is present.

Section 2.19 Conflict of Interest. The Board shall adopt, maintain, follow and enforce a written conflict of interest policy consistent with the law and good practices applicable to nonprofit corporations recognized as exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code.

Section 2.20 Providing for Campaign Leaders to be Members of the Board. Notwithstanding any other provision of this Article 2, the Governance Committee may nominate up to eight (8) individuals who occupy positions of volunteer leadership in the Organization's then current fundraising drive to serve as Directors (in addition to those who are otherwise serving on the Board of Directors pursuant to other provisions of this Article 2) for a term of one (1) year. Campaign leaders who continue to serve in such capacity may be nominated by the Governance Committee to serve as a Director for one or more additional one-year terms.

ARTICLE 3.

OFFICERS

Section 3.1 Enumeration. The officers of the Organization shall consist of a Chairperson of the Board, a President, a Treasurer, a Secretary, and such other officers, including one or more Vice Chairpersons, Vice Presidents, and assistant officers (if any) as the Board of Directors may, from time to time, designate. Any two or more offices may be held by the same person. The Treasurer may be a corporation.

Section 3.2 Election and Term of Office. Except as otherwise provided herein, the officers of the Organization shall be elected by the Board at the annual meeting of the Board or at any meeting called for such purpose. Each officer or assistant officer shall serve for the term specified at the time of his/her election or, if no term is specified, at the pleasure of the Board of Directors.

Section 3.3 Vacancies. Any vacancy in any office shall be filled by the Board, and each officer appointed to fill the vacancy shall serve for the unexpired portion of the term of the officer being replaced, and until the officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal.

Section 3.4 Resignation. Any officer may resign at any time by giving written notice to the President or Secretary, but such resignation shall be without prejudice to the rights, if any, of the Organization under any contract to which such officer is a party. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.5 Removal. Any officer elected or appointed to office may be removed by the persons authorized under these Bylaws or the Organization's Articles of Incorporation to elect or appoint such officers whenever in their judgment the best interests of the Organization will be served, without prejudice to such officer's contract rights, if any.

Section 3.6 Compensation. The compensation, if any, of the officers and assistant officers shall be fixed by the Human Resources Committee from time to time.

Section 3.7 Chairperson. The Chairperson of the Board shall be the chief volunteer officer of the Organization and shall preside at all meetings of the Board. The Chairperson of the Board shall be a member of the Board of Directors.

Section 3.8 Vice Chairperson. The Vice Chairperson, if one is elected, shall be a volunteer officer of the Organization and shall have all of the powers and perform all of the duties of the Chairperson of the Board during the Chairperson's absence or inability to act. The Vice Chairperson shall have such other powers and perform such other duties as shall from time to time be specified by the Board of Directors or as are delegated to the Vice Chairperson by the Chairperson of the Board. The Vice Chairperson shall be a member of the Board of Directors.

Section 3.9 President. The President shall be the chief executive officer of the Organization and shall have general and active charge and control over the business and affairs of the Organization. The President shall have such other powers and perform such other duties as shall from time to time be specified by the Board of Directors or as are delegated to the President by the Chairperson of the Board.

Section 3.10 Vice President. The Vice President, if one is elected as an officer, shall be a professional employee of the Organization and shall have all of the powers and perform all of the duties of the President during the President's absence or inability to act. The Vice President shall also have such other powers and perform such other duties as shall from time to time be prescribed by the Board of Directors or the President.

Section 3.11 Secretary. The Secretary shall keep a record of the minutes of the proceedings of meetings of the Board of Directors, and shall give notice as required by statute or these Bylaws of all such meetings. The Secretary shall have custody of the seal of the Organization and of all books, records, and papers of the Organization, except such as shall be in the charge of the Treasurer or of some other person authorized to have custody and possession thereof by resolution of the Board of Directors. The Secretary shall also have such other powers and perform such other duties as are incident to the office of the secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by, or pursuant to authority delegated by, the Board of Directors.

Section 3.12 Treasurer. The Treasurer shall keep full and accurate accounts of the receipts and disbursements of the Organization in books belonging to the Organization, shall deposit all moneys and other valuable effects of the Organization in the name and to the credit of the Organization in such depositories as may be designated by the Board of Directors, and shall also have such other powers and perform such other duties as are incident to the office of the

treasurer of a corporation, or which may be assigned from time to time by, or pursuant to authority delegated by, the Board of Directors.

Section 3.13 Other Officers and Assistant Officers. The powers and duties of each other officer or assistant officer who may from time to time be chosen by the Board of Directors shall be as specified by, or pursuant to authority delegated by, the Board of Directors, at the time of the appointment of such other officer or assistant officer or from time to time thereafter. In addition, each assistant officer shall assist in the performance of the duties of the officer to which such assistant officer is assistant, and shall have the powers and perform the duties of such officer during the absence or inability to act of such officer.

Section 3.14 Additional Powers and Duties. The Board of Directors may from time to time by resolution increase or add to, or decrease or reduce, the powers and duties of any of the officers or assistant officers of the Organization.

Section 3.15 Bonding. The Board may, in its discretion, require the Treasurer and any other officer to give bond in such amount and with such surety or sureties as may be satisfactory to the Board for the faithful discharge of the duties of the office and for the restoration to the Organization, in case of the officer's death, resignation, retirement, or removal from office, of all books, papers, vouchers, money, and other property of whatever kind belonging to the Organization in the officer's possession or under the officer's control.

ARTICLE 4.

LIMITATION OF LIABILITY AND INDEMNIFICATION

Section 4.1 Limitation of Directors' Personal Liability. A Director of the Organization shall not be personally liable for monetary damages for any action taken or any failure to take any action unless the Director has breached or failed to perform the duties of his office under Chapter 57, Subchapter B of the NPCL as in effect at the time of the alleged action by such Director and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. Such limitation on liability does not apply to the responsibility or liability of a Director pursuant to any criminal statute or for payment of taxes pursuant to any Federal, state or local law.

Section 4.2 Mandatory Indemnification of Directors and Officers. The Organization shall indemnify, to the fullest extent now or hereafter permitted by law (including but not limited to the indemnification provided by Chapter 57, Subchapter D of the NPCL), each Director and/or officer (including each former Director or officer) of the Organization who was or is or is threatened to be made a party to or a witness in any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such Director or officer is or was an authorized representative of the Organization, or is or was serving at the request of the Organization as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by the Director or officer in connection with such action, suit or proceeding if such Director or

officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 4.3 Mandatory Advancement of Expenses to Directors and Officers.

The Organization shall pay expenses (including attorneys' fees and disbursements) incurred by a Director or officer of the Organization referred to in Section 4.2 hereof in defending or appearing as a witness in any civil or criminal action, suit, or proceeding described in Section 4.2 hereof in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay all amounts advanced if it shall ultimately be determined that the Director or officer is not entitled to be indemnified by the Organization as provided in Section 4.5 hereof.

Section 4.4 Permissive Indemnification and Advancement of Expenses.

The Organization may, as determined by the Board of Directors from time to time, indemnify, in full or in part, to the fullest extent now or hereafter permitted by law, any person who was or is a party to or witness in or is threatened to be made a party to or a witness in, or is otherwise involved in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is or was an authorized representative of the Organization or is or was serving at the request of the Organization as a representative of another domestic or foreign corporation for profit or not-for-profit, partnership, joint venture, trust or other enterprise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, against all expenses (including attorneys' fees and disbursements), judgments, fines (including excise taxes and penalties), and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the Organization and, with respect to any criminal proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Organization may, as determined by the Board of Directors from time to time, pay expenses incurred by any such person by reason of participation in an action, suit, or proceeding referred to in this Section 4.4 in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Organization as provided in Section 4.5 hereof.

Section 4.5 Scope of Indemnification.

Indemnification under this Article shall not be made by the Organization (a) in any case where a court determines that the alleged act or failure to act giving rise to the claim for indemnification is expressly prohibited by Chapter 57, Subchapter D of the NPCL or any successor statute as in effect at the time of such alleged action or failure to take action; (b) to the extent that such indemnification would constitute an excess benefit transaction under Section 4958 of the Internal Revenue Code.

Section 4.6 Insurance. The Organization may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Organization, or is or was an authorized representative of the Organization, against any liability asserted against or incurred by such person in any such capacity, or arising out of the status of such person as such, whether or not the Organization would have the power to indemnify such person against such liability under the provisions of this Article, pursuant to § 5747 of the NPCL.

Section 4.7 Miscellaneous. Each Director and officer of the Organization shall be deemed to act in such capacity in reliance upon the limitation of personal liability provided in this Article, and upon such rights of indemnification and advancement of expenses as are provided in this Article. The provisions of this Article shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any agreement, vote of disinterested Directors, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be an authorized representative of the Organization and shall inure to the benefit of the heirs, executors and administrators of such person. Indemnification and advancement of expenses under this Article shall be provided whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Organization. Any repeal or modification of this Article by the Board of Directors of the Organization shall not adversely affect any right or protection existing at the time of such repeal or modification to which any person may be entitled under this Article.

Section 4.8 Definition of Organization. For purposes of this Article, references to "the Organization" shall include, in addition to the resulting or surviving Organization, any constituent Organization (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its authorized representatives so that any person who is or was an authorized representative of such constituent Organization shall stand in the same position under this Article with respect to the resulting or surviving Organization as he or she would have with respect to such constituent Organization if its separate existence had continued.

Section 4.9 Definition of Authorized Representative. For the purposes of this Article, the term "authorized representative" shall mean a director, officer, employee, or agent of the Organization or of any subsidiary or controlled corporation of the Organization, or a trustee, custodian, administrator, committee-person or fiduciary of any employee benefit plan established and maintained by the Organization or by any subsidiary or controlled corporation of the Organization, or a person serving another corporation, partnership, joint venture, trust or other enterprise in any of the foregoing capacities at the request of the Organization. The term "authorized representative" shall not include money managers or investment advisors (or any employees thereof) hired by the Organization.

Section 4.10 Procedure for Effecting Indemnification. Unless ordered by a court, any indemnification under this Article 4 or the NPCL shall be made only following a determination that the indemnification is proper under the circumstances because the person seeking indemnification has met the applicable standard of conduct. Such determination shall be made

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not party to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

ARTICLE 5.

EXECUTION OF INSTRUMENTS AND DEPOSIT OF FUNDS

Section 5.1 Authority for Execution of Instruments. Except as otherwise provided in these Bylaws, the Board of Directors, or any of the Standing Committees with the power to act on behalf of the Board, may authorize any officer, officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 5.2 Execution of Instruments. Unless otherwise specifically determined by the Board or by any of the Standing Committees with the power to act on behalf of the Board, or otherwise required by law, formal contracts of the Organization, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the Organization, other corporate instruments or documents, and certificates of shares of stock owned by the Organization shall be executed, signed, or endorsed by the President or any Vice President and by the Secretary or the Treasurer or any Assistant Secretary or Assistant Treasurer and may have the corporate seal affixed thereto.

Section 5.3 Bank Accounts and Deposits. All funds of the Organization shall be deposited from time to time to the credit of the Organization with such banks, bankers, trust companies, or other depositories as the Board of Directors or the Finance & Administration Committee may select or as may be selected by any officer, officers, agent, or agents of the Organization to whom such power may be delegated from time to time by the Finance & Administration Committee or Board of Directors. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of or payable to the Organization shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Finance & Administration Committee or Board of Directors.

ARTICLE 6.

COMMITTEES

Section 6.1 General. The committees of the Board of Directors shall include the Standing Committees (defined below) and such other committees as the Board may deem advisable in the administration and conduct of the affairs of the Organization. Each committee

shall include at least two (2) Directors. With the exception of the Campaign Committee, the Impact Committee, the Regional Impact Advisory Committee, and the Marketing Committee, only Directors may serve on the Standing Committees.

Section 6.2 Appointment to Committees. All committee members and the chairperson of each committee (who shall be a member thereof) shall be nominated by the Governance Committee and appointed by the Board. Each such committee member and chairperson shall serve for the term specified at the time of his/her appointment or, if no term is specified, at the pleasure of the Board. The President shall appoint a secretary of each committee, who need not be a member thereof and who shall serve at the pleasure of the President. The Board may also designate one or more advisory members of any committee, who may attend meetings of the committee but who may not vote on any matters before the committee. To the extent that a committee does not have specific membership requirements, the Board shall strive to populate committees in a manner that ensures participation of volunteers from across the region served by the Organization, as expertise, interest, and capacity to do so exist.

Section 6.3 Meetings of Committees. The greater of one-third (1/3) of the voting members of a committee or two (2) persons shall constitute a quorum for the transaction of business at any meeting of such committee. The Board of Directors may establish reasonable rules and regulations, not inconsistent with these Bylaws, for the conduct of the proceedings of any such committee.

Section 6.4 Power of Committees. To the extent provided in these Bylaws or in a resolution adopted by the Board, any committee composed solely of Directors shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Organization, except that no committee shall have any power or authority as to the following:

- (a) the filling of vacancies in the Board of Directors;
- (b) the adoption, amendment or repeal of the Bylaws;
- (c) the amendment or repeal of any resolution of the Board of Directors; or
- (d) action on matters committed by these Bylaws or resolution of the Board of Directors to another committee of the Board.

Section 6.5 Standing Committees. The Board shall have the standing committees enumerated in Sections 6.6 through 6.14, inclusive, of this Article 6 (each, a “Standing Committee”), each of which shall have the responsibilities and powers set forth herein or specified from time to time by the Board of Directors. The Audit Committee, the Human Resources Committee, and the Governance Committee shall each have the authority, as it deems appropriate, to independently engage outside legal, accounting, or other advisors or consultants. Each Standing Committee shall annually conduct a review and evaluation of its own performance.

Section 6.6 Executive Committee. The Executive Committee shall consist of a minimum of fifteen (15) Directors, including the Chairperson of the Board, who shall act as chairperson of the committee, any designated successor to such Chairperson of the Board, the chairperson of each Standing Committee, and such other Directors as are appointed by the Board of Directors. Three (3) members of the Executive Committee shall be Westmoreland/Fayette Directors and one (1) member of the Executive Committee shall be a Butler Director, with a second Butler Director designated as an alternate who may participate in Executive Committee meetings if the first-appointed Butler Director is unable to attend. The Executive Committee shall establish goals and objectives for the Organization, develop and maintain the strategic plan of the Organization, oversee the operation of each Standing Committee other than the Audit Committee and the Governance Committee, evaluate the performance of the President in light of the goals and objectives of the Organization, and determine and approve the President's compensation level based on such evaluation. The Executive Committee shall also perform such other functions as are elsewhere assigned to it in these Bylaws or by the Board of Directors and may act for the Board between meetings.

Section 6.7 Audit Committee. The Audit Committee shall consist of four (4) Directors, none of whom shall be employees or contractors of or be related to employees or contractors of the Organization. Three (3) members of the Audit Committee shall be Allegheny Directors and one (1) member of the Audit Committee shall be a Westmoreland/Fayette Director. The Audit Committee shall oversee the integrity of the financial statements of the Organization and compliance of the Organization with legal and regulatory requirements and ethical standards. It shall oversee the effectiveness of the Organization's internal controls. It shall also appoint and determine the compensation of the Organization's independent auditors. The Audit Committee shall report directly to the Board of Directors.

Section 6.8 Governance Committee. The Governance Committee shall consist of five (5) Directors. Four (4) members of the Governance Committee shall be Allegheny Directors and one (1) member of the Governance Committee shall be a Westmoreland/Fayette Director. The Governance Committee is responsible for overseeing corporate governance matters relating to the Organization. It shall conduct an annual evaluation of how well the Board as a whole and each of its Standing Committees are functioning and shall review the results of such evaluations with the Board. It shall also nominate to the Board individuals to be elected as Directors. This includes evaluation of new candidates as well as evaluation of current Directors who are being considered for reelection. It shall also nominate to the Board individuals to serve as officers of the Organization, including the Chairperson of the Board. It shall also nominate to the Board individuals to serve as chairpersons and members of each committee of the Board, including each Standing Committee. It shall also recommend a term of office for each officer, Director, committee member, and chairperson of each committee. The Governance Committee shall report directly to the Board of Directors.

Section 6.9 Campaign Committee. The Campaign Committee shall consist of at least two (2) Directors, one of whom shall serve as the chairperson of the Committee, and such other persons as the Board of Directors shall appoint. Members of the Campaign Committee shall include local and regional campaign leaders to ensure appropriate and effective representation from all counties served by the Organization. The Campaign Committee shall make recommendations to the Board regarding significant fundraising policies and goals of the

organization and shall oversee and support the fundraising of the Organization and the compliance of the Organization with applicable legal and regulatory requirements and ethical standards.

Section 6.10 Impact Committee. The Impact Committee shall consist of at least two (2) Directors, one of whom shall serve as the chairperson of the Committee, and such other persons as the Board of Directors shall appoint. Members of the Impact Committee shall include local and regional leaders to ensure appropriate and effective representation from all counties served by the Organization. The Impact Committee shall make recommendations to the Board regarding the disbursement of funds of the Organization to agencies, and, more generally, regarding the allocation and application of the resources of the Organization in furtherance of the mission of the Organization.

Section 6.11 Regional Impact Advisory Committee. The Regional Impact Advisory Committee shall consist of at least two (2) Directors, one of whom shall serve as the chairperson of the Committee, and such other persons as the Board of Directors shall appoint. Members of the Regional Impact Advisory Committee shall include local and regional leaders to ensure appropriate and effective representation from all counties served by the Organization. The Regional Impact Advisory Committee shall (a) work to identify impact programs and services to implement in the counties served by the Organization and potential funding sources for such programs; and (b) generally advise the Impact Committee.

Section 6.12 Human Resources Committee. The Human Resources Committee shall consist of at least five (5) Directors, including one (1) Westmoreland/Fayette Director and one (1) Butler Director. The Human Resources Committee shall oversee the development and implementation of all human resources policies of the Organization, review and approve the annual plan for making staff salary changes, and review and approve all benefit programs maintained from time to time by the Organization, and shall be apprised and consulted regarding any legal matters relating to human resources issues.

Section 6.13 Finance & Administration Committee.

(a) The Finance & Administration Committee shall consist of at least five (5) Directors, including one (1) Westmoreland/Fayette Director and one (1) Butler Director. The Finance & Administration Committee shall review and approve the annual operating budget of the Organization, any revisions thereto, and any significant deviations therefrom. It shall also oversee the effectiveness and efficiency of the operations of the Organization. It shall also establish major financial policies of the Organization. It shall also oversee the investment of the financial assets of the Organization.

(b) Without limiting the provisions of Section 6.12(a), the Finance & Administration Committee shall have the power to (i) manage, control and administer the endowment funds of the Organization, (ii) sell or dispose of all securities, investments and property of every character belonging to the Organization (including real estate), at such prices and upon such terms and conditions as it may deem appropriate, and (iii) invest and reinvest all funds of the Organization from whatever source derived, in such securities, investments, and other property as it may deem appropriate. To obviate delays, however, the Chairperson of the

Board, the President, the Vice President, and the Treasurer shall each have power to sell forthwith at the market price any security listed on any stock exchange or quoted on the automated quotations system maintained by the National Association of Securities Dealers, Inc. contributed by a donor as a gift to current funds. Any such sale shall be promptly reported to the Finance & Administration Committee. The word “manage” as used herein shall include the right to vote, give proxies, and consent to mergers, sales, and reorganizations, and all proceedings in connection therewith, respecting any security or property owned by the Organization or in which it may have an interest. The Finance & Administration Committee may authorize and cause any of the securities or other assets of the Organization, other than real estate, to be registered in the name of a nominee, including a nominee which may at the time be acting as custodian of such securities or other assets. Any act or authorization of any act by the Finance & Administration Committee within the powers herein delegated to it shall be the authorized act of the Organization, and all purchasers, issuers of securities, transfer agents, and other persons may rely conclusively upon the action or instructions of the Finance & Administration Committee, and shall be fully protected in so doing. All persons dealing with the securities or other assets of the Organization shall be entitled to rely conclusively upon any certificate of the Secretary or the President certifying to action by the Finance & Administration Committee and certifying to the official capacity of the person assigning, transferring, or delivering securities or other assets pursuant to such action.

Section 6.14 Marketing Committee. The Marketing Committee shall consist of at least two (2) Directors, one of whom shall serve as the chairperson of the Committee, and such other persons as the Board of Directors shall appoint. Members of the Marketing Committee shall include local and regional representatives to ensure appropriate and effective representation from all counties served by the Organization. The Marketing Committee shall oversee the development and execution of a marketing plan which supports the goals and objectives of the Organization. It shall also review and approve the allocation of resources to such marketing plan. It shall also evaluate on a regular basis the effectiveness and efficiency of such plan and execution.

ARTICLE 7.

LOCAL OPERATING BOARD

Section 7.1 General. The Organization shall establish and maintain a “Local Operating Board” for each of the Westmoreland/Fayette County region and the Butler County region. Each such Local Operating Board shall focus on local resource development and local community investment for its respective region. Each Local Operating Board may establish a charter setting forth its purpose, role, and activities; provided that a Local Operating Board charter (including any amendments thereto) shall not be considered effective until it has been approved and adopted by the Board of Directors. Communication from a Local Operating Board shall be directed primarily through the senior management team member assigned to that area to the President or Chairperson of the Board of Directors, and if that is not feasible, directly to the President or Chairperson of the Board of Directors. No Local Operating Board, nor any member of a Local Operating Board, shall have the authority to bind the Organization.

Section 7.2 Appointment to Local Operating Board. Each Local Operating Board shall be comprised of individuals who maintain a primary residence or work in the region the Local Operating Board serves. Such individuals are not required to be Directors. The initial members of the Local Operating Board for the Westmoreland/Fayette region shall be those individuals nominated and appointed by the board of directors of United Way of Westmoreland County, as existing immediately prior to the merger of United Way of Westmoreland County into The United Way of Allegheny County; the initial members of the Local Operating Board for the Butler region shall be those individuals nominated and appointed by the board of directors of United Way of Butler County, as existing immediately prior to the Butler Merger Effective Time. Such individuals shall serve for such terms as are specified in the charter of the Local Operating Board. Thereafter, the members of the Local Operating Board shall be appointed and serve pursuant to the provisions of the Local Operating Board charter.

Section 7.3 Responsibilities. The responsibilities of each Local Operating Board shall include, but shall not be limited to, the following:

- (a) raising funds;
- (b) providing recommendations to the Board of Directors regarding community investment and fund distribution at the local level, including pilot and or innovation of specific local programs, subject to the policies of the Organization;
- (c) assisting and supporting engagement with the Organization by volunteers and funders;
- (d) advising the Board of Directors;
- (e) acting as ambassadors for United Way in its community;
- (f) generally assisting the senior management team member assigned to the geographic area covered by the Local Operating Board with the operations and general business of the Organization.

Section 7.4 Distribution of Funds.

(a) During the fiscal years ending June 30, 2016, June 30, 2017, and June 30, 2018, any then-remaining unrestricted and board-restricted funds (including “impact funds”) that were held by United Way of Westmoreland County (“UWWC”) as of June 30, 2015, and any unrestricted funds (including “impact funds”) raised during such fiscal years, that are then-available for distribution will be distributed by the Organization for purposes and uses in Westmoreland and Fayette Counties that have been recommended by the Westmoreland/Fayette Local Operating Board, subject to the approval of the Board of Directors, which approval shall not be withheld unless the recommendation of the Local Operating Board is for an illegal purpose or contrary to United Way Worldwide global standards or the Articles of Incorporation, Bylaws or allocation and resource policies of the Organization. Notwithstanding the foregoing, during the fiscal years ending June 30, 2016, June 30, 2017, and June 30, 2018, the Local Operating Board shall use its best efforts to align with the staggered community investment

cycles of the Organization on or before June 30, 2018. During the fiscal years following June 30, 2018, (i) any then-remaining unrestricted and board-restricted funds (including “impact funds”) that were held by UWWC immediately prior to the Merger Effective Time will continue to be distributed by the Organization for purposes and uses in Westmoreland and Fayette Counties; and (ii) the Organization generally will work to expend locally raised funds primarily to meet local needs.

(b) During the fiscal years ending June 30, 2018, June 30, 2019, June 30, 2020, and June 30, 2021, any then-remaining unrestricted and board-restricted funds (including “impact funds”) that were held by UWBC immediately prior to the Merger Effective Time, and any unrestricted funds (including “impact funds”) raised during such fiscal years, that are then-available for distribution will be distributed by the Organization for purposes and uses in Butler County that have been recommended by the Butler Local Operating Board, subject to the approval of the Board of Directors, which approval shall not be withheld unless the recommendation of the Local Operating Board is for an illegal purpose or contrary to United Way Worldwide global standards or the Articles of Incorporation, Bylaws or allocation and resource policies of the Organization. Notwithstanding the foregoing, during the fiscal years ending June 30, 2018, June 30, 2019, June 30, 2020, and June 30, 2021, the Local Operating Board shall use its best efforts to align with the staggered community investment cycles of the Organization on or before June 30, 2021. During the fiscal years following June 30, 2021, (i) any then-remaining unrestricted and board-restricted funds (including “impact funds”) that were held by UWBC immediately prior to the Butler Merger Effective Time will continue to be distributed by the Organization for purposes and uses in Butler County; and (ii) the Organization generally will work to expend locally raised funds primarily to meet local needs.

ARTICLE 8.

RESTRICTIONS

Section 8.1 No Private or Political Beneficiaries. No part of the earnings or assets of the Organization shall inure to the benefit of any private individual, and no substantial part of the activities of the Organization shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Organization shall not directly or indirectly participate or intervene in (including the publishing or distribution of statements) any political campaign activities on behalf of or in opposition to any candidate for public office.

Section 8.2 No Violation of Charitable Purpose. In no event and under no circumstances shall the Board of Directors make any distribution or expenditure, engage in any activity, hold any assets, or enter into any transaction whatsoever the effect of which under applicable federal laws then in force will cause the Organization to lose its status as an organization exempt from federal income taxation and as an organization to which contributions may be deductible in computing the net income of the contributor for purposes of federal income taxation.

Section 8.3 Annual Report. The officers shall submit annually to the Board of Directors a statement containing those annual report details required to be included under the

NPCL, as it may be amended from time to time, or any successor statute governing Pennsylvania nonprofit corporations, the Articles of Incorporation of the Organization, or these Bylaws.

Section 8.4 Tax Records. The Organization shall maintain at its principal office a copy of its application for exemption and all tax returns filed with the Internal Revenue Service. To the extent required by law, such documents shall be made available during regular business hours for inspection by any person requesting to see them.

Section 8.5 Books and Records. This Organization will keep correct and complete books and records of account and will also keep minutes or proceedings of its Board of Directors and committees. The Organization will keep at its registered office the original or a copy of its Bylaws including amendments to date, certified by the Secretary of the Organization.

ARTICLE 9.

AMENDMENTS

Section 9.1 General Authority to Amend. Subject to the limitations set forth in Section 9.2 of these Bylaws, these Bylaws may be altered, amended, or repealed from time to time by the Board at any regular or special meeting duly convened after notice of that purpose. The Directors of the Organization shall be given at least ten (10) days prior written notice of any meeting of the Directors at which proposed changes to the Articles of Incorporation or Bylaws of the Organization are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby.

Section 9.2 Approval Rights of the Westmoreland/Fayette Directors. Any amendment to the following provisions of these Bylaws will require the consent of a majority of the Westmoreland/Fayette Directors then in office before such amendment is effective:

- (a) Section 2.2 (Number and Qualifications of Directors) (if the proposed amendment seeks to alter the number of Westmoreland/Fayette Directors on the Board);
- (b) Article VI (Committees) (if the proposed amendment seeks to alter the representation of Westmoreland/Fayette Directors on the Executive, Audit, Governance, Human Resources, or Finance & Administration Committees);
- (c) Article VII (Local Operating Board); and
- (d) Article IX (Amendments) (if the proposed amendment seeks to alter the approval rights of the Westmoreland/Fayette Directors with respect to amendments).

Section 9.3 Approval Rights of the Butler Directors. Any amendment to the following provisions of these Bylaws will require the consent of a majority of the Butler Directors then in office before such amendment is effective:

- (e) Section 2.2 (Number and Qualifications of Directors) (if the proposed amendment seeks to alter the number of Butler Directors);
- (f) Article VI (Committees) (if the proposed amendment seeks to alter the representation of Butler Directors on the Executive, Human Resources, or Finance & Administration Committees);
- (g) Article VII (Local Operating Board); and
- (h) Article IX (Amendments) (if the proposed amendment seeks to alter the approval rights of the Butler Directors with respect to amendments).

APPENDIX A

Board of Directors as of the Butler Merger Effective Time

<u>Board Members</u>	<u>Expiration of Term</u>
<u>Class A Directors</u>	
1. Karen Wolk Feinstein, Ph.D. ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
2. Arthur J. Rooney II ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
3. Gretchen R. Haggerty ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
4. Brooks Broadhurst ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
5. Robert A. DeMichiei ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
6. Morgan K. O'Brien ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
7. Gerald F. MacCleary ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
8. Karen L. Larrimer ^x	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
9. Michael Dunleavy ^x	December 31, 2018 (Eligible for re-election for 0 additional consecutive 3-year terms)
10. Robert A. Krizner ^x	December 31, 2018 (Eligible for re-election for 0 additional consecutive 3-year terms)
11. Christopher H. Chamberlain ^x	December 31, 2018 (Eligible for re-election for 0 additional consecutive 3-year terms)
12. Thomas L. VanKirk, Esq. ^x	December 31, 2018 (Eligible for re-election for 0 additional consecutive 3-year terms)
13. Laura S. Karet ^x	December 31, 2018 (Eligible for re-election for 1 additional consecutive 3-year term)
14. Catherine ("Casey") Ryan ^x	December 31, 2018 (Eligible for re-election for 1 additional consecutive 3-year term)
15. Charlie Batch ^x	December 31, 2018 (Eligible for re-election for 2 additional consecutive 3-year terms)
16. Patrick D. Gallagher, Ph.D. ^x	December 31, 2018 (Eligible for re-election for 2 additional consecutive 3-year terms)
17. Charles G. Urtin ^y	December 31, 2018 (Eligible for re-election every 3 years provided he/she is an officer)
18. Robert J. Rogalski ^y	December 31, 2018 (Eligible for re-election for 2 additional consecutive 3-year terms)
19. Kenny Bonus ^z	December 31, 2018 (Eligible for re-election for 3 additional consecutive 3-year terms)
<u>Class B Directors</u>	
1. David J. Malone ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)
2. Dmitri S. Shiry, CPA ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)
3. Robert W. McCutcheon ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)
4. Most. Rev. David A. Zubik ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)

<u>Board Members</u>	<u>Expiration of Term</u>
5. Donald "Blue" Jenkins ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)
6. John A. Barbour ^x	December 31, 2019 (Eligible for re-election every 3 years provided he/she is an officer)
7. Wendy Etheridge Smith, Ph.D. ^x	December 31, 2019 (Eligible for re-election for 1 additional consecutive 3-year term)
8. Henry J. Maier ^x	December 31, 2019 (Eligible for re-election for 1 additional consecutive 3-year term)
9. Cynthia Hundorfean ^x	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
10. Rev. Glenn G. Grayson, Sr. ^x	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
11. Michael R. Denove, CPA ^x	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
12. Leon F. DeJulius, Jr. ^x	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
13. Josie Badger, DHCE, CRC ^x	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
14. [Westmoreland/Fayette Director B - Vacant] ^y	December 31, 2019 (Eligible for re-election for __ additional consecutive 3-year terms)
15. [Westmoreland/Fayette Director B - Vacant] ^y	December 31, 2019 (Eligible for re-election for __ additional consecutive 3-year terms)
16. Shannon Schreib ^z	December 31, 2019 (Eligible for re-election for 2 additional consecutive 3-year terms)
<u>Class C Directors</u>	
1. Deborah L. Rice-Johnson ^x	December 31, 2020 (Eligible for re-election every 3 years provided he/she is an officer)
2. Raymond W. Buehler, Jr. ^x	December 31, 2020 (Eligible for re-election every 3 years provided he/she is an officer)
2. Kim Tillotson Fleming ^x	December 31, 2020 (Eligible for re-election every 3 years provided he/she is an officer)
4. Rich Riazzi ^x	December 31, 2020 (Eligible for re-election for 0 additional consecutive 3-year terms)
5. Hon. Dwayne D. Woodruff ^x	December 31, 2020 (Eligible for re-election for 0 additional consecutive 3-year terms)
6. James E. Scheel ^x	December 31, 2020 (Eligible for re-election for 1 additional consecutive 3-year term)
7. Vincent J. Delie Jr. ^x	December 31, 2020 (Eligible for re-election for 1 additional consecutive 3-year term)
8. Leslie C. Davis ^x	December 31, 2020 (Eligible for re-election for 1 additional consecutive 3-year term)
9. Jerry Thompson ^x	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
10. James R. Segerdahl ^x	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
11. Timothy M. Knavish ^x	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
12. Annie Hanna Engel, Esq. ^x	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
13. Patrick J. DeCourcy ^x	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
14. Elizabeth E. Krisher, CPA ^y	December 31, 2020 (Eligible for re-election every 3 years provided he/she is an officer)
15. John P. Kline ^y	December 31, 2020 (Eligible for re-election for 1 additional consecutive 3-year term)

<u>Board Members</u>	<u>Expiration of Term</u>
16. Linda L. Moss ^y	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
17. Dan LaVallee ^z	December 31, 2020 (Eligible for re-election for 2 additional consecutive 3-year terms)
<u>Campaign Leader Directors (per Section 2.20 of the Bylaws)</u>	
1. Leroy M. Ball, Jr. ^x	October 16, 2018 (one-year term associated with campaign)
2. Christine A. Bryant ^x	October 16, 2018 (one-year term associated with campaign)
3. Tracy DeCock ^x	October 16, 2018 (one-year term associated with campaign)
4. Hayley A. Haldeman ^x	December 31, 2018 (one-year term associated with campaign)
5. Stephanie L. Garbe ^x	October 16, 2018 (one-year term associated with campaign)
6. Shawn Robinson ^x	October 16, 2018 (one-year term associated with campaign)

x - Allegheny County Director (UWSWPA director prior to the Butler Merger Effective Time)

y - Westmoreland/Fayette County Director (UWSWPA director prior to the Butler Merger Effective Time)

z - Butler Director (selected by the board of directors of United Way of Butler County prior to the Butler Merger Effective Time)