

AMENDED AND RESTATED BYLAWS

OF

UNITED WAY OF CHITTENDEN COUNTY, INC.

**Adopted July 8, 2010
Revised January 9, 2014**

**ARTICLE I
ARTICLES OF INCORPORATION**

The name, the purposes and the powers of United Way of Chittenden County, Inc. (the “Corporation”) shall be as set forth in the Articles of Incorporation and these Bylaws. The purposes and powers of the Corporation and of its directors, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation. The Articles of Incorporation are hereby made a part of these Bylaws. All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the Corporation as from time to time amended or restated.

**ARTICLE II
MISSION AND OBJECTIVES**

Section 1. Mission. The mission of the Organization is “to build a stronger Chittenden County by mobilizing our community to improve people’s lives.” It contributes to a human care network that is responsive to those in need and promotes each person’s potential by providing support and removing barriers. It also supports activities that promote engaging the community in solving our community’s most pressing problems. United Way of Chittenden County values the diversity of our stakeholders because we believe that diversity of opinion, perspective, and life experiences make it possible for our organization to achieve our goals and make our community stronger.

Section 2. Objectives. United Way of Chittenden County aspires to engage the whole community in service to achieve our mission. The organization’s focus is to advance the common good through volunteering, assessing human care needs, raising funds through a broad-based community campaign, and investing resources in programs and collaborative initiatives for measurable improvement in social conditions that contribute to the health of our community.

**ARTICLE III
MEMBERS**

The Corporation shall have no members.

**ARTICLE IV
THE BOARD OF DIRECTORS**

Section 1. Board of Directors. The Board of Directors shall have and may exercise all the powers of the Corporation. The number of directors that shall constitute the Board of Directors shall be between 27 and 36. The exact number of directors within such range shall be determined from time to time by the directors. Approximately one-third of the Board shall be elected each year at the annual meeting of the Board for terms not to exceed three years. Directors may be re-elected for successive terms, provided, however, that no person who has served two consecutive full terms shall be eligible for re-election until after an interval of at least one year. Each director shall hold office until his or her successor is elected and qualified or

until his or her earlier resignation or removal. The Board may waive this term limit requirement and permit Officers to serve for up to one additional year if the Board determines it is in the best interest of the Corporation.

Section 2. Removal; Resignation. Any director may resign at any time upon delivery of his or her resignation in writing to the President, Secretary, the Board of Directors, or the Executive Director. Such resignation shall be effective upon delivery unless specified to be effective at a later date. A director may be removed by the Board of Directors of the Corporation for cause or without cause. In order to remove a director, the number of votes cast to remove the director must exceed the number of votes cast not to remove the director. The vote shall take place only at a meeting of the Board of Directors called for the purpose of removing the director or directors. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the director or directors.

Section 3. Vacancies. If any vacancies occur on the Board of Directors by reason of (i) the death of any director, (ii) the resignation of any director, or (iii) the retirement or removal from office of any director, all the directors then in office, although less than a quorum, may by a majority vote of the directors in office choose a successor or successors. Unless sooner displaced, the directors so chosen shall hold office until the election of their successors at the next annual meeting of the Board of Directors.

Section 4. Meetings; Notice.

a. The Board of Directors shall hold an annual meeting and at least four additional regular meetings each year at the time and place specified by the President of the Corporation.

b. Special meetings of the Board of Directors may be called by or at the request of at least 50% of the members of the Board or by the President. The persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board called by them. Notice of any special meeting of the Board of Directors shall be given at least two business days previously thereto by written notice delivered personally or sent by mail or facsimile transmission or by electronic mail message to each Board member at its address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered two days after being deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by facsimile transmission or electronic mail message, such notice shall be deemed to be delivered when return confirmation of receipt is received by any medium authorized by this section.

c. Attendance of any Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 5. Quorum and Voting. Each director shall have one vote. A quorum for conducting the business of the Board shall not be fewer than a majority of the members of the Board. Unless otherwise required in the Articles, Bylaws or the Vermont Nonprofit Corporations Act, the act of a majority of the members of the Board present at the meeting shall be the act of the Board of Directors.

Section 6. Telephone Meetings; Action of Board Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken through the use of any means of communication, including telephone conference call, by which all directors participating may simultaneously hear each other during the meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if written consent setting forth the action so taken shall be signed by all of the directors or committee members and filed with the minutes of the Board meetings. Such consent shall have the same force and effect as a unanimous affirmative vote of the Board of Directors or committee, as the case may be.

Section 7. Compensation and Reimbursement. Members of the Board of Directors shall be volunteers and shall not receive any compensation for their services. The Board may, by resolution of the Board, authorize reimbursement of expenses incurred by a member of the Board.

ARTICLE V COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee. The Executive Committee shall include those members of the Board who are officers of the Corporation. The Board may elect additional members, all of whom shall be members of the Board, to the Executive Committee. The Chair of the Board shall serve as the Chair of the Executive Committee. 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 exercise those powers of the Board needed for actions which must be taken prior to the next Board meeting. The Executive Committee shall be subject to such limitations as the laws of the State of Vermont, the Certificate of Incorporation, these Bylaws and the resolutions the Board may impose.

Section 2. Audit Committee. The Board of Directors shall appoint an Audit Committee, and each member of the Audit Committee shall be a member of the Board. The Audit Committee shall be responsible for the outside and internal audits of all Corporation financial transactions, the necessary controls to ensure compliance with the Corporation's financial policies, and compliance with federal and state legal requirements. Further, the Audit Committee shall recommend to the Board the designation of an independent auditor for the Corporation, shall meet privately with that auditor at least once each year, shall receive the management letter from that auditor, and shall ensure that the Corporation's Annual Report is timely prepared and submitted to the Board of Directors for approval. The Audit Committee may request the designated independent auditor, or any officer or employee of the Corporation,

to appear before the Board to report on the financial condition of the Corporation and answer any questions the Audit Committee might have. The Audit Committee will report to the Board regularly and at least annually.

Section 3. Other Committees. The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more additional committees, provided that each such committee shall include two (2) or more directors. Any such committee shall be chaired by a director, as elected by a majority of the whole Board. Any such committee, to the extent provided in the resolution of the Board which establishes it and to the extent permitted by Vermont law, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to any papers which may require it; provided, however, that any committee that includes members who are not directors may not exercise the authority of the Board and shall act only in an advisory capacity to the Board. Any director may be a member of more than one (1) committee.

Section 4. Committee Operations. Each committee shall have power to make rules and regulations for the conduct of its business. A majority of the members of a committee shall constitute a quorum, and in every case the affirmative vote of a majority of all of the members of such committee shall be necessary for any committee action. Committee meetings may be held on forty-eight (48) hours notice to each member personally, by facsimile or e-mail. Any action permitted to be taken at a meeting of the committee may be taken without a meeting if a written consent describing the action taken is signed by each member of the committee. Each committee shall keep regular minutes of its proceedings and transmit copies thereof to the Board. No committee of the Board may (i) authorize distributions; (ii) approve dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint or remove directors or fill vacancies on the Board or on any of its committees; or (iv) adopt, amend or repeal the Articles of Incorporation or these Bylaws.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Treasurer and a Secretary and such other officers, including without limitation, a Vice President, and an Executive Director, as may be properly elected or appointed. The officers shall be elected by the directors at the annual meeting of the Board of Directors. Each officer shall serve until his or her successor is elected and qualified. Any officer may resign at any time upon delivering his or her resignation in writing to the President or other officer responsible for recording the minutes of the meetings of the directors. Such resignation shall be effective upon receipt unless otherwise specified. Any officer may be removed at any time for cause or without cause by majority vote of the whole Board of Directors. Neither notice nor a hearing need be given to any officer proposed to be so removed. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors at any time, at a meeting duly called and held, in the same manner as provided for ordinary elections of officers by directors, and an officer so chosen shall hold office until the next regular election for that office, or until earlier death, resignation or removal.

Section 2. President. It shall be the duty of the President to preside at all meetings of the Board of Directors. If the President is otherwise absent or unable to preside, the Vice President shall undertake such duties.

Section 3. Vice President. The Vice President, if one is elected, shall have such powers and duties as shall be assigned to him or her by the Board of Directors or the President.

Section 4. Treasurer The Treasurer shall, subject to the direction and under the supervision of the directors, have general charge of the financial concerns of the Corporation; care and custody of the funds and valuable papers of the Corporation; authority to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its orders, and to accept drafts on behalf of the Corporation; and shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation.

Section 5. Secretary. The Secretary shall, in addition to any duties imposed upon him or her by virtue of his or her office pursuant to Vermont law, the Articles of Incorporation or these Bylaws, keep an attested copy of the Articles of Incorporation and amendments thereto, and of these Bylaws with a reference on the margin of said Bylaws to all amendments thereof, all of which documents and books shall be kept at the registered office of the Corporation or at the office of the Secretary. The Secretary shall also keep a record of the meetings of the directors and shall be responsible for authenticating records of the Corporation. The Secretary shall give or cause to be given such notice as may be required of all meetings of the Board of Directors and shall keep the seal of the Corporation in safe custody and affix it to any instrument when such action is incident to his or her office or is authorized by the Board of Directors.

Section 6. Other Powers and Duties. Subject to these Bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as the directors or the President may from time to time delegate to him or her.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors is expressly authorized to borrow or raise money for any of the purposes of the Corporation from time to time, without limit as to amount, and whether or not as evidence of a security of monies so borrowed or raised or as payment for the purchase price of any assets acquired by the Corporation or other lawful engagements of the Corporation; to draw, make, accept, endorse, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment thereof and of the interest thereon by mortgage upon pledge, conveyance or assignment in trust or otherwise of the whole or any part of the property of the Corporation, real or personal, including contract rights or rights to interest or dividends, whether at the time owned or thereafter acquired and to sell, pledge, or otherwise dispose of such bonds or the obligations of the Corporation for its purposes.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 5. Special Funds. Notwithstanding any other provision of these Bylaws, the Corporation may authorize the segregation of any property of the Corporation and the proceeds thereof in a special fund or special funds and confer upon any person or committee such authority as the Corporation may specify, to manage, buy, sell, exchange, or vote upon and otherwise deal with any securities or other property of the Corporation in such special funds, and deposit or withdraw any cash forming any part thereof.

ARTICLE VIII INDEMNIFICATION

Section 1. Definitions. For purposes of this Article

a. A “director” means an individual who is or was a director of the Corporation or an individual who, while a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, trustee, partner or other agent of a domestic or foreign corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. A director is considered to be serving an employee benefit plan at the Corporation’s request if the director’s duties to the Corporation also impose duties on, or otherwise involve services by, the director to the plan or to participants in or beneficiaries of the plan.

b. “Expenses” means the reasonable costs (including reasonable attorneys’ fees) incurred in connection with a Proceeding.

c. A “Proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal.

Section 2. Right to Indemnification. The Corporation shall indemnify a director who is wholly successful, on the merits or otherwise, in the defense of any Proceeding to which a director was a party because he or she is or was a director of the Corporation for his or her Expenses. Except as limited by law, the Corporation may indemnify its directors against all Expenses incurred by them in connection with any Proceedings in which they are made a party as a result of their service as a director if the director (i) conducted himself or herself in good

faith, (ii) reasonably believed that his or her conduct in his or her official capacity was in the Corporation's best interests and in all other capacities was at least not opposed to the Corporation's best interests, and (iii) with respect to a governmental Proceeding, had no reasonable cause to believe his or her conduct was unlawful and was finally found not to have engaged in a reckless or intentional unlawful act. The Corporation may not indemnify a director in connection with a Proceeding by or in the right of the Corporation in which the director was adjudged liable to the Corporation or in connection with any other Proceeding charging and adjudicating liability for improper personal benefit to the director.

Section 3. Advance Payments. Except as limited by law, Expenses incurred by a director who is a party to any Proceeding may be paid by the Corporation to said director in advance of final disposition of the Proceeding upon receipt of a written affirmation of his or her good faith belief that he or she has met the standards of conduct set forth in Section 2(i), (ii) and (iii) of this Article, a written undertaking to repay such amount if it is ultimately determined that the director did not meet such standards of conduct and those parties entitled to make such determination under Section 4 hereof determine that no other provision of law precludes indemnification, which undertaking shall be an unlimited general obligation but need not be secured and may be accepted without reference to the financial ability of such person to make repayment; provided, however, that no such advance payment of Expenses shall be made if it is determined pursuant to Section 4 of this Article on the basis of the facts known at that time that said director is ineligible for indemnification.

Section 4. Determinations; Payments. The determination of whether a director is eligible or ineligible for indemnification under any provision of this Article shall be made in each instance by (i) a majority of the directors or a committee thereof who are not parties to the Proceeding in question, or (ii) independent special legal counsel appointed by a majority of such directors or a committee thereof, or if there are none, by a majority of the directors in office. Notwithstanding the foregoing, a court having jurisdiction (which need not be the court in which the Proceeding in question was brought) may grant or deny indemnification in each instance under the provisions of law and this Article. In all cases, a director may not be indemnified until 20 days after the effective date of written notice to the attorney general of the proposed indemnification.

Section 5. Insurance. The Corporation may purchase and maintain insurance on behalf of any director, officer, employee or agent of the Corporation against any liability asserted against or incurred by him or her in serving in any such capacity or arising out of his or her status as such, whether or not the Corporation would have power to indemnify him or her against such liability or cost.

Section 6. Responsibility With Respect to Employee Benefit Plan. If the Corporation or any of its directors sponsors or undertakes any responsibility as a fiduciary with respect to an employee benefit plan, then for purposes of indemnification of such persons under this Article (i) a "director" shall be deemed to include any director of the Corporation who serves at its request in any capacity with respect to said plan, (ii) such director shall not be deemed to have failed to act in good faith in the reasonable belief that his or her action was in the best interests of the Corporation if he or she acted in good faith in the reasonable belief that his or her action was in

the best interests of the participants or beneficiaries of said plan, and (iii) “Expenses” shall be deemed to include any taxes or penalties imposed on such director with respect to said plan under applicable law.

Section 7. Heirs and Personal Representatives. The indemnification provided by this Article shall inure to the benefit of the estate and personal representatives of a director.

Section 8. Non-Exclusivity. The provisions of this Article shall not be construed to limit the power of the Corporation to indemnify its directors to the full extent permitted by law or to enter into specific agreements, commitments or arrangements for indemnification permitted by law.

Section 9. Officers, Employees and Agents. An officer of the Corporation who is not a director is entitled to mandatory indemnification to the same extent as a director under Section 2 of this Article and may apply for court-ordered indemnification under Section 4 of this Article. The Corporation shall have power to indemnify any of its officers, employees or agents who are not directors on any terms not prohibited by law which it deems to be appropriate. The absence of any express provision for indemnification herein shall not limit any right of indemnification existing independently of this Article.

Section 10. Authorization of Corporate Officers. The proper officers of the Corporation are, and each of them acting without the other is, authorized to take any action, for and in the name of the Corporation, which he or she deems necessary or appropriate (as conclusively presumed from the taking of such action) to carry out and effect the foregoing sections.

Section 11. Savings Clause. If Sections 1 through 10 of this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify each director and officer and may indemnify any other person entitled to indemnification as to costs, charges and expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceeding, whether civil, criminal, administrative or investigative, including an action by or in the right of the Corporation, to the full extent permitted by any applicable portion of these By-laws that shall not have been invalidated and to the full extent permitted by applicable law. To the full extent permitted by law, the Corporation may enter into and perform agreements with persons, including, without limitation, present and former officers, directors and employees of the Corporation and of companies acquired by or merged with the Corporation, obligating the Corporation, among other things, to provide indemnification and advancement of costs, charges and expenses to such persons in addition to any indemnification or advancement which may be available to such person under Sections 1 through 6 of this Article.

Section 12. Adoption and Amendment of Bylaws. The Board of Directors may from time to time adopt Bylaws with respect to indemnification and may amend such Bylaws to provide at all times the fullest indemnification permitted by the Vermont Nonprofit Corporations Act.

**ARTICLE IX
MISCELLANEOUS**

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Board of Directors entitled to vote.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by action of the Board of Directors.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Vermont Nonprofit Corporations Act or under the provision of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Policy of Non-Discrimination. It is the policy of the Corporation not to discriminate on any basis prohibited by federal, state or local law.

Section 5. Conflict of Interest. Any duality of interest or real or potential conflict of interest on the part of any director shall be disclosed to other members of the Board of Directors and made a matter of record, either through an annual procedure or when the interest becomes a matter of Board action. Any director who has a duality of interest or conflict of interest on any matter shall not vote or use personal influence on the matter. The minutes of the meeting shall reflect that disclosure was made and the abstention from voting.

Section 6. Amendments. The Corporation's Bylaws may be amended or revised upon approval by the Board.