

AMENDED AND RESTATED BY-LAWS
OF
COLUMBUS AREA UNITED WAY, INC.

(AMENDED Effective _____, 2021 [*Merger Date*])

Pursuant to the Nebraska Nonprofit Corporation Act and the Articles of Incorporation, as amended, the undersigned Directors do hereby adopt the By-laws of Columbus Area United Way, Inc. to provide as follows:

ARTICLE I
NAME AND OFFICES

Section 1. Name. The name of the Corporation is “Columbus Area United Way, Inc.”

Section 2. Offices. The principal office of the Corporation shall be located in the City of Columbus, Nebraska. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Eligibility and Authority. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors. Each Director must be an individual. Directors shall be elected at the annual meeting of the Board of Directors.

Section 2. Number and Term. The number of the Directors of the Corporation shall be no less than seventeen (17) and no greater than twenty-seven (27) individuals, and may be increased or decreased by amendment of these By-laws in the manner as herein provided. When the number of Directors is decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his or her term expires or until resignation or removal as herein provided. The term of office for each Director shall be three (3) years, commencing on the date of the annual meeting; provided, however, that the terms of the Directors shall be staggered so that an approximately equal number of Directors shall be elected each year. No individual may serve as a Director for more than two (2) consecutive three-year terms except after an absence from the Board of Directors for one (1) year.

Section 3. Resignation of Director. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the presiding officer of the Board of Directors, or to the President or Secretary of the Corporation. Resignation shall be effective when the notice is effective, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the pending vacancy before the effective date, if the Board provides that the successor does not take office until the effective date. Any Director so elected by the Board of Directors shall hold office for the balance of the term of the Director that he or she replaced and is eligible to serve as a Director for an additional two (2) consecutive three-year terms in his or her own right.

Section 4. Annual Meeting of Directors. The annual meeting of the Board of Directors (including newly elected Directors) of the Corporation shall be held in the month of April at such place and on such day and hour as the Board of Directors may determine, for the purpose of organization, the election of Directors, the election of officers, and the transaction of other business; and if a quorum of the Directors is then present, no prior notice of such meeting shall be required to be given.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly at such place and on such date and hour as fixed by the President in his or her call of meeting, unless deemed unnecessary by the President in his or her reasonable discretion, for the transaction of such business as may come before the meeting, without further notice to the Directors.

Section 6. Special Meetings of the Board. Special meetings of the Board of Directors may be called by the President or Vice President, and shall be called by either of them on the written request of any five (5) Directors.

Section 7. Notice of Special Meetings. Notice of all special meetings of the Board of Directors shall be preceded by at least two (2) days notice to each Director of the date, time and place, but need not specify the purpose of such meeting. Any business may be transacted at any Directors' meeting.

Section 8. Chair. At all meetings of the Board of Directors, the President, or in his or her absence or inability, the Vice President, or, in their absence or inability, a Chair chosen by those Directors present, shall preside.

Section 9. Quorum. At all meetings of the Board of Directors, a majority of the Directors in office immediately before the meeting commences shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director, and may take such other action and further action as is provided in Article II, Section 4, of these By-laws.

Section 10. Voting. At the annual meeting of the Board of Directors, each member of the Board of Directors shall be entitled to one vote. All elections shall be had and all questions decided by a majority vote of the Directors present. Directors may not vote by proxy. Cumulative voting is not authorized for the election of Directors.

Section 11. Compensation. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at each annual, regular or special meeting of the Board.

Section 12. Action by Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if the action is taken by all of the Directors and thereafter evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the Corporate records reflecting the action taken.

Section 13. Removal of Directors. Directors may be removed in the manner provided by the Nebraska Nonprofit Corporation Act.

Section 14. Loans to Officers and Directors. The Corporation shall not lend money to nor guarantee the obligation of any Director or officer of the Corporation.

ARTICLE III OFFICERS

Section 1. Designation. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers, with such powers and duties not inconsistent with these By-laws, as may be appointed and determined by the Board of Directors. Any two offices, except those of President and Vice President, may be held by the same individual.

Section 2. Election, Term of Office, and Qualification. The officers of the Corporation shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors. The President and Vice President shall be Directors of the Corporation.

Section 3. Vacancy. In the event of a vacancy in any office, for any reason whatsoever, a majority of the Directors then in office, although less than a quorum, may elect a person to fill such vacancy; and the person so elected shall hold office and serve until the next annual meeting of the Board of Directors.

Section 4. President. The President shall preside at all meetings of the Board of Directors. The President shall have and exercise general charge and supervision of the affairs of the Corporation, execute notes, contracts, mortgages and conveyances, and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 5. Vice President. At the request of the President, or in the event of the absence or disability of the President, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law or by these By-laws, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors or by the President.

Section 6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. The Secretary shall attend and keep the minutes of all meetings of the Board of Directors. The Secretary may sign with the President or Vice President, in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors. The Secretary shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors; and shall do and perform such other duties as may be assigned by the Board of Directors.

Section 7. Treasurer. The Treasurer shall have custody of all funds, property, and securities of the Corporation, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such sureties as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection checks, notes, and other obligations, and shall deposit the same to the credit of the Corporation at such bank or banks or depository as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers; and, together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these By-laws to some other officer or agent of the Corporation. The Treasurer shall make such payments as may be necessary or proper to be made on behalf of the Corporation with checks drawn on accounts in the name of the Corporation. The Treasurer shall cause to be entered regularly on the books of the Corporation to be kept for that purpose full and accurate account of all monies and obligations received and paid or incurred by the Treasurer for or on account of the Corporation, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Corporation. The Treasurer shall in general perform all the duties incident to the office of Treasurer, subject to control of the Board of Directors.

Section 8. Salaries. No salaries shall be paid to any individual as compensation for duties performed in said individual's capacity as an officer of the Corporation, but this shall not prevent any individual from being paid a salary as established by the Board of Directors in his or her capacity as the Executive Director of the Corporation, nor shall this prevent the reimbursement of any officer of any expenses authorized by the Directors which were incurred on behalf of the Corporation.

Section 9. Removal. Any officer may be removed from office by the affirmative vote of all of the Directors at any regular or special meeting called for that purpose.

ARTICLE IV COMMITTEES

Section 1. Standing Committees. The Board of Directors shall appoint at least two (2) Directors to serve on the following standing committees, to assist the Board of Directors in the administration of the affairs of the Corporation:

- A. Campaign Committee
- B. Fund Distribution Committee
- C. Nominating Committee
- D. Finance Committee
- E. Policy and Administration Committee
- F. Endowment Committee
- G. CFP Steering Committee

The Chair of each standing committee, other than the Endowment Committee, shall be a Director and shall be elected annually by the Board of Directors. Each committee may have other members, designated by the President, with approval of the Board of Directors. The members of a standing committee who are not Directors shall be donors to the Corporation. Each committee shall provide the Board of Directors with a report concerning each committee meeting at the subsequent regular meeting of the Board of Directors.

Section 2. Campaign Committee. The Campaign Committee shall consist of the campaign chairperson and appropriate members appointed by the President and approved by the Board of Directors. The Campaign Committee shall promote and direct the affairs pertaining to the annual solicitation of funds directed by the campaign policy. Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 3. Fund Distribution Committee. The Fund Distribution Committee shall:

- A. Consist of three (3) to seven (7) Directors to be recommended annually by the President and approved by the Board of Directors;

B. Coordinate the allocation process pursuant to the budget policy. The duties shall include recommending the annual campaign goal for approval by the Board of Directors. All acts of the Fund Distribution Committee, unless otherwise specified, shall be subject to the approval of the Board of Directors; and

C. Consider requests from any agency for additional funds during the year, with or without a committee meeting, at the discretion of the chairperson, and report to the Board of Directors and recommend a course of action to take on said requests at the next regularly scheduled meeting.

Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall:

A. Consist of three (3) or more Directors to be recommended annually by the President and approved by the Board of Directors;

B. Recommend to the Board of Directors the names of persons to serve as Directors of the Corporation;

C. Recommend to the Board of Directors the names of persons to fill vacancies created by the death, resignation, or removal of any member of the Board of Directors; and

D. Recommend to the Board of Directors the names of persons to serve as officers of the Corporation.

Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 5. Finance Committee. The Finance Committee shall prepare the annual operating plan and review the annual audit prepared by the Corporation's external auditor. At least one member of this Committee shall review the financial statements before the same are presented at each regular meeting of the Board of Directors. In addition, this Committee shall review and recommend to the Board of Directors the level at which the designated and undesignated reserve funds are maintained and recommend and advise the Treasurer on the investment of surplus funds. Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 6. Policy and Administration Committee. The Policy and Administration Committee shall review these By-laws and the policies of the Corporation and make recommendations to the Board of Directors for modifications of the same as may be deemed reasonable and necessary. Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 7. Endowment Committee. The Endowment Committee shall consist of six (6) to nine (9) individuals recommended annually by the President and approved by the Board of Directors, as follows:

- A. Executive Director, as Ex Officio;
- B. President;
- C. Immediate Past President;
- D. One (1) additional Director;
- E. Minimum of three (3) at-large individuals from the Columbus area.

The Endowment Committee shall maintain and manage the Endowment Fund and provide an annual report of the financial status of said fund and its amount of distributable income to the Board of Directors. Further, this Committee shall perform such other functions as may be assigned by the Board of Directors.

Section 9. CFP Steering Committee. The CFP Steering Community shall oversee the Community & Family Partnership, a program operated by the Corporation for the purpose of assisting children, youth, and families to be healthy and resilient through a prevention network of community resources. The CFP Steering Committee shall have such powers, and shall be governed in accordance with, the CFP Steering Committee Charter, as adopted by the Board and amended from time to time.

Section 10. Special or Ad Hoc Committees. The President may, from time to time, recommend individuals for approval by the Board of Directors to serve on such special or ad hoc committees as may be authorized by the Board of Directors. Further, this Committee shall perform such functions as may be assigned by the Board of Directors.

Section 11. Term. Unless otherwise stated in the Committee Charter, the term of each Committee Member shall be for one (1) year, and each Committee Member shall serve at the pleasure of the Board of Directors. Any vacancy in the membership of a standing committee shall be filled by the Board of Directors.

ARTICLE V AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the Corporation, with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-laws and to the extent authorized or permitted by law.

ARTICLE VI CONTRACTS

The Board of Directors, except as otherwise provided in these By-laws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation; and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

ARTICLE VII
VOTING STOCK OF OTHER CORPORATIONS

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote, either in person or by proxy, at any meeting of stockholders of any corporation in which this Corporation may hold stock and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

ARTICLE IX
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer, or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All Directors, officers, employees, committee members, and other person connected with the Corporation shall be deemed expressly to have consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, after all debts have been satisfied, any assets then remaining in the

hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE X TELEPHONIC MEETINGS

Members of the Board of Directors or of any of the committees appointed by the Board may participate in any meeting of such Board or committee, as the case may be, by means of a conference telephone or other similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Participation by telephonic means shall be subject to the provisions of these By-laws for notification of members of the Board or committee of such meeting and shall constitute presence in person at the meeting. Written minutes of all actions taken at such meeting shall be circulated to all members of the Board or committee, as the case may be.

ARTICLE XI INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter be permitted by law to make, or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Sections 501, 503, 504, or 170 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XII AMENDMENTS

The Board of Directors shall have the power to make, alter, amend or repeal the By-laws of the Corporation by affirmative vote of a majority of the members of the Board of Directors; provided, however, that notice of any proposed amendment shall be mailed by United States mail to each Director not less than ten (10) days preceding the meeting at which such amendment will be submitted. Any Director may waive such notice in writing.

ARTICLE XIII
EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-laws, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.

The foregoing amended By-laws were duly approved and adopted by the Board of Directors at a special meeting held May 21, 2021 and by the Members at a special meeting held on June 9, 2021.

DOCS/2637301.2