

**AMENDED AND RESTATED
BYLAWS
OF
UNITED WAY OF SALT LAKE**

**APPROVED BY RESOLUTION
OF THE BOARD OF DIRECTORS**

APRIL 10, 2008

ARTICLE I
PURPOSES

1. United Way of Salt Lake–(the “Corporation”) is organized exclusively as a nonprofit corporation under the Utah Revised Nonprofit Corporation Act (the “Act”) and shall be operated exclusively for religious, educational, charitable or scientific purposes within the meaning of Section 501(c)3 of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.
2. The purpose and powers of the Corporation are as set forth in the Corporation’s Articles of Incorporation, as amended (the “Articles”).

ARTICLE II
OFFICES

1. Principal Office. The principal office of the Corporation in the State of Utah shall be located at 175 S West Temple, Suite 30, Salt Lake City, Utah 84101. The Corporation may have such other offices, either within or without the State of Utah, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
2. Registered Office. The Corporation shall have and continuously maintain in the State of Utah a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Utah. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Utah Division of Corporations and Commercial Code.

ARTICLE III
MEMBERS

The Corporation shall have no voting members.

ARTICLE IV
GOVERNING BOARD OF DIRECTORS

1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. Directors must be residents of the State of Utah, but they shall be natural persons who are at least eighteen (18) years of age.
2. Qualification Limitations. No one may serve as Director who is an employee of the Corporation nor of any organization receiving financial support from the Corporation, with the exception of one representative elected by UWEDA and approved by the Nominating Committee.
3. Number and Terms. There shall be no less than thirty (30) and no more than sixty (60) Directors, the exact number to be specified by the Board of Directors; and each shall be elected for three (3) years. Each Director shall hold office until his or her successor has been elected. A Director may succeed himself or herself in office for a second three-year term, and then must leave the Board for a period of one (1) year before being reconsidered for Board membership. However, a Director elected as an officer or Executive Committee member may be allowed to continue as a Director for such period of time necessary, upon the recommendation of the Nominating Committee and with the approval of the Board of Directors.
4. Election. Prior to the annual meeting, the Nominating Committee of the Board of Directors shall recommend to the Board of Directors a new group of Directors, sufficient in number to maintain the desired number of Directors. The approved slate of Directors will then be presented at the annual meeting for approval.
5. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by recommendation of the Nominating Committee and approval of the Board. The appointed Director shall serve for the unexpired term of his or her predecessor in office. After completion of the remainder of a predecessor's term, the newly appointed member will be eligible to be nominated for two successive full terms.
6. Compensation. Voting Directors shall not receive any salaries for their services. This bylaw shall not be construed as precluding payment of reasonable compensation of a Director for services rendered for or to the corporation.
7. Removal of Directors. Directors may be removed from the Board of Directors if they miss more

than one-half of regular or special Board meetings in a year. Directors may also be removed, with or without cause, by a two-thirds vote of the Executive Committee in attendance at a duly constituted Executive Committee meeting.

8. Commitments. No Director, officer, or other individual is empowered to make commitments to any organizations on behalf of the Corporation unless the making of such a commitment has been authorized by action of the Board of Directors or appropriate corporate authorization.
9. Meetings of the Board of Directors. The Board of Directors gives authority to employees of the Corporation for identification of time and place for the holding of the annual meeting and other regular meetings of the Board, within the State of Utah, without other notice.
 - a. Notice of Meetings. Notice of each meeting of Directors, whether annual, regular or special, shall be given to each Director. If such notice is given either (a) by personally delivering written notice to a Director or (b) by personally telephoning such Director, or (c) by electronic means it shall be so given at least five (5) business days prior to the meeting. The notice of all meetings shall state the place, date, and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.
 - b. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair or Executive Committee of the Board or any Director. The person or persons authorized to call special meetings of the Board may fix any place, within the State of Utah, as the place for holding any special meeting of the Board called by them. Notice must be provided according to the terms indicated in 9.a.
 - c. Waiver of Notice of Meetings. Any Director may waive notice of a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transacting of any business because the meeting is not lawfully called or convened.
 - d. Quorum. Attendance by at least one-half of the Directors then serving in office shall constitute a quorum for the transaction of business at any meeting of the Board. If a quorum is not present at any meeting of the Board, action items will be distributed electronically for a vote by those not in attendance.
 - e. Meetings by Telephone. Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by

means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

- f. Members of the Board of Directors may, from time to time, be asked to vote electronically on an issue that arises between Board meetings. A quorum will be one-half of the members of the Board who participate in the vote.
- g. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these bylaws.
- h. Consent to Action. Any action required by law to be taken at a meeting of the Board of Directors, may be taken without a meeting, if a consent in writing setting forth the action so taken shall be approved by one-half of the Board.

ARTICLE V

OFFICERS/EXECUTIVE COMMITTEE

1. Elected Officers. The officers of the Board of Directors shall be the Chair of the Board, the Vice-Chair of the Board (the 'Chair-Elect'), Secretary, various other Directors as elected by the Board and the chairs of the functional departments or other committees as designated, from time to time, by the Board. The officers shall be nominated by the Nominating Committee, approved in advance by the Board and elected at an annual meeting prior to serving.
2. Chair of Meetings. The Chair of the Board shall chair all meetings of the Board and the Executive Committee. In the absence of the Chair of the Board, the Vice-Chair shall chair such meetings. In the absence of the Chair and the Vice-Chair, the chair of the meeting shall be elected from among those present.
3. Removal of Officers. Any elected or appointed officer may be removed or suspended from office, by a vote of the Board at a regular or special meeting of the Board when, in their judgment, the best interests of the Corporation will be served.
4. Executive Committee. The officers shall comprise the Executive Committee. The President and Chief Executive Officer (CEO) will serve as a voting member of the Executive Committee. The primary responsibility of the Executive Committee shall be to facilitate oversight of the Board and

administration of the Corporation.

a. Meetings of the Executive Committee. The Executive Committee will meet regularly. When Board meetings are regularly scheduled less frequently than eight times per year, meetings of the Executive Committee will be held in place of such Board meetings. The term of office for members of the Executive Committee will be twelve (12) months. A Director may serve successive terms as a member of the Executive Committee with the approval of the Board of Directors.

b. Vacancies. If a vacancy should occur in the Executive Committee, the Board of Directors shall appoint a successor as presented by the Nominating Committee. The successor shall serve until the next annual meeting.

5. Chair of the Board of Directors. The Chair of the Board of Directors shall serve as the Chair of the Executive Committee. The term of office for a Chair of the Board of Directors shall be twelve (12) months. A Director may serve successive terms as Chair with the approval of the Board of Directors.

6. Quorum. Unless otherwise provided by resolution of the Board of Directors, one-half of the Executive Committee shall constitute a quorum.

ARTICLE VI

EMPLOYEES

The Board of Directors shall hire a President/CEO who shall be responsible for the management of the day-to-day affairs of the Corporation. The President/CEO shall serve as a voting member of the Board and the Executive Committee and shall be invited to attend all such meetings and asked to exit from such meetings only when matters affecting the President/CEO, personally, are being discussed. In addition, other officers and employees may be hired by the President/CEO as needed to carry out the functions of the organization, within the plans approved by the Board.

ARTICLE VII

DEPARTMENTS/COMMITTEES

1. Nominating Committee. The Nominating Committee will be chaired by the Vice-chair of the Board. It shall be comprised of at least five members who shall be selected from the Board membership. The function of the Nominating Committee shall be to present nominations for Board membership

and officers consistent with the needs and objectives of Corporation.

2. Committees of the Board. The Board shall appoint other committees and committee chairs as needed.
3. Non-Board Representation on Committees. Non-Board community members will be encouraged to participate in committee work.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Corporation shall be July 1 through June 30 of each year, unless otherwise provided by resolution of the Board of Directors.

ARTICLE IX PROXIES

Unless otherwise provided by resolution adopted by the Board of Directors, the President and CEO or any Vice President may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

ARTICLE X RECORDS AND REPORTING

1. Books and Records. The Corporation shall keep correct and complete books and records of account,

including all contributions received and disbursements made, and shall also keep minutes of the Board of Directors, Executive Committee and such other committees as the Board or Executive Committee may request. Such records and books shall be kept at the registered or principal office and may be inspected by any Director or his agent or attorney for any proper purpose at a reasonable time.

2. Audit of Books. All financial records of the Corporation shall be audited at the end of each fiscal year by a certified public accountant in accordance with generally accepted standards and approved by the Board of Directors.
3. Annual Report. An annual report on the affairs of the Corporation shall be prepared at the end of each fiscal year, showing contributions and other sources of income and how the funds and assets of the Corporation have been disbursed and applied. The annual report shall be made available upon request to any interested person.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS

1. Indemnification. To the extent permitted by the Act and any other applicable law, to the extent of coverage provided within the Directors and officers Liability Policy, if any Director or officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or officer of the Corporation, the Corporation (a) may indemnify such person under circumstances where indemnification would be deemed appropriate from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding; provided however, the Corporation may not indemnify any Director in instances where indemnification is prohibited by the Act.

Any repeal or modification of the foregoing provisions shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the

fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

- a. *Director or Officer.* The term “Director” or “officer” means (i) a Director or officer of the Corporation, and (ii) any other position (not with the Corporation itself) in which a Director or officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.
 - b. *Proceeding.* The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
 - c. *Code.* The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.
2. Limitation. Notwithstanding any other provision of this Article XI, during any period that the Corporation is or was a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE XII

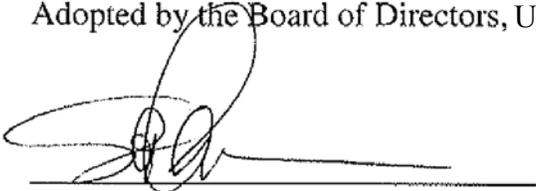
DIRECTORS’ CONFLICTING INTEREST TRANSACTIONS

The Board of Directors has adopted a Conflict of Interest Policy. Members of the Board of Directors, employees, committee members, and others as deemed appropriate are required to sign and adhere to the provisions of the Conflict of Interest Policy and to sign a Statement on Compliance with United Way of Salt Lake Policy on Conflict of Interest with Regards to Vendors and Service Providers.

ARTICLE XVIII
AMENDMENT TO BYLAWS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted at any regular meeting or at any special meeting of the Board, if written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting in a properly given notice of such meeting.

Adopted by the Board of Directors, United Way of Salt Lake, on this the **10th day of April, 2008.**

A handwritten signature in black ink, appearing to read 'A. Scott Anderson', is written over a horizontal line. The signature is stylized and cursive.

A. Scott Anderson
Chair, Board of Directors