

**BYLAWS
OF
Northwest Suburban United Way
(Incorporated Not-for-Profit)**

ARTICLE I

Offices

The Corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office and may have other offices within or without the State of Illinois as the Board of Directors (hereinafter "Board") may determine.

ARTICLE II

General

Section 2-1 Purposes and Affiliations

The purposes for which this Corporation is formed are to identify health and human care service needs in the United Way communities; to secure funds to support those needs through voluntary, Board-initiated efforts in conducting a local business and residential campaign; to allocate funds, as determined by the Board based upon need, among appropriate human care service agencies; and to serve as a catalyst for community problem-solving. The Corporation is a member of United Way of Metropolitan Chicago. The Corporation has also applied and received membership with the United Way of America ("UWA") and complies with applicable UWA membership eligibility criteria. The Corporation has such powers as are consistent with such membership and are permitted by the General Not-for-Profit Corporation Act of the State of Illinois.

Section 2-2 Use of Receipts

No part of the receipts of the Corporation shall inure to the benefit of any private person except indirectly through benefits provided by its funded programs. Its property is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the Corporation, after providing for its debt and obligations, the remaining assets will not inure to the benefit of any private person but will be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) and section 509(a)(1), (2) or (3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws.

Section 2-3 Legislative Activities.

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

Section 2-4 Non-Discrimination

The officers, directors, committee members, employees, and the persons to be served by the Corporation shall be selected entirely on a non-discriminatory basis with respect to age, sex, race, religion, and national origin.

Section 2-5 Prohibited Acts.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned as unlawful in the General Not-For-Profit Corporation Act, State of Illinois.

ARTICLE III

Members

There shall be no members of the Corporation. Any action, whether by law or as stated in these Bylaws, which requires notice to, the presence of, or the vote, consent or other action by members of the corporation shall be satisfied by notice to, the presence of, or the vote, consent, or other action of the Board of Directors of the Corporation.

ARTICLE IV

Board of Directors

Section 4-1 General Powers

The affairs of the Corporation shall be managed by its Board or under the Board's direction.

Section 4-2 Number, Tenure and Qualifications

A. The number of Directors of the Corporation shall be not less than ten (10) nor more than thirty (30) (including the President). The current members of the Board, and their terms of office, are as shown in Appendix A. Each subsequently elected Director shall be elected for a term of three (3) years and shall hold that position until his/her successor shall be elected and qualified.

B. At all times, an effort will be made to ensure that the Board consists of individuals who sufficiently represent the communities in the Corporation's service area.

C. Prior to its annual meeting, the Governance Committee will propose nominees for any open positions on the Board of Directors. The Governance Committee will in each year invite suggestions for nominees from the communities as well as from the various standing and advisory committees of the Corporation.

D. The Board of Directors shall vote on each of the nominees presented to it by the Governance Committee at its annual meeting.

E. No person who is a paid employee of the Corporation or of any agency receiving funds from any of the above organizations may be a Director of the Corporation.

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F. No Director shall be eligible for election to the Board after having served three (3) full consecutive terms of three (3) years each, except that if the term of office of the President or the Immediate Past President shall extend beyond such time, the President or Immediate Past President, as the case may be, during his or her term of office, automatically shall be a Director-at-large for an additional term of not to exceed three (3) years. Once a Director has served three (3) full consecutive terms of three (3) years each, he/she must be absent from the Board for at least one (1) year to regain eligibility to serve on the Board. A former Director re-applying for Board membership under the provisions of this Section 4-2F shall be added to the pool of Director candidates subject to the election procedures set forth above.

Section 4-3 Regular Meetings

The annual meeting of the Board shall be held in September. The Board shall also hold at least four (4) additional regular meetings. The Board shall review current financial statements at each regular meeting.

Section 4-4 Special Meetings

Special meetings of the Board may be called by the President or upon the written request of any five (5) Directors.

Section 4-5 Notice of Meetings

Notice of any meeting shall be delivered by or at the direction of the President, the Secretary or the Executive Director to each Director addressed to an electronic or street address as shown on the records of the Corporation, at least three days before the day on which the meeting is to be held.

Notice may be waived by a Director, either before or after the meeting. Attendance at any meeting, except for the express purpose of objecting to the transaction of business at the meeting because it is unlawfully called or convened, shall constitute a waiver of required notice. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting.

Section 4-6 Quorum

Forty percent (40%) or more of the Directors shall constitute a quorum for the transaction of business; provided, however, that if fewer than 40% of the Directors are present, a majority of the Directors present may adjourn the meeting and the Secretary shall give notice to the absent Directors of the time and place of the adjourned session of the meeting. 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, except where otherwise provided by law or by these bylaws. No voting by proxy shall be allowed.

Section 4-7 Telephonic Voting

Any one or more members of the Board or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Section 4-8 Consent/E-Mail Voting

Action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board. The action shall be 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. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. Action may also be taken by correspondence circulated and consented to via e-mail if approved in writing by not less than the minimum number of Directors that would be necessary to authorize or take such action at a meeting at which a quorum of Directors were present and voting. If such action is approved by less than all of the Directors, then such action shall become effective only if notice of the action taken without a meeting by less than unanimous approval shall be delivered in writing to those Directors who have not approved such action in writing, promptly after the effective date of the action taken.

Section 4-9 Resignation and Removal

Any Director may resign at any time by giving a written notice to the President or Secretary of the Corporation. Directors will be expected to faithfully attend all meetings of the Board of Directors. Subject to the Board determining otherwise in the best interests of the Corporation, any Director who is absent without excuse from two (2) consecutive meetings of the Board, or absent from three (3) meetings within a trailing 12-month period, with or without excuse, will be automatically dropped from the Board of Directors, and a vacancy will be declared for the unexpired term of said Director's position. Provided that at least five (5) days written notice of the proposed action shall have been given to the Director, any Director may be removed from office by a two-thirds (2/3) vote of the Board of Directors present at any annual, regular or special meeting, provided that quorum is present and if it shall appear that such Director has been and will be unable to act as such Director or is otherwise disqualified.

Section 4-10 Vacancies

Any vacancy occurring in the Board shall be filled by the Board which shall elect a Director to fill such vacancy for the unexpired term.

Section 4-11 Compensation

Except as may be specifically provided by resolution of the Board or as otherwise provided in these bylaws, no Director or Officer shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Corporation or other party as a result of such Director's or Officer's position or affiliation with the Corporation. However, a Director or Officer may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

ARTICLE V

Officers

Section 5-1 Officers

The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and such other officers as may be elected in accordance with the provisions of this

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Article. None of the officers shall be compensated. Any two or more offices may be held by the same person, except that the President may hold no other office.

Section 5-2 Election and Terms of Office

The officers of the Corporation, except as otherwise provided by this Article, shall be elected by the Board of Directors at the Annual Meeting of the Board of Directors for terms of no more than two (2) years. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

Section 5-3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5-4 President

The President shall have general oversight of the affairs of the Corporation; shall preside at all meetings of the Board of Directors; and shall be an ex officio member of all committees.

Section 5.5 Vice President

It shall be the duty of the Vice President (or Vice Presidents, if more than one) to serve on the Board of Directors and to perform such other duties as may be prescribed by the President or Board. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or Vice Presidents, if more than one) shall perform the duties of the President. If more than one Vice President is elected, the President and the Vice Presidents shall agree among themselves the order in which the Vice Presidents shall act in the absence or inability to act of the President; provided, however, that if the Vice Presidents are elected with numerical designations, then such Vice Presidents shall serve in the order of their respective numerical designations.

Section 5-6 Secretary

Minutes of the meeting of the Board of Directors of the Corporation shall be kept by or under the supervision of the Secretary. The Secretary shall also perform such other duties as may be prescribed from time to time by the Board of Directors. If the Secretary is absent or unable to act at a meeting in which a Secretary is required, the President may appoint an acting secretary to fulfill the duties of the Secretary with respect to such meeting.

Section 5-7 Treasurer

Duties of the chief financial officer of this Corporation shall be performed by or under the supervision of the Treasurer. The Treasurer shall also perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 5-8 Advisory Officers

Advisory officers may be appointed by the Board of Directors from time to time. Advisory officers shall serve for such terms as the Board deems advisable and shall have such authority and perform such duties as may be delegated by the Board from time to time.

ARTICLE VI

Chief Professional Officer

The Chief Professional Officer shall be employed by and serve at the discretion of the Board. The Chief Professional Officer shall be responsible for the operation, management and administration of the Corporation. The Chief Professional Officer shall be an ex officio member of the Board without vote. The Chief Professional Officer shall be paid such salary as is approved by the Board.

ARTICLE VII

Committees

Section 7-1 Board Standing Committees

The following are Standing Committees of the Board: Executive, Governance, Community Impact, Campaign, and Finance and Audit. All committees, with the exception of the Executive Committee as prescribed in 7-2, shall act in an advisory capacity and may only make recommendations to the Board or its officers; they may not act on behalf of the Corporation or bind it to any action. The President, with the approval of the Board, shall appoint all members of the Standing Committees. One member of each Standing Committee who is also a Director shall be appointed chair by the President. Each Committee shall keep accurate minutes of its meetings and other proceedings.

Section 7-2 Executive Committee

The Executive Committee shall consist of the officers, Standing Committee chairs, and the Immediate Past President of the Corporation. The Executive Committee shall exercise the powers of the Board of Directors between Board meetings in dealing with activities of the Corporation, to the extent permitted by law. All such actions by the Executive Committee must be reported to the Board of Directors at the next meeting of the Board following such Executive Committee action. A quorum shall be a majority of the Committee's membership.

Section 7-3 Governance Committee

The Governance Committee shall review and make recommendations to the Board concerning internal items of governance of the Corporation and its Board of Directors. The Governance Committee shall also be responsible for the recruitment and orientation of new Directors and ongoing education of all Directors and officers as to the purposes of the Corporation and their responsibilities to the Corporation. Prior to the Annual Meeting, the Governance Committee shall submit a slate of candidates for election to the Board of Directors. The slate of candidates shall include both officers and directors.

Section 7-4 Community Impact Committee

The Community Impact Committee shall review and make recommendations to the Board concerning and undertake activities regarding community needs and assessment, agencies and programs, impact initiatives, community outcomes and other matters relating thereto.

Section 7-5 Resource Development Committee

The Resource Development Committee shall provide planning, oversight, monitoring, direction and involvement in all local campaign areas. This shall include but not be limited to strategies, plans, timetables, techniques and costs.

Section 7-6 Finance and Audit Committee

The Finance and Audit Committee shall oversee the financial affairs of the Corporation. This includes but is not limited to preparing the Corporation's annual budget for Board approval, monitoring the financial state of the corporation throughout the year, and determining and recommending to the Board total funds available for allocations through the Budget and Allocations process. The Finance and Audit Committee shall also retain outside auditors on behalf of the Corporation. Such auditors and the Treasurer shall report to the Committee.

Section 7-7 Other Committees

The Board may establish additional committees by resolution. The duties of such additional committees shall be as set forth in such resolution.

Section 7-8 Committee Meetings.

The Executive Committee shall meet on call of the President or a Vice-President. Other committees shall meet on call of their respective chairperson or as instructed by the President, a Vice-President, the Executive Committee or the Board of Directors.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 8-1 Contracts

The Board by resolution may authorize any Officer or Officers, agent or agents, 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 specific instances.

Section 8-2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 8-3 Checks, Drafts, Etc.

All checks, drafts or other offers for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the Chief Professional Officer or any officer who is an authorized signatory on the Corporation's bank account, except that all checks over \$1,000.00 must be signed by two (2) authorized signatories. Signatures must be changed on bank accounts whenever a new officer is elected who will be signing checks.

Section 8-4 Deposits

All funds of the Corporation not otherwise designated shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board may approve by resolution.

ARTICLE IX

Compensation, Conflicts of Interest and Code of Ethics

Except as may be specifically provided by resolution of the Board or as otherwise provided in these bylaws, no Director or Officer, directly or indirectly, shall receive any salary, fee, payment, honorarium or other compensation or thing of value of any kind from the Corporation or other party as a result of such Director's or Officer's position or affiliation with the Corporation. However, they may be reimbursed for expenses reasonably incurred on behalf of the Corporation.

Each Director and Officer shall annually disclose to the Corporation in writing any personal interest which such Director or Officer may have in any matter pending before the Board or the Executive Committee or in which the Corporation may have an interest and shall refrain from participating in any decision in such matter.

Each Director shall at all times be aware of and adhere to the Code of Ethics of the United Way of America.

ARTICLE X

Indemnification of Directors, Officers, Employees and Agents

Section 10-1

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including reasonable attorneys' fees and costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner the person reasonably believed to be in, or not

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opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he or she reasonably believed to be in or not opposed to the best interests of the corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

Section 10-2

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. against expenses (including reasonable attorneys' fees and costs) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit, if the person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to the best interests of the corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determined upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as the court shall deem proper.

Section 10-3

To the extent that a director, officer, employee or agent of the corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding, referred to in Section 1 or Section 2 of this Article X or in defense of any claim, issue or matter herein, that person shall be indemnified against expenses (including reasonable attorneys' fees and costs) actually and reasonably incurred by him or her in connection therewith.

Section 10-4

Any indemnification under Section 1 or Section 2 of this Article X (unless ordered by a court) shall be made by the corporation only as authorized in the specific case, upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 or Section 2 of this Article X. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum consisting of voting directors who were not parties to such action, suit or proceeding, or (ii) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 10-5

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of

the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that the person is entitled to be indemnified as authorized in this Article X.

Section 10-6

The indemnification provided by this Article X shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested voting directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10-7

The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against that person and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify that person against such liability under the provisions of this Article X.

ARTICLE XI

Fiscal Year

The fiscal year of the Corporation shall end on June 30.

ARTICLE XII

Amendment to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by 2/3 of the members of the Board of Directors present at a meeting of the Board of Directors where such action has been announced in the notice of such meeting.