

RESOLUTION OF THE MEMBERSHIP

THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY

AUTHORIZING AMENDMENTS TO THE BY-LAWS & THE ELECTION OF DIRECTORS

UPON MOTION, duly made, seconded and carried, this Resolution was adopted by the affirmative vote of more than a two-thirds (2/3) majority of the Membership of THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY, present at a Meeting of the Board of Directors, convened in Jamestown, New York on the 30th day of July, 2024, upon the issuance of proper notice of said meeting to all those entitled to cast ballots thereat, a quorum being present at such time, and any use of telecommunication or videoconferencing technology and/or proxy voting, as appropriate, was properly conducted in a manner consistent with each the By-Laws of the Corporation and applicable statute and regulation:

WHEREAS, upon the recommendation of a Joint Task Force of UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. (“NORTHERN”) and THE UNITED WAY OF SOUTHERN CHAUTAUQUA COUNTY (“SOUTHERN”) (and, collectively “the parties”), which was charged with the responsibility of determining the feasibility of a corporate restructuring, and, after exercising due diligence in investigating all viable options for effectuating such a restructuring and concluded that the best interest of each NORTHERN and SOUTHERN and the populations and communities that we serve, would be best served by a corporate Merger, with NORTHERN AND SOUTHERN to become corporate Affiliates until such a Merger can be lawfully effectuated; and,

WHEREAS, the Board of Directors of NORTHERN and SOUTHERN” subsequently adopted, ratified, authorized and approved the conclusions, recommendations and actions of the Joint Task Force; authorized a pre-Merger Affiliation with NORTHERN becoming a corporate Affiliate of SOUTHERN, effective July 1, 2024 and concluding on lawful effectuation of the Merger; recommended that the Membership of SOUTHERN consider and, ideally, approve amendments to the SOUTHERN By-Laws necessary to conform SOUTHERN’s Board leadership and governance with that of NORTHERN and to elect, and reconfirm the election of, a “Mirrored” Board comprised of Directors from each SOUTHERN and NORTHERN to serve as Directors for each SOUTHERN and NORTHERN until Merger and as the first Board of Directors of the Surviving Corporation of the Merger; and, further recommended that the Members approve the contemplated corporate Merger of NORTHERN into SOUTHERN, with Southern to be rebranded as a countywide United Way, to become effective on the 1st day of January, 2025, or as soon as practicable thereafter.

NOW, BE IT RESOLVED, the Membership, hereby, adopts, ratifies, authorizes and approves the conclusions, recommendations and actions of each the Joint Task Force and the respective Boards of Directors of SOUTHERN and NORTHERN and acknowledges that the Members share the opinion that it would be in the best interest of the parties and the populations and communities that we serve for NORTHERN to Merge onto SOUTHERN, to become effective on the 1st day of January, 2025, or as soon as practicable thereafter, with NORTHERN becoming a corporate Affiliate of SOUTHERN until said Merger can be lawfully effectuated, to be governed pursuant to By-Laws to be amended pursuant to this Resolution, by a “Mirrored” Board of Directors comprised of representatives from SOUTHERN and NORTHERN as further authorized herein;

BE IT FURTHER RESOLVED, to assure that NORTHERN and SOUTHERN properly align our governance as corporate Affiliates in anticipation of Merger, the Membership authorizes amendments to our By-Laws, subject to any warranties and limitations stipulated herein, effective the 1st day of July, 2024. The amended By-Laws adopted identify all new provisions with underlined type and stipulate all text to be deleted with strikethroughs and are set forth in their entirety in a document annexed hereto, and made a part hereof, as Attachment “A;”

BE IT FURTHER RESOLVED, the Membership acknowledges and agrees that while affiliated as corporations, pending effectuation of our contemplated Merger, NORTHERN and SOUTHERN shall be governed by so-called “mirrored” Boards of Directors comprised of the same individuals. More specifically, effective the 1st day of July, 2024, it is understood that, if so willing, all individuals identified herein shall simultaneously continue to serve on their Board of origin and serve on the Board of their future corporate Affiliate in accordance with terms established by SOUTHERN’s By-Laws and shall be considered to have been elected to serve in the same capacity on each the NORTHERN and SOUTHERN Board of Directors, with any terms of office not otherwise stipulated herein, to be determined at the first occurring Meetings of the respective Boards convened after proper authorization of the contemplated corporate restructuring, which is anticipated to occur by no later than the 1st day of September 2024;

BE IT FURTHER RESOLVED, effective the 1st day of July, 2024, it is understood that the following individuals shall be considered elected and seated to serve on the so-called mirrored Boards of Directors in accordance with the term classifications stipulated below, with the understanding that the post-Affiliation “mirrored” Board of Directors may make reasonable adjustments to these classes at its discretion as a body and/or the requests of any individual Directors, provided however that any term of interim service that is less than three (3)-years in duration shall not be considered for purposes of any, otherwise, applicable term limitations:

Class A: Directors with a Term of Three-Years in Duration:

<i>Legal Name</i>	<i>Current Affiliation</i>
Christine Tarbrake	SOUTHERN
Luis Castro	SOUTHERN
Daniel Gullotti	SOUTHERN
Vince Horrigan	SOUTHERN
Deb Kathman	SOUTHERN
Lew Meckley	SOUTHERN
Lucas Catalano	NORTHERN
Kelly Dimitri	NORTHERN
Tyler Gotowka	NORTHERN
Jacob Sam	NORTHERN
Kyle Yelich	NORTHERN

Class B: Directors with a Term of Two-Years in Duration:

<i>Legal Name</i>	<i>Current Affiliation</i>
Jordan Steves	SOUTHERN
Mallory Smith	SOUTHERN
Jim Cama	SOUTHERN
Jim Sherry	SOUTHERN
Chris Colburn	SOUTHERN
Maureen Donahue	SOUTHERN
Andrew Faulkner	SOUTHERN
Tamu Graham-Reinhardt	SOUTHERN
Carol Hay	SOUTHERN
Damien Jackson	SOUTHERN
Mary Lou Bailen	NORTHERN
Jason Dechard	NORTHERN
Matthew Newman	NORTHERN
Bradley Rowe	NORTHERN
David Winchell	NORTHERN

Class C: Directors with a Term of One-Year in Duration:

<i>Legal Name</i>	<i>Current Affiliation</i>
Kathy Burch	SOUTHERN
Dave Lockwood	SOUTHERN
Bonnie Peters	SOUTHERN
Mike Roberts	SOUTHERN
Heather Turner	SOUTHERN
Joelle Washer	SOUTHERN
Ivory Brooks	NORTHERN
Kyle Leikam	NORTHERN
Jennifer Wilkens	NORTHERN
Donald Williams	NORTHERN

BE IT FURTHER RESOLVED, by virtue of attending this Annual Meeting in person or via proper use of any telecommunication or videoconferencing technology and/or proxy voting, as appropriate, all participating Members waive any claim that they may have, or ever had, with respect to receipt of proper notice of the Meeting or the underlying vote conducted herein; and,

LASTLY, BE IT RESOLVED, the Membership, hereby, conditions our adoption of this Resolution, and those accompanying this document, on UNITED WAY OF NORTHERN CHAUTAUQUA COUNTY, INC. properly adopting all necessary analogous or corresponding Resolutions.

WHEREFOR, The undersigned, as Secretary of the Corporation, hereby, certifies that this Resolution is a true and accurate copy off the Resolution adopted by the Membership on the date stipulated herein with respect to the foregoing subject matter.

THE UNITED WAY OF SOUTHERN CHAUTAUQUA
COUNTY

By: _____
Jordan Steves, *Secretary*

30th day of July, 2024
Jamestown, New York

ATTACHMENT A

**THE UNITED WAY OF SOUTHERN CHAUTAUQUA
COUNTY**

Amended By-Laws