

BY - LAWS
OF
UNITED WAY OF ROCKBRIDGE, INC.

Mission. To take a leadership role in improving the quality of life of people in the cities, towns, and unincorporated areas of Rockbridge County, Virginia by assessing needs, raising and allocating funds for charitable purposes, and ensuring the appropriate use of those resources.

ARTICLE I
OFFICES

Section 1. Principal Office. The principal office of United Way of Rockbridge, Inc. (hereinafter sometimes referred to as "the Corporation"), shall be located in the City of Lexington, Buena Vista or Rockbridge County, Virginia.

Section 2. Other Offices. United Way of Rockbridge, Inc., may also have such other offices within the Commonwealth of Virginia as the Board of Directors may, from time to time, designate, and as the business and affairs of United Way of Rockbridge, Inc. may require.

ARTICLE II
NONDISCRIMINATION

Section 1. Nondiscrimination Policy. The Board of Directors, Officers, committee members, and employees of the Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, sexual orientation, race, religion, or national origin.

ARTICLE III
PURPOSES

Section 1. Nature of Corporation. United Way of Rockbridge, Inc., is a non-stock corporation formed under Section 13.1 of the Code of Virginia, 1950 as amended, (meaning it has no members or stock holders and it is operated by a Board of Directors) and it is a not-for-profit corporation which is organized and has been granted tax-exempt status as a Section 501 (c)(3) charitable organization by the Internal Revenue Service and shall be operated in accordance with the meaning and provisions of Section 501 (c)(3) of the Internal Revenue Code and the regulations issued thereunder. United Way of Rockbridge, Inc. is affiliated with United Way Worldwide.

Section 2. Primary Purposes. The primary purposes of United Way of Rockbridge, Inc. are, in regard to the wellbeing and for the benefit of all people living in the cities, towns, and unincorporated areas of Rockbridge County, Virginia, the following:

(a) To assess, on a continuing basis, the need for human service programs; to seek solutions, both short term and long term, to human problems; to assist in the development of new human service programs, or the expansion or modification of existing human service programs; to promote preventive activities; and to foster cooperation among local, state, and national agencies serving the community.

(b) To acquire, to the extent possible, the financial resources, voluntary and governmental, needed to meet the human service needs of the community.

(c) To muster community support and commitment for the entire United Way enterprise through a systematic communications program that both speaks and listens to the community.

(d) To manage United Way operations effectively and efficiently, and, when appropriate, to offer assistance to agencies wishing to improve their operations.

Section 3. Exempt Activities Limitation.

(a) No substantial part of the activities of this corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation. None of the activities of this corporation shall consist of participating in, or intervening in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) No part of the net earnings of this corporation shall be used for the benefit of any individual.

Section 4. Distribution upon Dissolution. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution, or abandonment of the charitable work of the corporation, after providing for the debts and obligations thereof, the remaining assets will not be used for the benefit of any private person. Instead, the assets will be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Sections 501(c)(3) and 509(a)(1), (2), or (3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number of Directors. As authorized by the current amended and restated

Articles of Incorporation, the affairs of this corporation shall be under the control of a Board of Directors consisting of not fewer than twelve (12) nor more than eighteen (18) persons, all of whom shall be volunteers serving without compensation.

Section 2. Election and Term of Office.

(a) The current Board of Directors shall annually elect one-third of the directors for overlapping three-year terms. Election of new directors shall be by majority vote of the current Board of Directors, which shall occur, except in the case of filling vacancies, at least one (1) month prior to the Corporation's annual meeting. No person may serve more than two (2) consecutive three-year terms except after an absence from the Board of Directors of at least one (1) year.

(b) New directors shall begin their term of office at the next regular meeting of the Board of Directors.

Section 3. Duties and Responsibilities. The duties and responsibilities of the Board of Directors shall be as follows:

(a) To manage and administer the affairs of the Corporation, including approval of the annual budget, annual campaign goal, allocations and other significant expenditures.

(b) To adopt such policies, rules, and procedures as may be consistent with the Articles of Incorporation and these By-Laws and any amendments thereto.

(c) To create, in addition to standing and ad-hoc board committees established pursuant to these By-Laws, such other committees as it may deem expedient to carry out the objectives of the Corporation or act upon the recommendations of any other committee.

(d) To employ such persons as it may deem necessary for the successful pursuit of the purposes of the Corporation.

(e) Upon motion of any director, to consider and approve or disapprove the appointment of any person(s) by the President to any committee, and the number of committee members to be appointed to any committee.

(f) To review the minutes of all meetings of the Executive Committee and take any actions required to support or overrule decisions made by the Executive Committee.

(g) To approve amendments to the Articles of Incorporation and the By-Laws.

(h) To elect the officers of the Corporation at the meeting before the Annual Meeting.

Section 4. Vacancies. A vacancy occurring on the Board between Annual Meetings may be filled by the board for the unexpired term. The election to fill an unexpired term will not count as a full term; therefore, such director may fulfill two (2) additional three (3) year terms.

Section 5. Compensation. Directors shall not receive any salary for their services, but may be reimbursed for reasonable expenses. Directors shall not be paid personnel of any organization receiving financial support from this corporation.

Section 6. Resignation; Removal.

(a) A Director may resign from the Board of Directors at any time by giving written notice of his or her resignation addressed to the President or Secretary of United Way of Rockbridge, Inc., or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors.

(b) An absence from three (3) consecutive meetings of the Board of Directors may, at the discretion of the Board of Directors, be construed as resignation by the absent director.

(c) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any director may be removed, with or without cause, by the vote of a majority of the directors then in office.

ARTICLE V OFFICERS and STAFF

Section 1. Officers. The Officers of United Way of Rockbridge, Inc., shall include a President, a Vice President, a Secretary, and a Treasurer, all of whom shall also be a member of the Board of Directors.

Section 2. Election and Term of Office. The Officers of United Way of Rockbridge, Inc., shall be elected by a majority vote of the Board of Directors at the organizational meeting and at every regular December meeting of the board thereafter, except that vacant or new offices may be filled at any meeting of the Board of Directors. Each officer shall hold office for a term of one (1) year and shall be eligible for re-election for one (1) additional term. The term of office shall begin on the first day of January after the election.

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the Board of Directors, whenever, in its judgment, the best interests of United Way of Rockbridge, Inc., would be served.

Section 4. Vacancies. Any vacancy occurring during a term of office may be filled by the Board of Directors for the unexpired term. An election to fill an unexpired officer's term will not count as a full term; therefore, such officer may be elected for a full term of one (1) year and shall be eligible for re-election for one (1) additional term.

Section 5. President. The President shall preside over the Annual Meeting, all meetings of the Board of Directors, and all meetings of the Executive Committee. The President is empowered to nominate members to all committees, to call special meetings whenever deemed advisable or necessary, and to discharge all other duties that usually pertain to the office. The President shall chair the Executive Committee and serve as an ex-officio member of all other committees. In meetings of the Board of Directors and in meetings of the Executive Committee, the President may vote only to break a tie. In meetings of all other committees where the President is serving as an ex-officio member, the President shall have the right to participate in discussions but he or she shall not have any vote. The President supervises the Executive Director and other paid staff and is responsible for the annual performance evaluation of the Executive Director and other paid staff.

Section 6. Vice President. The Vice President shall assume the duties of the President in the event of absence, resignation, or inability to discharge duties by the President, and shall render whatever assistance the President may request.

Section 7. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee and record all votes and minutes of all such proceedings and perform such other duties as may be assigned by the President.

Section 8. Treasurer. The Treasurer shall be responsible for all funds of the Corporation and for paying out the same upon the direction of the Board of Directors. The Treasurer shall be responsible for ensuring that proper accounting practices are used. The Treasurer shall report to the Board of Directors at each of its meetings and shall report, in a satisfactory form, the financial standing of the Corporation and shall also serve as chairperson of the Finance Committee.

Section 9. Executive Director. The Officers of the Corporation shall determine the need for paid or unpaid volunteer staff and make recommendations to the Board of Directors. There shall be at least one paid staff member who serves as Executive Director. All staff members shall be hired as and when needed or terminated when appropriate with the approval of the Board of Directors.

The Executive Director's responsibilities shall include managing the Corporation's business office and staff, financial reporting and bookkeeping duties, representing the Corporation to individuals and businesses of the community, community agencies, including other charitable organizations, governmental and non-governmental agencies, United Way Worldwide and neighboring United Ways, general public relations, and other tasks as assigned by the President. The Executive Director serves as staff to all committees as well as the Board of Directors.

**ARTICLE VI
EXECUTIVE COMMITTEE**

Section 1. Composition of the Executive Committee. The Executive Committee shall consist of the Officers of the Corporation, and two (2) additional members at-large as nominated by the Governance Committee and approved by the Board of Directors.

Section 2. Purposes and Powers. The Executive Committee, between meetings of the Board of Directors, has the authority to exercise all powers of the Board of Directors pertaining to the management and administration of the affairs of the Corporation for issues that cannot wait until the next regularly scheduled board meeting.

Section 3. Limitation of Powers. The Executive Committee does not have the power to appoint new directors or fill vacancies on the board, to amend the Articles of Incorporation or these By-Laws, or to perform such other acts as prohibited by law.

Section 4. Meetings. The Executive Committee shall meet at such times and places as are called by the President. Reasonable advance notice shall be provided for each meeting of the Executive Committee.

Section 5. Responsibilities. The Executive Committee, through the Secretary of the Corporation, shall keep minutes of its proceedings and submit the same for review and examination at each meeting of the Board of Directors. The Executive Committee shall advise and assist the President with the performance evaluation of the Executive Director.

**ARTICLE VII
COMMITTEES**

Section 1. Presidentially Appointed Standing Committees. The President shall nominate the chair(s) of and the members to the following standing committees of the Board of Directors. Standing committee constituency will be approved by the Board of Directors.

(a) The Audit Committee shall have a minimum of three (3) directors. The Audit Committee shall review the annual financial report and be responsible for overseeing and approving the annual financial audit. The Treasurer shall not be a member of this committee.

(b) The Governance Committee shall have a minimum of five (5) directors to cover its breadth of duties and responsibilities and shall rely on assistance from other directors as needed. The Committee shall include members experienced in or familiar with human resources policies and issues and organizational development.

The Governance Committee shall have responsibility for recommending all new directors. Names of candidates for the Board of Directors shall be presented to the Board of Directors prior to contacting the individual(s). If no concern is raised, the individual shall be contacted and invited to apply. The Governance Committee shall also have responsibility for finding volunteers and committee members, and other organizational issues as appropriately determined by the Committee.

Members of the Governance Committee shall lead and chair each functional subcommittee that it appoints. At least two members of the Governance Committee shall be responsible for the review of the Corporation's personnel policies and advise the President on needed changes as appropriate. The Governance Committee members shall serve as advisors to the President for the annual performance evaluation of the Executive Director. Members of the Committee shall review the Articles of Incorporation and the By-Laws annually, and draft and recommend changes to the Articles of Incorporation and the By-Laws to the Board of Directors when appropriate.

(c) The Campaign Committee shall have a minimum of two (2) Co-Chairs and an appropriate number of directors and such other members as the President deems necessary. The Co-Chairs of the Campaign Committee shall appoint persons to serve in leadership positions for the campaign and shall report to the Board of Directors. Members of each subcommittee will be appointed by the start of the new fiscal year. The Campaign Committee shall be responsible for the organization, preparation and conduct of the annual fundraising campaign, and all matters incident thereto. Campaign Committee shall be responsible for all of its fundraising campaign marketing, such as press releases announcing the campaign kickoff, progress to date, appreciation letters, and special campaign related events. All directors shall participate in the campaign.

Section 2. Board Appointed Standing Committees. The Board of Directors shall appoint the members of the other standing committees named below. Such committees may include directors and non- directors and unless otherwise herein provided, each such committee shall consist of a minimum of three (3) committee members, at least one (1) of whom shall be a member of the Board of Directors. All acts of any such Board appointed standing committee shall be subject to approval by the Board of Directors. Such Board appointed standing committees shall be as follows:

(a) The Finance Committee shall consist of at least three members and shall be chaired by the Treasurer. This committee shall oversee the financial affairs of the organization at least monthly and shall make necessary recommendations to the Board of Directors for investment and insurance coverage. The Finance committee shall report to the Board of Directors at its regular monthly meetings and shall generally ensure the preparation of financial reports in accordance

with its policy or as otherwise required by the Board of Directors. The outgoing committee chair shall serve on the Finance Committee the year after his or her term expires. The Finance Committee shall oversee the preparation of the annual budget and, with the Allocations Committee and the Campaign Committee, develop the Annual Campaign Goal.

(b) The Allocations Committee shall consist of three (3) directors and two (2) non-directors. The committee shall recommend for approval by the Board of Directors all allocations to approved affiliated agencies as described by the Fund Distribution Manual. The Allocations Committee shall recommend that the Board of Directors, the Campaign Committee, and any other committee(s) as directed by the Board of Directors, adopt the Annual Campaign Goal. The Allocations Committee is authorized to set aside a small sum for new initiatives intended to provide a long-term impact for the community.

(c) The Public Relations Committee shall consist of two co-chairs and at least one additional member. The Public Relations Committee shall be responsible for disseminating information concerning United Way of Rockbridge, Inc., and United Way Worldwide. This committee shall keep the community aware of the Corporation's business: including for example, the election of the Board of Directors, the announcement of the Annual Meeting, the reporting of grants awarded and/or received by the Corporation and the allocation process. The Public Relations Committee shall also develop, provide, and maintain up to date information for social media and electronic communications.

(d) The Planning and Operations Committee shall consist of at least three members. The Planning and Operations Committee shall review, develop, and recommend to the Board of Directors plans necessary for the future role of United Way of Rockbridge, Inc., in meeting the human service needs for the areas served by the Corporation. The Planning and Operations Committee shall also advise the Board of Directors and staff on ways to increase the efficiency and effectiveness of United Way of Rockbridge, Inc.

Section 3. Creation of Additional Ad - hoc Board Committees. The President shall be empowered to create, subject to approval by the Board of Directors, such other ad-hoc committees as may become necessary to conduct the affairs of the Corporation, address special needs that may arise, to proactively look at the long-term needs of the community, and otherwise for the support of the mission of United Way of Rockbridge, Inc.

Section 4. Term of Office. The President nominates all committee chairs at the first board meeting after the Annual Meeting. Individual committee membership must be filled by the start of the new fiscal year. No person serving as a committee chair shall hold that position for a period exceeding two (2) years.

Section 5. Attendance at Meetings. The chairpersons of the committees of the Board of Directors who are not already serving on the Board of Directors are expected to attend and

participate in all meetings of the Board of Directors, although such chairpersons of committees of the Board shall not have a vote unless they are also Directors.

Section 6. Meetings. All committees shall meet at such time as may be agreed upon by the majority of the members thereof, or upon reasonable advance call of the chairperson of the committee.

Section 7. Ex Officio Member. The Executive Director of the United Way of Rockbridge, Inc., shall be an ex officio member of all committees, without vote.

ARTICLE VIII THE CORPORATION AND AFFILIATED AGENCIES

Section 1. Affiliated Agencies. An affiliated agency is an agency operating in and located in the Rockbridge County region of Virginia that is qualified as a Section 501 (c)(3) charitable organization that has been approved by the Board of Directors under the provisions of this Article and which may therefore participate in a fundraising campaign and/or receive funds distributed from the Corporation.

Section 2. Approval of Affiliated Agencies. Any organization seeking approval by the United Way of Rockbridge, Inc., as a participating affiliated agency must do so in accordance with criteria established by the Board of Directors. All affiliated agencies are required to meet the criteria listed in the "United Way Statement of Understanding" between affiliated agencies and the Board of Directors of the Corporation. The "United Way Statement of Understanding" document must be renewed annually for each affiliated agency.

Section 3. Review by Board of Directors. The Board of Directors, after reviewing the proposed agency's approval request, will submit a recommendation for either: (1) acceptance at full affiliated agency status, (2) consideration by the Allocations Committee of the proposed agency for a special grant, or (3) rejection. Any prospective agency that is denied affiliated agency status may reapply the following year.

Section 4. Allocation of Funds. Allocated funds shall not be distributed to an affiliated agency until a properly signed copy of the "United Way Statement of Understanding" for the current year is on file with United Way.

Section 5. Renewal of Affiliated Agency Status. Affiliated agency status is not a continuing status and must be renewed annually.

Section 6. Resignation; Removal.

(a) An affiliated agency may resign by filing a written notice of resignation with the Secretary of the Board of Directors of the Corporation.

(b) An affiliated agency may be removed from approval status by a vote of two-thirds of the Board of Directors present after a hearing by the Board at a regular or special meeting. The affiliated agency concerned must be notified in writing reasonably in advance of such hearing.

ARTICLE IX SPECIAL GRANTS

Section 1. Special Grants. In addition to granting distributions to an approved affiliated agency, special grants may be awarded from time to time by the Board of Directors to other associations, organizations or programs who are under or operated as a qualified Section 501 (c)(3) charitable organization for emergency or supplementary funding or for new, innovative funding to seed initial or proactive long-term efforts to strengthen the community where such programs meet the goals of the Corporation. Usually a special grant is awarded on a one-time basis with no commitment for continued support. must meet the following requirements:

Section 2. Requirements for Special Grants. Organizations, whether affiliated agencies or not, requesting or receiving special grants from United Way of Rockbridge, Inc., must meet the following requirements:

(a) Provide to the Corporation a statement explaining the need and purpose of the organization and funds requested;

(b) Provide any financial information requested by the Corporation; and

(c) Be an incorporated, not-for-profit tax-exempt organization qualified under Section 501 (c)(3) as a charitable organization agency with IRS.

Section 3. Limitations. No organization shall be the recipient of a special grant for more than three (3) consecutive years.

ARTICLE X MEETINGS

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors and affiliated agencies shall be held not later than the first week of February of each year, and such meeting shall serve as a monthly meeting of the Board of Directors. Notice of the Annual Meeting shall be given through publication in a newspaper of general circulation in the areas served by the Corporation not less than ten (10) days or more than sixty (60) days prior to the date of such meeting and by electronic messages to affiliated agencies and on the United Way of Rockbridge, Inc. website. At the Annual Meeting, the new and returning members of the Board of Directors, the new and returning officers, and the approved

affiliated agencies shall be introduced. At the invitation of the Board, a representative of each of the approved affiliated agencies may make a brief presentation of its goals and activities in the Rockbridge County region. At the Annual Meeting, the Board of Directors may also conduct such other business of the Corporation as may be deemed necessary at that time.

Section 2. Other Regular Meetings of the Board of Directors. The Board of Directors shall, by resolution providing for reasonable advance notice, prescribe the time and place of all of their other regular meetings, which will normally be held monthly.

Section 3. Special or Emergency Meetings of the Board of Directors.

(a) Special meetings of the Board of Directors may be called by the President or, if he or she is absent, unable, or refuses to act, by any officer or by any three (3) members of the Board of Directors. Notice for a special meeting shall include the purpose of the meeting and be given by one or more electronic transmissions at least ten (10) days prior to the meeting.

(b) Emergency meetings of the Board of Directors may be called by the President or, if he or she is absent, unable, or refuses to act, by any officer or any five (5) members of the Board of Directors. Notice for an emergency meeting shall include the purpose of the meeting and be given by one or more electronic transmissions at least three (3) days prior to the meeting.

Section 4. Action of the Board of Directors Without a Meeting.

Routine actions, at the discretion of the President of the Board of Directors that may be taken without a meeting via voting by electronic mail include but are not limited by the following examples: the setting of dates for meetings, appointment to board committees, preparation for special events, or expenditures for which there is an approved budget item, or the issuance of previously approved affiliated agency distributions. The results of such a vote must be shared with the Board of Directors not later than at the next board meeting and such results shall be included in the minutes. However, no decision on (1) the annual budget of the Corporation, (2) the final approval for annual allocation or distribution of campaign funds, (3) actions on personnel policies or issues, or (4) changes to the existing Fund for Tomorrow Policy, may be submitted for electronic voting.

ARTICLE XI QUORUMS AND VOTING

Section 1. Board of Directors. For a Board of Directors meeting a quorum shall consist of a majority of the directors. Any action by the majority of those present shall be the action of the Board of Directors. For the meeting of the Board of Directors that serves as the Annual Meeting of the Corporation, a quorum shall consist of no fewer than two-thirds (2/3) of the members of the Board of Directors and at least one (1) representative from at least one-half of the affiliated agencies.

Section 2. Committees. For any committee meeting, a quorum shall consist of a majority of its members and action by the majority attending the meeting shall constitute action by the committee. For any Executive Committee meeting, a quorum shall consist of no fewer than three (3) individual members thereof.

Section 3. Proxy Voting. When a director or a member of a committee is unable to attend a meeting either in person or by remote participation he or she may submit a written proxy statement, applicable only for that particular meeting, to the President, presiding officer, or attorney-in-fact to vote or otherwise act for the director or committee member. Any copy, facsimile, telecommunication, or other reliable reproduction of the writing or transmission given under this Section may be substituted or used in lieu of the original writing or transmission for any and all purposes for which the original could be used.

Section 4. Remote Participation in a Meeting. Board of Directors or a member of any committee of the Board of Directors may participate in any meeting thereof by means of remote communication provided (1) the means of remote communication gives the chair of such meeting a reasonable opportunity to verify the identity of each person participating remotely, and (2) the means of remote communication provides such participant a reasonable opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrently with such proceedings. Any person so participating in a meeting shall be deemed present and may participate and vote by voice or electronically at such meeting.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or combination of officers and/or the Executive Director of United Way of Rockbridge, Inc., to enter into a contract or to execute and deliver any instrument or document in the name of and on behalf of United Way of Rockbridge, Inc., and such authority may be general or limited to specific instances.

Section 2. Checks, Drafts and Similar Documents. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person(s) and in such manner as shall be determined by resolution of the Board of Directors.

Section 3. Deposits. Monies of the Corporation shall be deposited in banks designated by the Board of Directors and located in the area served by the Corporation, into bank accounts in the name of the United Way of Rockbridge, Inc. Thereafter, with respect to funds designated as or to be moved into endowment funds, such funds shall be invested in marketable securities at such financial institutions located in the area served by the Corporation as shall be selected at the discretion of the Board of Directors. Funds

deposited into a bank account or into an endowment fund may be withdrawn upon a check, draft, note or order of the Corporation signed by the President and Treasurer and/or other persons approved by and/or as required by the Board of Directors.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of United Way of Rockbridge, Inc., any contribution, gift, or bequest, for the general purposes or for any special purpose of United Way of Rockbridge, Inc. Such contributions, gifts, or bequests shall be in conformity with the Commonwealth of Virginia and the laws of the United States.

ARTICLE XIII AUDITS

Section 1. Accounts. The accounts of the Corporation shall be audited at least once during every fiscal year by an independent public accounting firm approved by the Board of Directors.

Section 2. Annual Audit. The audited financial report of the Corporation shall be published annually and will be made available to the public at the Annual Meeting, or upon approval of the Board of Directors of a written request submitted to the Board of Directors.

ARTICLE XIV FISCAL YEAR

Section 1. Fiscal Year. The fiscal year of the corporation shall be from July 1 through the following June 30.

ARTICLE XV INDEMNIFICATION

Section 1. Indemnification. As authorized by and subject to the applicable provisions of the Code of Virginia, as amended, the Corporation shall indemnify a current and former director and officer who, at the request of the corporation, serves or has served as a director, officer, manager, partner, trustee, or agent of another foreign or domestic corporation, limited liability company, partnership, joint venture, trust, or employee benefit plan, or other entity in one or more of such capacities against any and all liability incurred in connection with their service in such official capacity.

ARTICLE XVI AMENDMENTS TO BYLAWS

Section 1. Amendments. The By-Laws may be amended or repealed in whole or in part by a majority vote of the directors at any regular or special meeting of the Board of Directors. Notice of any proposed amendment, including the time and place of the meeting,

shall be given to the Board of Directors at least ten (10) days prior to the meeting.

Section 2. Effect of These By - Laws. The approval of these By-Laws by the Board of Directors revokes all prior by-laws and policies of the Board of Directors which are inconsistent with these By-Laws, and in the event of any conflict between these By-Laws and any prior by-laws or polices of the Board of Directors, these By-Laws shall prevail prospectively from the date of approval of these By-Laws.

ARTICLE XVII SPECIAL PURPOSE FUNDS

Section 1. Board - Designated Operating Reserve. The Board-Designated Operating Reserve may be established to help United Way of Rockbridge, Inc. manage cash flow interruptions and minimize the need to borrow for working capital, and/or to meet commitments, obligations and other contingencies in order for United Way of Rockbridge, Inc., to manage more effectively. This fund shall be maintained through monies raised in excess of the campaign goals, interest earned on investments, and unused budgeted monies. The sole authority for the Board-Designated Operating Reserve is vested in the Board of Directors.

Section 2. Other Special Purpose Funds. The Board of Directors is authorized to establish other special purpose funds for specific purposes and/or to accomplish short term or long range goals.

ARTICLE XVIII THE FUND FOR TOMORROW

Section 1. The Fund for Tomorrow. The Fund for Tomorrow is established as an endowment fund composed of permanently restricted funds. The Fund for Tomorrow shall consist of all funds given to the United Way of Rockbridge, Inc. that have been expressly designated for endowment by the donor and accepted by the Board of Directors as permanently restricted funds and/or any funds directed to the Fund by the Board of Directors. In managing the Fund for Tomorrow, the Board of Directors shall adhere to the existing Fund for Tomorrow Policy, no part of which may be amended by the United Way of Rockbridge, Inc., Board of Directors without thirty (30) days prior notice to the Board of Directors.

CERTIFICATE OF ADOPTION OF BY - LAWS

I hereby certify that the above stated By-laws of United Way of Rockbridge, Inc., consisting of 15 pages, including this page, were approved by the Board of Directors at its meeting held on June 16, 2016, and that this document constitutes a complete copy of the By-laws of the Corporation as of the date of my signature below.

Attested: Janet Lemmer Date: June 16, 2016
Janet Lemmer, Secretary of the Board of Directors
of United Way of Rockbridge, Inc.