

Notice of Meeting: Vote on Amending By-Laws & Electing Directors & Related Proxy Authorization

The United Way of Southern Chautauqua County, hereby, notifies you of the following Resolution to be considered by the Members, at the Annual Meeting of the Membership to be convened (as discussed below, with an option for advance voting by proxy) as follows:

Date: July 30, 2024 at 12:00PM

Location: Moonbrook Country Club, 2879 N. Main St Ext, Jamestown, NY, 14701

Resolution of the Membership: Review of Complete Resolution & Summary

A complete copy of the Resolution to be considered and voted on by the Membership, including all referenced attachments can be reviewed on The United Way's website, as follows: <https://www.uwayscc.org/2024-annual-meeting>. Set forth below is a summary of the complete document:

By Resolution authorized by, at least, a two-third (2/3) majority of those voting Members of record in attendance (personally and/or use of proxy) at the Annual Meeting of the Membership, duly convened and held on the 30th day of July, 2024, with proper notice afforded, a quorum being present at all times, having considered the advisability of merging United Way of Northern Chautauqua County, Inc. into The United Way of Southern Chautauqua County, with this Corporation being the Surviving Corporation, as recommended by the Board Directors for purposes of facilitating a temporary affiliation to be followed by the formal merger, the Members, hereby, first, agree to amend the By-Laws of the Corporation as specifically identified in an redlined draft of the document found as an attachment to the Resolution, and, second, elect to the Board of Directors, for the terms stipulated, the countywide slate of individuals specifically identified, each retroactively effective July 1, 2024, subject to any stipulated warranties or considerations.

Methods of Voting

There are two methods by which you can cast a ballot with respect to the above-stated resolution (pick one or the other):

1. **Attend the Meeting.** Appear in person at the meeting, during which you'll be given an opportunity to complete & submit a ballot

—or—

2. **Forward a Proxy Authorization.** Complete the following proxy authorization & return by mail or as an e-mail attachment, prior to the membership meeting, which would authorize an officer to cast a vote on your behalf, as you direct, without need for physical attendance, if received prior to the associated meeting being called to order (invalidating any subsequent submissions).

Proxy Authorization

I, the undersigned, as a Member, or authorized representative thereof, hereby, appoint the Corporation's Secretary (or another individual duly appointed by the Secretary) to cast a ballot on my behalf with respect the above-referenced question:

YES _____ I vote in favor of amending the By-Laws as identified in the redlined draft of the document made available to me, and, to elect to the Board of Directors, the proposed countywide slate of individuals, each retroactively effective July 1, 2024.

NO _____ I vote against of amending the By-Laws as identified in the redlined draft of the document made available to me, and, to elect to the Board of Directors, the proposed countywide slate of individuals, each retroactively effective July 1, 2024.

Member Name: _____
(as printed in the correspondence received)

Signature: _____
(of individual Member or authorized representative)

As indicated, please complete and sign this Proxy Authorization, then return it using one of the following methods:

Mail: ***The United Way of Southern Chautauqua County, 208 Pine St., Jamestown, NY, 14701. Attn: Member Vote***

E-Mail: **ndean@uwayscc.org (annex this fully executed Proxy Authorization as an attachment)**

Notice of Meeting: Vote on Merger & Proxy Authorization

The United Way of Southern Chautauqua County, hereby, notifies you of the following Resolution to be considered by the Members, at the Annual Meeting of the Membership to be convened (as discussed below, with an option for advance voting by proxy) as follows:

Date: July 30, 2024 at 12:00PM

Location: Moonbrook Country Club, 2879 N. Main St Ext, Jamestown, NY, 14701

Resolution of the Membership: Accessing Complete Resolution & Summary

A complete copy of the Resolution to be considered and voted on by the Membership, including all referenced attachments can be reviewed on The United Way's website, as follows: <https://www.uwayscc.org/2024-annual-meeting>. Set forth below is a summary of the complete document:

By Resolution authorized by, at least, a two-third (2/3) majority of those voting Members of record in attendance (personally and/or use of proxy) at the Annual Meeting of the Membership, duly convened and held on the 30th day of July, 2024, with proper notice afforded, a quorum being present at all times, having considered the advisability of formally merging United Way of Northern Chautauqua County, Inc. into The United Way of Southern Chautauqua County, with this Corporation, as the Surviving Corporation, to be governed in accordance with recently amended By-Laws by a newly elected countywide Board of Directors, the Members, hereby, authorize and adopt a Plan of Merger, and once effectuated, authorize and approve the filing of a Certificate of Merger, which shall effectuate the merger, with this Surviving Corporation to be rebranded as United Way of Chautauqua County, Inc.

Methods of Voting

There are two methods by which you can cast a ballot with respect to the above-stated resolution (pick one or the other):

- Attend the Meeting.** Appear in person at the meeting, during which you'll be given an opportunity to complete & submit a ballot
- or—
- Forward a Proxy Authorization.** Complete the following proxy authorization & return by mail or as an e-mail attachment, prior to the membership meeting, which would authorize an officer to cast a vote on your behalf, as you direct, without need for physical attendance, if received prior to the associated meeting being called to order (invalidating any subsequent submissions).

Proxy Authorization

I, the undersigned, as a Member, or authorized representative thereof, hereby, appoint the Corporation's Secretary (or another individual duly appointed by the Secretary) to cast a ballot on my behalf with respect the above-referenced question:

YES _____ I vote ***in favor*** of the formal Merger of United Way of Northern Chautauqua County, Inc. into The United Way of Southern Chautauqua County, to be rebranded United Way of Chautauqua County, Inc.

NO _____ I vote ***against*** of the formal Merger of United Way of Northern Chautauqua County, Inc. into The United Way of Southern Chautauqua County, to be rebranded United Way of Chautauqua County, Inc.

Member Name: _____
(as printed in the correspondence received)

Signature: _____
(of individual Member or authorized representative)

As indicated, please complete and sign this Proxy Authorization, then return it using one of the following methods:

Mail: ***The United Way of Southern Chautauqua County, 208 Pine St., Jamestown, NY, 14701. Attn: Member Vote***
E-Mail: ***ndean@uwayscc.org (annex this fully executed Proxy Authorization as an attachment)***