

**UNITED WAY OF WESTCHESTER AND PUTNAM, INC.  
ANNUAL MEETING OF MEMBERS**

**November 14, 2018**

**To be held at: TD Bank, Executive Dining Room, 1133 Westchester Avenue, White Plains, NY  
Ballot**

Thank you for making our work in early literacy and family stability possible. We appreciate your time, your concern and your donations. At this year's Annual Meeting of Members we are asking you to vote to: (a) select the new members of the Board of Directors; (b) approve last year's minutes of the Annual Meeting; (c) approve who sits on the 2018-2019 nominating committee; and (d) *vote to change the way the United Way is governed*. Specifically, and as explained in more detail in the enclosed letter, the Board is recommending that the United Way eliminate its membership structure such that members no longer choose the Board of Directors and make other corporate governance decisions. Rather, *you will remain a valued supporter of the United Way but will no longer be tasked with certain legal responsibilities*.

**Please complete and return this ballot in the enclosed envelope so that it is received by November 7, 2018, for your vote to be counted.**

**Purpose of Meeting:**

Vote to approve the: (a) the slate of candidates for the new members of the Board of Director; (b) Amended and Restated Certificate of Incorporation (the "COI"), substantially in the form included in the Notice of Annual Meeting (the "Notice"), which eliminates all classes of members of United Way of Westchester and Putnam, Inc. (the "Corporation") and any rights with respect to the governance of the Corporation that such membership bestowed; (c) the amended Bylaws of the Corporation (the "Bylaws"), substantially in the form included in the Notice which, among other things, eliminates all classes of members in the Corporation; (d) minutes from the 2017 Annual Meeting of Members; and (e) membership on the 2018-2019 Nominating Committee.

Copies of the minutes, a marked copy of the changes to the Certificate of Incorporation and to the Bylaws can be found on the Corporation's website at <http://www.uwvp.org/> (the "Website"). Copies of the list of the persons serving on the 2018-2019 Nominating Committee and the slate of nominees to serve on the Board of Directors will be posted on our Website by no later than October 18, 2018).

Vote to approve slate of Board of Directors:

\_\_\_\_\_ I vote to **approve** the proposed slate of Board of Directors.

\_\_\_\_\_ I vote **against** the proposed slate of Board of Directors.

Vote regarding Amended and Restated Certificate of Incorporation:

\_\_\_\_\_ I vote to **approve** the proposed Amended and Restated Certificate of Incorporation which eliminates all classes of members of the United Way of Westchester and Putnam, Inc. and any rights with respect to the governance of the Corporation that such membership bestowed.

\_\_\_\_\_ I vote **against** the proposed Amended and Restated Certificate of Incorporation which eliminates all classes of members of the United Way of Westchester and Putnam, Inc. and any rights with respect to the governance of the Corporation that such membership bestowed.

[Ballot continues on other side of page]

Vote regarding amended Bylaws:

\_\_\_\_\_ I vote to **approve** the proposed amended Bylaws which, among other things, eliminate all classes of members of the United Way of Westchester and Putnam, Inc. and any rights with respect to the governance of the Corporation that such membership bestowed.

\_\_\_\_\_ I vote against the proposed amended Bylaws which, among other things, eliminate all classes of members of the United Way of Westchester and Putnam, Inc. and any rights with respect to the governance of the Corporation that such membership bestowed.

Vote regarding the minutes of the 2017 Annual Meeting of Members:

\_\_\_\_\_ I vote to **approve** the proposed minutes of the 2017 Annual Meeting of Members.

\_\_\_\_\_ I vote **against** the proposed minutes of the 2017 Annual Meeting of Members.

Vote regarding the membership of the 2018-2019 Nominating Committee:

\_\_\_\_\_ I vote to **approve** the proposed slate of candidates for the 2018-2019 Nominating Committee.

\_\_\_\_\_ I vote **against** the proposed minutes of the 2017 Annual Meeting of Members.

Signature: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title (if applicable): \_\_\_\_\_

Company Name (if applicable): \_\_\_\_\_

Date: \_\_\_\_\_