

SECOND AMENDED AND RESTATED BYLAWS

OF

AMERICA'S CHARITIES

ARTICLE I

Offices

Section 1.1. Registered Office. The registered office of National United Service Agencies, Inc. (hereinafter called the "Corporation") shall be located in the District of Columbia, and the registered agent in charge thereof shall be The Prentice Hall Corporation System, Inc., 1025 Vermont Ave., N.W., Suite 1125, Washington, D.C. 20005.

Section 1.2. Other Offices. The Corporation may also have offices at such other places, both within and without the District, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II

Membership

Section 2.1. Requirements for Membership. Membership in the Corporation shall be open only to those organizations which meet all of the following requirements:

(a) are charitable organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provisions of any subsequent federal tax laws);

(b) conduct programs or provide services, benefits or assistance affecting human health and welfare on a national basis;

(c) comply with any specific requirements of the Corporation's membership application process;

(d) demonstrate administrative integrity, programmatic effectiveness, fund raising efficiency, financial responsibility and donor accountability as stipulated within statute and regulations for the federal government's Combined Federal Campaign, in the case of members seeking to participate in the Combined Federal Campaign as a member of the Corporation; and

(e) certify to the Corporation that the requirements set forth in this Section 2.1 are met.

Section 2.2. Effective Date of Corporation Membership. Membership shall be effective upon acceptance of the prospective member's application for membership by the Executive Committee of the Board of Directors of the Corporation.

Section 2.3. Persons Empowered to Act for Members. Each member (if not a natural person) shall designate in writing, filed with the secretary of the Corporation, one of its officers or agents, and one or more alternates, who are empowered to vote and otherwise act on behalf of such member with respect to the business of the Corporation. Such person shall serve as the member agency's representative until such member agency notifies the secretary of the Corporation that it is replacing such person with another representative.

Section 2.4. No Transfers of Membership. No member may transfer, for value or otherwise, a membership in the Corporation or any right arising therefrom.

Section 2.5. Termination of Membership. The membership of any member shall terminate, subject to Sections 2.6 and 3.4 hereof, upon any of the following events:

(a) The submission to the Executive Committee of the Board of Directors at the address of the principal offices of the Corporation, on or before November 30 of any calendar year, of the written resignation of the member, provided that no resignation of membership shall be effective until December 31 of the calendar year during which said written resignation is submitted;

(b) The dissolution of the member; or

(c) The determination by the Board of Directors of the Corporation that an event has occurred which renders the member ineligible for membership (including, without limitation, failure to submit any required annual application for any Programs, as hereafter defined), and such a termination for cause shall be effective on such date determined by the Board of Directors of the Corporation, provided that such date shall not be prior to the date of such determination by the Board of Directors.

Section 2.6. Effect of Membership Termination. The termination of membership of any member of the Corporation pursuant to Section 2.5 hereof shall make such member ineligible to participate as a member of the Corporation in any public and private sector workplace giving programs with respect to which the Corporation provides administrative, financial management, fund raising and public relations services for its members generally, including without limitation the Combined Federal Campaign programs (collectively, "Programs"), commencing on or after the effective date of such termination of membership. Such member whose membership is terminating shall continue to be subject to the provisions of Article III hereof, except that such member shall be considered a "terminated member" for purposes of Article III hereof from and after the effective date of such termination of membership.

ARTICLE III

Financial Matters

Section 3.1. Collection of Funds. The Corporation, or a fiscal agent or other person or entity designated from time to time by resolution of the Board of Directors (the "Fiscal Agent"), shall serve as the central receipt and accounting point for all funds designated, pledged or given to its members during Programs. All funds so designated, pledged or given shall pass through the Corporation. Any member receiving any such funds that have not passed through the Corporation shall promptly remit such funds to the Corporation or the Fiscal Agent, as applicable, or follow such other procedure concerning the collection of funds as may be established from time to time by resolution of the Board of Directors.

Section 3.2. Operating Costs and Expenses. The Corporation may from time to time adopt formulas and procedures for the sharing of the operating costs and expenses of the Corporation by its members, which formulas and procedures may provide for the deduction of a percentage of the funds received by the Corporation, or funds which the Corporation would be entitled to receive, pursuant to Section 3.1 hereof. Nothing in these Bylaws shall prohibit the Corporation from providing services to non-members which are exempt from federal income taxes as organizations described in Section 501(c)(3) of the Code and charging a fee therefor, provided that the net fees received by the Corporation from such non-members shall be applied to reduce the Corporation's costs and expenses that are to be shared by members pursuant to this Section 3.2 and, provided further, that such provision of services to such non-members does not conflict with the purposes specified in Section 2.1 hereof or in the Articles of Incorporation of the Corporation.

Section 3.3. Distribution of Funds. The Corporation shall distribute all funds received by the Corporation that have been designated, pledged or given to its members during Programs in accordance with the procedures adopted from time to time by the Corporation. The Corporation also shall distribute all funds received by the Corporation that have been pledged or given to the Corporation during such Programs, but that have not been designated to a specific member, in accordance with the formulas and procedures adopted from time to time by the Corporation. Nothing in this Section 3.3, however shall preclude the Corporation from deducting each member's share of the Corporation's costs and expenses before distribution of funds pursuant to the formulas and procedures adopted pursuant to Section 3.2 hereof.

Section 3.4. Terminated Members. Members whose membership in the Corporation is terminated, either pursuant to Section 2.5 hereof or otherwise ("terminated members"), shall continue to be subject to the provisions of Article III hereof from and after the effective date of such termination of membership with respect to Programs that commenced on or before the effective date of such termination; provided, however, that the Corporation may from time to time adopt formulas or procedures under Article III hereof applicable to terminated members that differ from formulas and procedures adopted with respect to members generally, and in such event terminated members shall be subject to the formulas and procedures applicable to terminated members rather than those applicable to members generally.

Section 3.5. Accounting. All financial transactions shall be carried out in accordance with the policies and procedures adopted from time to time by the Corporation. The Corporation's accounts shall be maintained and annual financial reports shall be prepared in accordance with generally accepted accounting principles and shall be audited by a certified public accountant.

ARTICLE IV

Meetings of Members

Section 4.1. Place of Meeting. All meetings of the members shall be held at the principal office for the transaction of business of the Corporation, or at any other place within or without Washington, D.C. as may be designated from time to time by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver thereof.

Section 4.2. Annual Meeting. The annual meeting of the members shall be held on the second Tuesday in May of each year, or on such other day as the Board of Directors may from time to time determine, for the purpose of electing directors and for the transacting of such other business as may properly come before the meeting. Any of the Chairperson, the President and

Chief Executive Officer or the Chair of Membership and Eligibility Committee may preside at the annual meeting of the members.

Section 4.3. Special Meetings. A meeting of the members for any purpose whatsoever may be called at any time by the President, the Board of Directors or by members holding not less than one-fifth (1/5) of the voting power of the Corporation. Upon such call in writing, stating the business to be transacted at the special meeting and mailed to the principal office of the Corporation by registered mail, or delivered to the President or the Secretary, it shall be the duty of the Secretary to cause notice to be given to the members of the special meeting to be held, not less than twenty-one (21) days nor more than thirty-five (35) days after the receipt of such a request. If the notice is not given within twenty-one (21) days after receipt of the request, the persons requesting the meeting may give the notice pursuant to the conditions of Section 4.4 hereof. Nothing contained in this section shall be construed as limiting, fixing, or affecting the time when a meeting of members may be held when the meeting is called by action of the Board of Directors.

Section 4.4. Notice of Members' Meetings. All notices of meetings of members shall be sent or otherwise given in accordance with this Section 4.4 not less than ten (10) nor more than fifty (50) days before the date of the meeting. The notice shall specify the place, date and hour of the meeting and (i) in the case of a special meeting, the general nature of the business to be transacted, or (ii) in the case of the annual meeting, those matters which the Board of Directors, at the time of giving the notice, intends to present for action by the members. Notice of any meeting of members shall be given either personally or by first class United States mail, telegraphic or other written communication, postage and other charges prepaid, addressed to each member at the address of that member as it appears on the records of the Corporation. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail or sent by telegram or other means of written communication. An affidavit of the mailing or other means of giving any notice of any voting member's meeting may be executed by the secretary, or any other party of the Corporation giving the notice, and if so executed, shall be filed and maintained in the minute book of the Corporation.

Section 4.5. Waiver of Notice.

(a) Consent of Absentees. The transactions of any meeting of members, however called and noticed, are as valid as though done at a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present and if, either before or after the meeting each of the persons entitled to vote but not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(b) Waiver by Attendance. Attendance by a member at a meeting shall also constitute a waiver of notice of that meeting, except when the member objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

Section 4.6. Quorum.

(a) Definition. A majority of the votes of all members shall constitute a quorum for the transaction of business at any meeting.

(b) Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the votes required to constitute a quorum.

Section 4.7. Adjourned Meeting. Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. In the absence of a quorum, no other business may be transacted at that meeting, except as provided in Article IV hereof.

Section 4.8. Voting.

(a) Eligibility to Vote. Those entitled to vote at any meeting of members shall be members as of the date determined in accordance with Section 4.10 hereof, subject to the provisions of the District of Columbia Nonprofit Corporation Act.

(b) Manner of Casting Votes. Voting on all matters, including the election of directors, may be conducted by voice or ballot, and ballots may be conducted by mail.

(c) Number of Votes Per Member. Each member of the Corporation shall have one vote.

(d) Required Vote. Except as otherwise provided in Article IV hereof, all actions of the members shall be by majority vote of the members present or represented by proxy at a meeting at which a quorum is present.

(e) Special Voting Rights. Certain matters shall be approved only by the members of the Corporation. The following matters shall require a two-thirds vote of all the members:

(i) Adoption or amendment of formulas for distribution of contributions to members pursuant to Section 3.3 hereof, other than amendments which are principally ministerial in nature; or

(ii) Voluntary dissolution of the Corporation.

Section 4.9. Action by Written Consent Without a Meeting. Any action that may be taken at any annual or special meeting of members may be taken without a meeting and without prior notice if written ballots are received duly casting a number of votes at least equal to the quorum applicable to a meeting of members. All such written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records. All solicitations of ballots by the Corporation shall indicate the time by which the ballot must be returned to be counted, which time shall not exceed 60 days.

Section 4.10. Record Date for Member Notice, Voting and Giving Consent.

(a) To Be Determined by Board of Directors. For the purposes of determining which members are entitled to receive notice of any meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than fifty (50) nor fewer than ten (10) days before the date of any such meeting, nor more than fifty (50) days before any such action without a meeting. Only

members of record on the date so fixed are entitled to notice, to vote, or to give consents, as the case may be, except as otherwise provided in the Articles of Incorporation, by agreement, or in the District of Columbia Nonprofit Corporation Act.

(b) Failure of Board of Directors to Determine Record Date.

(i) Record Date for Notices or Voting. Unless fixed by the Board of Directors, the record date for determining those members entitled to receive notice of, or to vote at, a meeting of members, shall be the day on which notice is given, or, if notice is waived, the business day immediately preceding the day on which the meeting is held.

(ii) Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board of Directors, the record date for determining those members entitled to vote by ballot on corporate action without a meeting, when no prior action by the Board of Directors has been taken, shall be the day on which the first written consent is given. When prior action of the Board of Directors has been taken, it shall be the day on which the Board of Directors adopts the resolution relating to that action.

Section 4.11. Proxies.

(a) Voting. Every member entitled to vote shall have the right to do so either in person (through a designated officer or agent, as applicable) or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the Corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, telegraphic transmission, or otherwise) by the member or the member's attorney-in-fact.

(b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the Corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the Corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11) months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the District of Columbia Nonprofit Corporation Act.

(c) Form of Solicited Proxies. In any election of directors, any form of proxy that is marked by a member "abstain," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this subsection shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

ARTICLE V.

Board of Directors

Section 5.1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not prohibited by statute or by the Articles of Incorporation or these Bylaws, including but not limited to:

- (a) Formulating the general operating policies and procedures of the Corporation;
- (b) Approving the annual budget of the Corporation, subject to Section 4.8(e) of these Bylaws;
- (c) Electing officers of the corporation;
- (d) Designating committees, other than those specified herein, as it deems necessary;
- (e) Amending the Bylaws, subject to the restrictions of Article X of these Bylaws; and
- (f) Determining, designating, and directing such other matters as are relevant to the Corporation's purposes and functions.

Section 5.2. Number, Election and Tenure.

(a) The number of Directors which shall constitute the entire Board of Directors shall be the number established from time to time by resolution of the Board of Directors, which number shall be no less than three (3) and no more than twenty-one (21).

(b) The directors shall be elected by the affirmative vote of a majority of the then members of the Corporation at the annual meeting of the members, except as provided in Section 5.3 hereof. Until the first annual meeting of the members of the Corporation in 2011, two classes of directors shall be elected, each for a term of two years. At the first annual meeting of the members of the Corporation in 2011, three classes of directors shall be elected such that the term of one class shall expire after one year, the term of the second class shall expire after two years and the term of the third class shall expire after three years. At each subsequent annual meeting of the members of the Corporation, one class of directors shall be elected for a term of three years. When the number of directors is changed, the Board of Directors shall determine the class or classes to which the increased or decreased number of directors shall be appointed. The directors in each class shall be as nearly equal in number as possible. Each director elected shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Directors need not be residents of the District of Columbia.

(c) Subject to the provisions of subsections (d) and (e) of this Section 5.2, commencing with the directors elected at the first annual meeting of the members of the Corporation in 2011, the following term limits shall apply to the election of and service by directors. Each director may serve a maximum of two consecutive terms of three years each, and then shall cease to be eligible to serve as a director until such person shall have been off the board of directors for a period from one annual meeting of the members of the Corporation at which directors are elected to the next annual meeting of the members of the Corporation at which directors are elected, which is expected to be approximately one year.

(d) Notwithstanding the term limits specified in subsection (c) of this Section 5.2, a person serving as an officer of the Corporation immediately prior to any annual meeting of the members of the Corporation or which has been nominated by the Board of Directors or the Nominating Committee to serve as an officer following such meeting (or the next annual

meeting of the Board of Directors, as applicable) shall continue to be eligible to serve as a director so long as such person continues to serve as an officer of the Corporation, even if longer than two consecutive terms of three years each. Once such person ceases to serve as an officer of the Corporation (or if such person's term of service as an officer will cease at the next annual meeting of the Board of Directors, if such person has not been nominated by the Board of Directors or the Nominating Committee to continue to serve as an officer), such person shall be subject to the term limits of subsection (c) of this Section 5.2.

(e) The term limits specified in subsection (c) of this Section 5.2 shall apply as follows to all persons serving or who served as directors within the six months prior to the first annual meeting of the members of the Corporation in 2011. Noting that in order to separate the existing directors into three classes some directors will be elected at that meeting for one year, some for two years and some for three years, the term limits will apply as follows. Each such person, if re-elected at such meeting, may serve a maximum of one term of three years commencing on or after that meeting, plus any term of less than three years for which such person is elected at such meeting. Such person then shall cease to be eligible to serve as a director until such person shall have been off the board of directors for a period from one annual meeting of the members of the Corporation at which directors are elected to the next annual meeting of the members of the Corporation at which directors are elected, which is expected to be approximately one year. Examples: A person who had been serving as a director immediately prior to the first annual meeting of the members of the Corporation in 2011 and who is elected for a three year term will reach a term limit after that three year term and will then cease to be eligible. The same person, if elected for a one-year term at that meeting, would still be eligible for re-election after that one-year term for election to a three year term before ceasing to be eligible.

(f) Any persons not then serving as directors (whether or not then eligible for election) may, if so appointed by the Board of Directors or Chairperson, serve on an Advisory Group.

Section 5.3. Vacancies. Any vacancy occurring on the Board of Directors (including a vacancy resulting from an increase in the number of directors) may be filled by the affirmative vote of a majority of the then members of the Board of directors, although less than a quorum, or by a sole remaining director, and each director so elected shall hold office until his or her successor is elected and qualified or his or her earlier resignation or removal.

Section 5.4. Annual Meeting. A regular annual meeting of the Board of Directors shall be held, without notice other than as set forth in these Bylaws, immediately following the annual meeting of the members of the Corporation at the principal office of the Corporation, or on such other date or at such other time or place as shall be determined by the Board of Directors and designated in the notice of the meeting.

Section 5.5. Regular Meetings. The Board of Directors may provide by resolution the date, time and place for the holding of regular meetings, other than the annual meeting of the Board of Directors, without other notice than such resolution. The Board of Directors shall call at least three regular meetings per year, of which one shall be the annual meeting of the Board of Directors.

Section 5.6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson upon at least ten (10) days notice to each Director, except as provided in Section 5.10 hereof with respect to telephone meetings, and a special meeting shall be called by the Secretary on like notice upon the written request of one-fifth of the number of directors then in office. Such meeting shall be held on such date and at such time and place as shall be designated

in the notice of the meeting by the person or persons calling the meeting.

Section 5.7. Notice; Waiver of Notice. Whenever any notice of a meeting of the Board of Directors is required to be given under provisions of the Articles of Incorporation or these Bylaws, (a) such notice shall be given either personally, by telephone, by United States mail or by telegram or overnight express, addressed to the director at his or her address as it appears on the records of the Corporation and, unless otherwise provided in these Bylaws, at least ten (10) days before the date designated for such meeting, or (b) a waiver thereof in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Notice shall be deemed given at the time when the same is personally delivered, deposited in the United States mail with postage thereon prepaid, or delivered to a telegraph or overnight express company. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting. Presence at any meeting without objection also shall constitute waiver of any required notice.

Section 5.8. Quorum and Vote at Meetings. At any meeting of the Board of Directors, a majority of the directors in office shall be necessary and sufficient to constitute a quorum for the transaction of all business; provided, however, that in no event shall a quorum consist of less than one-third of the number of directors fixed in accordance with these Bylaws. A majority of the votes cast at a meeting of the Board of Directors, duly called and at which a quorum is present, shall be sufficient to take or authorize action upon any matter which may properly come before the meeting, unless the concurrence of a greater proportion is required for such action by statute, the Articles of Incorporation or these Bylaws. If, at any meeting of the Board of Directors, there shall be less than a quorum present, a majority of those present may adjourn the meeting, without further notice, from time to time until a quorum shall be present. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 5.9. Action Without Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth such action, is signed by all of the Directors, and such written consent is filed with the minutes of proceedings of the Board. Such consent shall have the same force and effect as a unanimous vote.

Section 5.10. Telephone Meetings. Members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or by any means of communication by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 5.11. Resignation and Removal of Directors. Any director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time be specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. Directors may be removed with cause, at any meeting of the members duly called and at which a quorum is present, by a majority of the votes cast at such meeting.

Section 5.12. Compensation and Reimbursement. Directors and members of any committee of the Board of Directors shall not be entitled to compensation from the Corporation for their services as directors or committee members. Directors and members of any committee of the Board of Directors shall be entitled, to the extent authorized by the Board of Directors, to

reimbursement for any reasonable expenses incurred in attending meetings of the Board or any committee of the Board, as the case may be.

Section 5.13. Advisory Groups. The Board of Directors may establish one or more advisory groups or councils, the functions of which may be established by the Board of Directors, but which has no official or formal power or authority other than to provide non-binding advice or make recommendations to the Board of Directors or any committee thereof (each, an "Advisory Group"). Members of any such Advisory Group may be appointed by the Board of Directors or the Chairperson.

ARTICLE VI

Committees

Section 6.1. Committees. There shall be the following standing committees of the Corporation:

(a) Executive Committee. The Executive Committee shall consist of no more than nine (9) directors appointed by the Board of Directors, including the Chairperson, the President and Chief Executive Officer (who shall serve as an *ex officio*, non-voting member even if then acting as a Board member), Vice-Chairperson, the Secretary and the Treasurer. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all of the powers of the Board of Directors, except to the extent that such authority shall be limited by resolution of the Board of Directors; provided, however, that neither the Executive Committee nor any other committee shall have the power to amend the Articles of Incorporation or the Bylaws of the Corporation. The Chairperson shall serve as the chairperson of the Executive Committee. The Secretary shall report to all members of the Board of Directors all actions taken by the Executive Committee and such actions shall be reviewed by the Board of Directors at its next regular meeting.

(b) Finance Committee. The Finance Committee shall consist of not less than five members, including a minimum of three Directors and which may include non Directors appointed by the Board of Directors. The Treasurer shall serve as a full member of the Finance Committee, but shall not act as the chairperson. The Finance Committee shall periodically review the Corporation's receipts and distributions and shall review and make recommendations to the Board of Directors on all matters pertaining to the financial operations of the Corporation, including preparation of the annual budget, periodic reports to members, appropriate banking procedures, recommendations concerning the Corporation's independent certified public accountant and review of the Corporation's annual audit by its independent certified public accountant.

(c) Nominating Committee. The Nominating Committee shall consist of not less than five directors elected by the Board of Directors. The Nominating Committee shall recommend a slate of officer and committee member candidates for election by the Board of Directors and a slate of director candidates for election by the members prior to the meetings at which such persons are to be elected or appointed.

(d) Membership and Eligibility Committee. The Membership and Eligibility Committee shall consist of no more than nine (9) individuals appointed by the respective Board of Directors from Children First - America's Charities, Health First - America's Charities and America's Charities, at least three of which shall be selected from among the members of the Corporation's Board of Directors. The Membership and Eligibility Committee will review all applications for membership to the Corporation and submit recommendations concerning such applications to the

Executive Committee of the Board of Directors, and shall review and certify as to the eligibility of members under applicable regulations for the Combined Federal Campaign Programs. .

The Chairperson and the President and Chief Executive Officer shall provide recommendations to the Executive Committee, which shall appoint one member of each committee as Chair of that committee (unless these by-laws specify the person to be serving as Chair). The person appointed as each Committee Chair shall be a member of the Board of Directors.

Section 6.2. Other Committees. The Board of Directors may, by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present, appoint one or more other committees, each composed of not less than three members. The members of each committee shall consist of a minimum of one Director but may also include non Directors appointed by the Board of Directors, for such purposes and with such powers as the Board of Directors may provide, except that no such committee or committees shall have or exercise the authority of the Board of Directors or the Executive Committee in the management of the Corporation.

Section 6.3. Tenure. Subject to the provisions of Sections 5.2 and 5.8 hereof, each member of any committee shall hold office for a period of two years (or three years commencing after the first annual meeting of the members of the Corporation in 2011), with no limit on the numbers of terms of service so long as such member is still eligible to serve as a director under Section 5.2), and until his or her successor is elected or appointed by the Board of Directors.

Section 6.4. Meetings and Notices. Regular meetings of committees of the Board of Directors may be held without notice at such times and places as such committees may determine from time to time by resolution. Special meetings of committees may be called by any member thereof upon not less than three days' notice stating the place, date, and hour of the meeting, which notice may be by telephone or by United States mail, telegram or other means of written communication. The notice of a meeting of a committee need not state the business proposed to be transacted at the meeting. Any member of a committee may waive notice of any meeting thereof, either before or after the meeting, by signing a waiver of notice which shall be filed with the records of such meeting, or by attendance at such meeting. Presence at a meeting without objection shall also constitute waiver of any required notice.

Section 6.5. Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof. The vote of a majority of the members of a committee present at a meeting at which a quorum is present shall constitute action of the committee.

Section 6.6. Action Without a Meeting. Any action required or permitted to be taken at a meeting of a committee may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by all of the members of the committee and filed with the minutes of proceedings of the committee.

Section 6.7. Telephone Meetings. Members of committees may participate in a meeting by means of a conference telephone or by any means of communication by which all persons participating in the meeting can hear each other. Such participation shall constitute presence in person at the meeting.

Section 6.8. Vacancies. Any vacancy occurring on the Executive Committee may be filled by a resolution adopted by a majority of the Board of Directors in office. Any vacancy occurring on any other committee or committees may be filled by a resolution adopted by a majority of the Board of Directors in office or by the Chairperson.

Section 6.9. Removal and Resignations. Any member of the Executive Committee may be removed at any time, with or without cause, by resolution adopted by a majority of the directors in office. Any member of any other committee may be removed by resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Any member of a committee may resign from the committee at any time by giving written notice to the Board of Directors or the President and Chief Executive Officer or the Secretary of the Corporation. Unless otherwise specified therein, such resignation shall take effect upon receipt thereof.

Section 6.10. Procedure. All committees established by the Board of Directors shall keep regular minutes of their proceedings. The Secretary (in the case of the Executive Committee) and the chairperson of each other committee shall report any actions by such committee to the Board of Directors at the next meeting thereof held after the committee meeting. The minutes of Executive Committee meetings and other committee meetings shall be distributed to all members of the Board of Directors.

ARTICLE VII

Officers

Section 7.1. Positions. The officers of the Corporation shall be a Chairperson of the Board of Directors, a President and Chief Executive Officer, a Vice-Chairperson, a Secretary and a Treasurer, and such other officers as the Board of Directors may appoint, including one or more Assistant Secretaries and Assistant Treasurers, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board. Any number of offices may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide; provided, however, that in no event shall the Chairperson and the Secretary be the same person. The Chairperson, the Vice-Chairperson, the Secretary and the Treasurer shall be members of the Board of Directors. In the event that the President and Chief Executive Officer is a member of the Board of Directors, such person shall be an *ex officio*, non-voting member.

Section 7.2. Election and Term of Office. The officers of the Corporation shall be elected by the Board of Directors by a resolution adopted by the affirmative vote of a majority of the directors present at a meeting at which a quorum is present. Generally at each annual meeting of the Board of Directors, officers shall be elected for a term of two years, and where practical approximately one half of the officers shall be elected each year. Commencing after the annual meeting of the Board of Directors in 2011, to the extent so determined by the Board of Directors, officers shall be eligible for election for terms not exceeding three years, and where practical approximately one third of the officers shall be elected each year. Each officer of the Corporation shall serve, with no limit on numbers of terms of service, until his or her successor shall have been chosen and qualified or until his or her death, resignation or removal. Election or appointment of an officer shall not itself create any contractual rights.

Section 7.3. Resignation and Removal. Whenever in the judgment of the Board of Directors the best interest of the Corporation will be served thereby, any officer may be removed from office by the affirmative vote of a majority of the Board of Directors. Such removal shall not prejudice the contractual rights, if any, of the person so removed. Any officer may resign at any time by delivering a written resignation to the Board of Directors, the Chairperson or the Secretary. Should a vacancy occur prior to election, the Chairperson shall appoint a successor to fill the unexpired term of said officer.

Section 7.4. Chairperson of the Board. The Chairperson of the Board shall preside at all meetings of the Board of Directors, shall serve as the chairperson of the Executive Committee and shall perform such other duties and have such other powers as may be vested in the Chairperson by the Board of Directors.

Section 7.5. Vice-Chairperson of the Board. The Vice-Chairperson of the Board shall, in the absence of the Chairperson or in the event of the Chairperson's refusal or inability to act, shall preside at meetings of the Board of Directors, and shall perform such other duties and shall have such other powers as may be vested in the Vice-Chairperson by the Board of Directors.

Section 7.6. President and Chief Executive Officer. The President and Chief Executive Officer shall have general and active control and management over the day to day affairs of the Corporation, shall supervise the Corporation's staff shall oversee legal, fiscal, personnel, and public programs, shall insure that all orders and resolutions of the Board of Directors are carried into effect, and shall perform such other duties as may be specified from time to time by the Board of Directors. The President and Chief Executive Officer shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

Section 7.7. Vice Presidents. In the absence of the President and Chief Executive Officer or in the event of the President and Chief Executive Officer's inability or refusal to act, the Vice President (or in the event there is more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President and Chief Executive Officer, and when so acting shall have all of the powers of, and be subject to all of the restrictions on, the President and Chief Executive Officer. The Vice Presidents shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7.8. Secretary. The Secretary (or a person designated by the Chairperson or President and Chief Executive Officer to act as Secretary) shall attend all meetings of the Board of Directors, and shall record all the proceedings of the meetings of the Board of Directors in a book to be kept for that purpose, and shall perform like duties for the standing committees, when required. The Secretary shall give, or cause to be given, notice of all special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairperson, under whose supervision the Secretary shall be.

The Secretary shall have custody of the corporate seal of the Corporation, and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by such officer's signature. The Secretary or an Assistant Secretary may also attest all instruments signed by the Chairperson, the President and Chief Executive Officer, or any Vice President.

Section 7.9. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7.10. Treasurer. The Treasurer shall have oversight over the person or persons with custody of the funds of the Corporation and over the person or persons who keep the books, records and accounts and prepare the financial statements of the Corporation. The Treasurer shall also assist the President and Chief Executive Officer in supervising financial and budgetary matters and shall perform such other duties as the Board of Directors or the President and Chief Executive Officer may direct from time to time.

Section 7.11. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there shall have been no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section 7.12. Compensation. Any officer of the Corporation is authorized to receive reasonable compensation for services rendered, when authorized by the Board of Directors, in its sole discretion.

Section 7.13. Bond. If required by the Board of Directors, each officer of the Corporation authorized to sign checks or with access to the funds received and distributed by the Corporation shall give the Corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of such officer's duties and for the restoration to the Corporation, in case of such officer's death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind, in such officer's possession or under such officer's control and belonging to the Corporation.

ARTICLE VIII

Indemnification; Insurance

Section 8.1. Indemnification. Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or member of any Advisory Group or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding. The indemnification provided by this Section 8.1 shall not be exclusive of any other right of indemnification to which any person may be entitled, including without limitation under any statute, contract or resolution of the Board of Directors, indemnification by legal entities other than the Corporation and indemnification under any policy of insurance.

Section 8.2. Insurance. The Corporation may purchase and maintain insurance in such amounts as the Board of Directors determine to be appropriate on behalf of any director, officer, employee or agent or member of any Advisory Group to insure against any liability asserted against such person by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation. The Corporation is also authorized to purchase and maintain insurance on its own behalf against any liability it may have pursuant to Section 8.1 hereof.

ARTICLE IX

General Provisions

Section 9.1. Execution of Instruments. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 9.2. Seal. The Corporation may have a seal of such design as the Board of Directors may adopt. If so adopted, the custody of the seal shall be with the Secretary and he/she shall have authority to affix the seal to all instruments where its use is required.

Section 9.3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 and end on December 31 of each year, with the initial fiscal year to commence on the date of incorporation.

Section 9.4. Order. All meetings of the Board of Directors and committees of the Board of Directors shall be conducted in accordance with the procedures set forth in the most recent edition of Roberts Rules of Order, Revised, except as otherwise set forth in these Bylaws.

ARTICLE X


Amendments of Bylaws

Section 10.1. Amendment by the Board of Directors. Except as otherwise provided in Section 10.2 hereof, these Bylaws may be amended, repealed, or altered, in whole or in part, and new Bylaws may be adopted, by a majority of the votes cast at any meeting of the Board of Directors or at any meeting of the members of the Corporation, in each case duly called and at which a quorum is present.

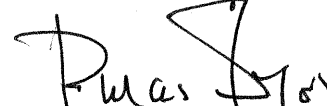
Section 10.2. Amendment by the Members. Section 4.8 may only be amended by a vote of at least two-thirds of all the members of the Corporation.

* * * * *

The foregoing Bylaws were adopted by the Board of Directors on September 29, 1988 and approved by the members of the Corporation on September 29, 1988. They were amended on several occasions, and were again amended and restated effective as of May 11, 2011.



President and Chief Executive Officer



Secretary