

**UNITED WAY OF WESTCHESTER AND PUTNAM, INC.**  
**NOTICE OF ANNUAL MEETING**  
**DATE OF MEETING: November 14, 2018**

We thank you for making our work in early literacy and family stability possible and we appreciate your commitment and financial support.

PLEASE TAKE NOTICE THAT the Annual Meeting of the Members (the "Annual Meeting") of the United Way of Westchester and Putnam, Inc. (the "Corporation" or the "United Way") will be held on November 14, 2018, at 9:30 a.m. at TD Bank - Executive Dining Room, 1133 Westchester Avenue building, White Plains, NY.

PLEASE TAKE NOTICE THAT at this year's Annual Meeting of Members, in addition to asking you to vote to: (a) elect the Directors to the Board of Directors; (b) approve last year's minutes of the Annual Meeting; (c) select who sits on the 2018-2019 nominating committee, we are *also asking you 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. *You will, of course, remain a valued supporter of the United Way but will no longer be tasked with certain legal responsibilities*. To that end, we ask that you vote to amend and restate the Corporation's Certificate of Incorporation and Bylaws.

PLEASE TAKE NOTICE THAT the purpose of the Annual Meeting will be to discuss, among other things, the vote to:

1. Approve the amended and restated Certificate of Incorporation of the Corporation, substantially in the form attached hereto, which eliminates all classes of members of the Corporation and any rights with respect to the governance of the Corporation that such membership bestowed (a marked copy of the changes to the Certificate of Incorporation can be found at our Website: <http://www.uwwp.org/> (the "Website"));
2. Approve the amended Bylaws of the Corporation which, among other things, eliminate all classes of members of the Corporation and any rights with respect to the governance of the Corporation that such membership bestowed (a marked copy of the changes to the Bylaws can be found at our Website);
3. Approve the minutes from last year's Annual Meeting of Members and approve the slate of persons who will serve on the 2018-2019 Nominating Committee (the minutes can be found at our Website and a list of the persons serving on the 2018-2019 Nominating Committee will be posted on the Website by no later than October \_\_, 2018); and
4. Approve the slate of nominees to serve on the Board of Directors (the slate of nominees will be posted on our Website by no later than October 18, 2018).

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**MEMBER FORM FOR ANNUAL MEETING/PROXY**

If you are unable to attend the Annual Meeting, please use this form to appoint your PROXY to vote in your place by checking one box below (Note: members 18 years old and older are eligible to vote) and **returning it to United Way of Westchester and Putnam, Inc., 336 Central Park Avenue, White Plains, New York, 10606, Attn: Carlene GentileSCO, so that it is received by November 7, 2018. PROXY forms received after November 7<sup>th</sup> will not be counted.**

I hereby appoint (**check one box**):

Alana Sweeny, President and CEO of the United Way of Westchester and Putnam, Inc., with full power of substitution.

**OR**

(Print name of person to attend meeting) \_\_\_\_\_ as my true and lawful proxy for and in my name, place and stead and to vote as my proxy at the Annual Meeting of the members of United Way of Westchester and Putnam, Inc., on November 14, 2018 or at any adjournment thereof, on the issues described above.

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

Date: \_\_\_\_\_ Title & Company Name (if applicable): \_\_\_\_\_