

**BY-LAWS OF THE
JEWISH FEDERATION
OF GREATER PHILADELPHIA**

TABLE OF CONTENTS

	<u>Page</u>	
ARTICLE I	Name and Purpose	1
ARTICLE II	Members	2
ARTICLE III	Meetings of Members	2
ARTICLE IV	Trustees	3
ARTICLE V	Officers	8
ARTICLE VI	Nominations and Elections of Officers and Trustees	11
ARTICLE VII	Board of Directors and Committees	14
ARTICLE VIII	Executive Committee	18
ARTICLE IX	Limitation of Trustees' and Director's Liability and Indemnification of Trustees, Directors, Officers and Other Persons	19
ARTICLE X	Constituent and Beneficiary Agencies	22
ARTICLE XI	Amendments	22
ARTICLE XII	Miscellaneous Matters	23
ARTICLE XIII	Dissolution or Sale	23

ARTICLE I

Name and Purpose

SECTION I.01. The name of this corporation is **JEWISH FEDERATION OF GREATER PHILADELPHIA** (hereinafter referred to as "**FEDERATION**"). **FEDERATION** is committed to:

a. The preservation, strengthening, enrichment and promotion of Jewish life and the Jewish people in the Greater Philadelphia Area (as defined in Section 1.02a), in the United States, in Israel and elsewhere throughout the world; and

b. The fostering of cooperative and constructive relationships among the institutions and other organizations of the Jewish community, and between those institutions and organizations and other entities in the communities in which **FEDERATION** functions.

SECTION I.02. To implement this commitment, the purposes of **FEDERATION** are:

a. **TO BE** the central Jewish community organization in the Greater Philadelphia Area (which is defined as five counties of the Philadelphia metropolitan area, i.e., Philadelphia, Bucks, Delaware, Montgomery and Chester counties), for soliciting, collecting, allocating and distributing funds received from contributions, bequests and endowments for the purposes of (i) supporting the services and programs of organizations which contribute to the preservation and enrichment of Jewish life in the Greater Philadelphia Area and elsewhere in the United States; (ii) fostering and enhancing the Jewish community's relationship with the State of Israel by supporting the well-being of its people and establishing vital links between Israel and the Jewish community in the Greater Philadelphia Area; (iii) improving the social, economic, and cultural condition of world Jewry; and (iv) alleviating the suffering of Jews in distress throughout the world;

b. **TO BE** the central Jewish community organization in the Greater Philadelphia Area for community planning and, as such, (i) to encourage the development of, and cooperate with other pertinent organizations (a representative sample of organizations is attached hereto as Schedule A) in the development of, services and programs to be delivered through appropriate organizations which form a Jewish communal service system in pursuit of common goals; (ii) to assist in the coordination of the delivery of such services and programs; (iii) to respond to the changing needs of the Jewish community in a creative and innovative fashion; and (iv) to encourage each such organization to offer the highest quality of service to the community;

c. **TO ASSURE** the survival and vitality of the Philadelphia Jewish

community by (i) identifying, recruiting, educating, motivating and developing members of the Jewish community for leadership roles; (ii) promoting and encouraging positive personal Jewish identity through programs of life-long formal and informal Jewish education; (iii) strengthening the religious institutions of the Jewish community; and (iv) sustaining a fundamental Jewish unity of purpose while recognizing a diversity of Jewish views;

d. **TO CONTRIBUTE** to the welfare of American society and the betterment of the human condition generally;

e. **TO COOPERATE** with other appropriate philanthropic organizations, including the United Way, in fund-raising and planning activities; and

f. **TO EXERCISE** such other functions as are consistent with the purposes and objectives specified in **FEDERATION'S** Articles of Consolidation and any amendments thereto, whenever enacted.

ARTICLE II

Members

SECTION II.01. Any Jewish individual eighteen or more years of age in the Greater Philadelphia community who contributes the sum of \$36.00 or more (as more fully described in Section 2.02) to each of the FAJA and the United Way annual fundraising campaigns (by whatever names they may be known), shall be a member of **FEDERATION** for the year in which such sums are paid and shall be entitled to vote at any meeting of members or election by members occurring during the year of membership.

SECTION II.02. To qualify an individual for membership under Section 2.01, a contribution (whether it be to FAJA or United Way) may be made:

a. In that individual's own name; or

b. In the names of two or more individuals, provided that the amount of the contribution equals or exceeds the product of the number of persons so named multiplied by \$36.00; or

c. By a corporation, partnership, foundation or other entity or organization which designates to **FEDERATION** in writing, at the time the contribution is made, the affiliated individual or individuals intended to become eligible for membership by reason of that contribution, provided that the amount of the contribution equals or exceeds the product of the number of persons so named multiplied by \$36.00.

ARTICLE III

Meetings of Members

SECTION III.01. Beginning with the year 1991, a regular meeting of members of **FEDERATION** shall be held annually at such time no later than July 31 and at such a place as the President may designate, for the purpose of electing Trustees and transacting such other business as may be on the agenda for the meeting.

SECTION III.02. Special meetings of members of **FEDERATION** shall be held whenever called by President (upon his or her own initiative or upon request by the members in the manner described in this section), or by the Trustees. The President shall call a special meeting of members of **FEDERATION** upon the written request of two hundred (200) members, in which they set forth the purpose or purposes of the meeting. The meeting shall be held at such place and at such time, within a reasonable period after the request, as the President may designate.

SECTION III.03. At any meeting of members of **FEDERATION**, one hundred (100) members shall constitute a quorum; if there be no quorum, the members present may adjourn the meeting from time to time until a quorum is secured. A quorum shall not be necessary to conduct any meeting at which no action by the members is taken.

SECTION III.04. Unless a greater period of notice shall be required by law or by resolution of the Trustees, notice of the regular meeting of members of **FEDERATION** shall be given at least twenty (20) days prior to the date of the meeting, and notice of any special meeting of members of **FEDERATION** shall be given at least ten (10) days prior to the date of the meeting.

SECTION III.05. Notice of the regular meeting or any special meeting of members of **FEDERATION** shall be given by publication in the **JEWISH EXPONENT** and in such other publications in the Greater Philadelphia area as shall be owned by the **JEWISH EXPONENT**. All such notices shall set forth the purpose or purposes for which the meeting has been called.

ARTICLE IV

Trustees

SECTION IV.01. Decisions of **FEDERATION** regarding the budget, allocations, nominations, and other matters as reflected in these by-laws shall be made by its Board of Trustees (hereinafter referred to as the "Trustees.") Such decisions shall consist of:

a. Approving or disapproving, entirely or in part, applications or recommendations made to it with regard to allocations of money received by **FEDERATION** for purposes that include, by way of illustration and not limitation, **FEDERATION'S** own operation, the operation of the Constituent and Beneficiary

Agencies (as defined in Article IX) of **FEDERATION** and the allocation to the United Jewish Communities;

- b. electing officers of **FEDERATION** pursuant to Article VI, and Trustees to fill vacancies pursuant to Sections 4.09 and 6.08;
- c. approving or disapproving the President's appointments of individuals to serve on the Board of Directors pursuant to Section 7;
- d. resolving major policy issues referred to the Trustees by the Board of Directors;
- e. exploring and providing direction for dealing with major community concerns;
- f. approving or disapproving **FEDERATION'S** long range plans;
- g. amending these By-Laws; and
- h. taking such other action as these By-Laws expressly delegate to the Trustees, or as the Trustees may authorize by resolution approved by at least two-thirds (2/3rds) of the Trustees present at a duly constituted meeting.

SECTION IV.02. The Trustees shall consist of the following individuals:

a. Elected Trustees:

(1) Beginning with the annual election of Trustees to be held in 1991, not more than two hundred (200) individuals, who shall be elected in the manner and for the terms specified in Section 4.04 ("Elected Trustees").

(2) If and when an individual who is an Elected Trustee shall become a "Mandated Trustee" (as defined in Section 4.02b), or an "Honorary Trustee" (as defined in Section 4.02c), that individual's term as an Elected Trustee shall end automatically.

b. Mandated Trustees:

(1) The president or chief volunteer officer (by whatever name denominated) of each constituent agency of **FEDERATION**, or another officer of such agency, as designated by it, if such president or other chief volunteer officer does not meet the qualifications of Section 4.03. Such person's tenure as a Mandated Trustee of the Trustees of **FEDERATION** shall continue as long as that agency shall continue to be a constituent agency of **FEDERATION** and as long as such person holds office as president or chief volunteer officer of that constituent agency or (with respect to another designated officer) until such agency's president or chief volunteer officer becomes

qualified.

(2) All members of the Board of Directors, as designated in Section 7.03a.

(3) The honorary directors of the predecessor of **FEDERATION OF JEWISH CHARITIES** and **ALLIED JEWISH APPEAL**, the past-presidents of the predecessor **FEDERATION OF JEWISH CHARITIES** and **ALLIED JEWISH APPEAL**, the past-presidents of **FEDERATION**, and the past heads of the **FAJA** campaign.

(4) A member of the Jewish Community Relations Council Executive Committee who is not also the Jewish Community Relations Council Executive Committee representative designated in Section 7.03.

c. Honorary Trustees:

(1) Those Trustees who have served as members of the Trustees for a minimum of twenty (20) years and have reached the age of seventy-five (75) years may be designated by the Trustees as Honorary Trustees.

(2) Honorary Trustees shall have life tenure and shall have all of the rights of other members of the Trustees, except the right to vote on matters that come before the Trustees.

SECTION IV.03. To be eligible to serve on the Trustees, each individual must be a member of **FEDERATION**, and must:

a. have made contributions to the annual campaigns of the Greater Philadelphia FAJA and United Way (or their respective successors or any comparable campaigns of other cities) for the immediate past two years, plus the current year, which contributions, in the aggregate, are leadership gifts and generous in proportion to the member's ability; and

b. not be delinquent (as that term is defined in Section 4.11a) in the payment of pledges to the FAJA or the United Way; and

c. take an active role in one or more aspects of the Jewish community served by **FEDERATION**, and

d. be requested to sign a Letter of Intent

SECTION IV.04.

a. (1) At the regular meeting of members occurring in 1991 and at every succeeding regular meeting, not more than one hundred (100) persons shall be elected to serve as Elected Trustees for terms of two (2) consecutive Official Years (as defined

in Section 12.03) beginning the September 1st after the election, except that at the regular meeting of members occurring in 2004 not more than two hundred (200) persons shall be elected to serve as Elected Trustees, half of whom shall be elected for terms of two (2) consecutive Official Years and the other half shall be elected for terms of one (1) Official Year, all beginning the September 1st after the election.

(1) Notwithstanding the foregoing, the term of office of a Trustee may be shorter than the time periods specified above as to any Elected Trustees who are elected to fill the unexpired terms of their respective predecessors in office.

b. In accordance with the procedure established in Article VI, Trustees shall be elected to fill vacancies resulting from (i) expiration of terms at the close of the then current Official Year or (ii) from other causes, but which have not been filled by action of the Trustees pursuant to Section 4.10. The number of vacancies to be filled at the time of each annual election of Trustees shall be fixed by the Governance Committee; provided that, unless the Trustees specifically directs otherwise, the number of vacancies so fixed by the Governance Committee shall be such that when they are filled, the number of Elected Trustees in office upon the commencement of the Official Year immediately following that election will not be less than five (5) persons less than the number specified in Section 4.02a(1). for that Year; and provided, further, that the term of any individual elected to fill an unexpired term shall be only for the balance of the term of his or her predecessor in office.

SECTION IV.05. No person who has served as an Elected Trustee of **FEDERATION** for four (4) consecutive years shall be eligible for election to a term commencing before expiration of at least one (1) year after termination of his or her immediately past service as an Elected Trustee.

SECTION IV.06. The Trustees shall hold regular meetings at least four (4) times during each Official Year. Special meetings of the Trustees shall be held whenever called by the President on his or her own initiative or upon written request of at least twenty (20) members of the Trustees in which they specify the purpose of the meeting. The President of **FEDERATION** shall preside at all meetings of the Trustees and shall designate the place of such meetings.

SECTION IV.07. Only Elected Trustees and Mandated Trustees shall have the right to vote at meetings of the Trustees ("Voting Trustees"). Fifty (50) Voting Trustees shall constitute a quorum.

SECTION IV.08. Written notice of each meeting of the Trustees shall be given to all Trustees at least ten (10) days prior thereto; provided, however, that should the President determine that an emergency exists which requires action by the Trustees before expiration of the ten (10) day notice period, a special meeting may be called upon shorter notice. The written notice of each special meeting shall set forth the

purpose or purposes for which the meeting shall have been called.

SECTION IV.09.

a. The Trustees, by the affirmative vote of two-thirds (2/3) of the Voting Trustees present at any meeting thereof, may remove from the Trustees any Trustee whose removal shall have been proposed as being advisable and in the best interest of **FEDERATION** by a special committee consisting of the head and at least two other members of the incumbent Nominating Committee designated by the President (the "Special Committee").

b. The grounds which the Special Committee may consider in making its recommendation may include, without limitation, (i) absence without cause from at least four (4) consecutive meetings of the Trustees in any Official Year, (ii) failure to make pledges to the annual FAJA and United Way campaigns or their respective successor campaigns, (iii) failure to pay a pledge without financial justification therefore, or (iv) conduct which reflects discredit upon **FEDERATION**, any of its constituent agencies, or the Jewish people.

c. Written specifications of the charges against a Trustee must be submitted first to the Special Committee which, if it deems them significant, shall investigate the charges. The Special Committee shall send a copy of the specifications to the Trustee involved, and shall permit the Trustee and his or her representative to be present at any hearing it conducts. Within a reasonable time, the Special Committee shall submit to the Trustees a report of its investigation, setting forth its conclusions and recommendations. Proposals for removal of a Trustee shall require the affirmative vote of two-thirds (2/3) of the members of the Special Committee.

d. No Trustee shall be removed by the Trustees without (i) at least thirty (30) days' prior written notice to that Trustee setting forth the intention of the Trustees to consider such action and the asserted grounds for such action, and (ii) an opportunity to be heard at the meeting of Trustees at which such action is to be considered.

SECTION IV.10.

a. The power and authority to fill any vacancy occurring among Elected Trustees before the end of the term for which the Trustee was elected is vested in the President of the Trustees.

b. Any vacancy occurring six (6) months or less before the close of the then current Official Year may, but need not, be filled by the President of the Trustees before the close of that Official Year.

SECTION IV.11.

a. A trustee shall be deemed to be "delinquent" in the payment of a pledge to

the FAJA or United Way campaign if (i) any such pledge has not been paid in full by December 31 of the second year following the calendar year of the campaign to which the pledge relates, and (ii) the pledge has not been written off with respect to that campaign. The definition of "delinquent" for purposes of these By-Laws shall have no bearing on the definition of "delinquent" for administrative purposes of the FAJA or United Way campaigns or for any other purposes.

b. Any Elected Trustee or Mandated Trustee shall cease automatically to be a member of the Trustees (and of the Board of Directors, if applicable), without the necessity of any action on the part of **FEDERATION** or its Trustees, on the later of (i) the date when that Trustee is deemed delinquent, or (ii) the thirtieth (30th) calendar day following mailing of the Delinquency Notice (as defined in Section 4.11c) unless a delay for specified period of time is recommended by the Special Committee and approved by the President before expiration of the thirty (30) days after the mailing of the Delinquency Notice. Such a delay shall be granted only if the Special Committee and the President are satisfied, upon frank disclosure of the relevant facts by the applicant, that sufficient financial hardship or other bona fide reason exists to justify such delay.

c. The President shall establish procedures so that at least forty (40) days before the date when an Elected Trustee or Mandated Trustee would become delinquent (as that term is defined in Section 4.11 a) the President will receive the name of any Trustee who is about to become delinquent, whereupon the President or the President's designee shall give at least thirty (30) days' written notice to the Trustee in question ("Delinquency Notice") that the Trustee is, or is about to become, delinquent, specifying the factual basis of the report, and stating that the Trustee has the right to contest the factual basis of the assertion of delinquency or to apply to the Special Committee for a delay in the operation of Section 4.11b.

d. Any notice under the foregoing subsections of this Section 4.11 shall be deemed to have been given when it is mailed by first class mail, postage prepaid, to the Trustee at the address shown as the Trustee's address on the then current **FEDERATION** mailing list of the Trustees.

e. In the event that a Mandated Trustee shall be ineligible to serve, or shall cease to be a member of the Trustees, (and of the Board of Directors, if applicable), by operation of the provisions of Section 4.11b, the agency, organization, body or committee of which such person is the president, head or chief volunteer officer shall be notified of the fact of his or her ineligibility to serve on the Trustees (and on the Board of Directors, if applicable), and the reason therefore. The agency, organization, body or committee shall have the right to designate an eligible alternate or substitute to serve as a Mandated Trustee (or member of the Board of Directors, if applicable), with the same rights and subject to the same requirements and obligations as any other Mandated Trustee (or member of the Board of Directors, if applicable).

SECTION IV.12. No person who is the Chief Professional Officer of a

constituent agency of **FEDERATION** shall be eligible to serve as a Trustee of **FEDERATION**; and any person who is a Trustee and then becomes so employed shall be required to resign from as a Trustee of **FEDERATION**.

ARTICLE V

Officers

SECTION V.01. The Officers of **FEDERATION** shall consist of a President, a President-Elect in the last year of the President's term, not less than four (4) and not more than eight (8) Vice Presidents, a Secretary, a Treasurer and such other officers, if any, as the Trustees may authorize from time to time by appropriate resolution.

SECTION V.02. The officers of **FEDERATION** shall take office on the first day of **FEDERATION'S** Official Year following their election, although the ceremonial installation of such officers need not occur on the date they take office. The term of office of each officer shall be one (1) Official Year or until his or her successor is duly elected, whichever shall occur later. No person other than the President shall hold the same office for more than three (3) consecutive one (1) year terms.

SECTION V.03. No person shall serve at the same time as an officer of **FEDERATION** and as chief volunteer officer (by whatever name designated) of any constituent agency if **FEDERATION**.

SECTION V.04.

a. The President shall be the Chief Volunteer Officer of **FEDERATION** and, as such, have the usual duties of an executive officer of a corporation, with general supervision over and direction of the affairs of **FEDERATION**. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these By-Laws, and the authorized actions of the Trustees, the President shall preside at all of the following meetings at which he or she is present: (i) the members of **FEDERATION**; (ii) the Trustees; (iii) the Board of Directors; and subject to the other provisions of these By-laws, the President shall appoint all members of and be an ex-officio member of, all committees. The President shall also perform such other duties as may be assigned to him or her, from time to time, by the Trustees.

b. The President shall have full power and authority on behalf of **FEDERATION** to attend, to act and to vote at any meeting of the shareholders of any corporation in which **FEDERATION** may hold stock; and at any such meeting, the President shall possess and may exercise any and all of the rights and powers incident to the ownership of such stock which **FEDERATION**, as the owner thereof, possesses. The President may delegate this authority in writing to a Vice President as to any such meeting the President is unable to attend.

SECTION V.05.

a. During the absence or disability of the President, or his or her resignation, the duties and responsibilities shall be carried on by the President-Elect or if there is not a President-Elect one of the incumbent Vice Presidents, as designated by the President, for the specific period of the President's absence or disability, but in no event beyond the expiration of the term of office of the President. In the event that the President does not designate the Vice President to serve during such absence or disability, the Board of Directors shall do so.

b. The President shall designate certain Vice Presidents as follows: one of such designated Vice Presidents shall be assigned the responsibility of leading **FEDERATION'S** annual campaign, another of the Vice Presidents shall be Vice President of the **FEDERATION** Endowments Corporation and a third Vice President shall be Vice President of Policy, Strategy and Funding. The President may, but need not, assign specific leadership responsibilities to the other Vice Presidents.

Any time served by a Vice President designated pursuant to this Section 5.05b shall be excluded from computation of the maximum three-year period which any person may serve as an elected Officer.

SECTION V.06. The CEO shall serve as the chief professional officer of **FEDERATION** and shall be required to resign as CEO at such time as he or she ceases to be the chief professional officer of **FEDERATION**. The CEO shall perform such duties as shall be determined, from time to time, by the President or the Board of Directors and shall be entitled to be compensated for such services. During the absence or disability of the CEO, or upon his or her death, resignation or termination, such duties and responsibilities shall be carried on by the person or persons designated by the President, until the position is filled.

SECTION V.07.

a. The Treasurer shall have custody of all funds of **FEDERATION**, shall cause proper books of account to be maintained; and shall perform such other duties and have such other powers as usually appertain to the office of treasurer of a corporation and as are not inconsistent with these By-Laws, as well as such other duties and powers as may be assigned to the Treasurer, from time to time, by the Trustees.

b. Before entering upon the duties of this office, the Treasurer shall give bond for the faithful performance of his or her duties, in such an amount and with such surety as may be approved by the Trustees. At the expiration of his or her term of office, the Treasurer shall deliver to his or her successor in office all books, papers, securities and money of **FEDERATION**.

SECTION V.08. The Secretary shall cause to be kept the minutes of the

meetings of the members of **FEDERATION**, the Trustees, the Board of Directors, and shall cause all such minutes to be recorded in the books kept for that purpose. The Secretary shall cause to be given all notices required by law or these By-Laws, and shall perform such other duties and have such other powers as usually appertain to the office of secretary of a corporation and as are not inconsistent with these By-Laws, as well as such other duties and powers as may be assigned to the Secretary, from time to time, by the Trustees.

SECTION V.09. Vice Presidents and associate officers shall have such relative rank among themselves as shall be designated by the Board of Directors, and each Vice President, and Treasurer shall also be an Assistant Secretary.

SECTION V.10.

a. The Trustees, by the affirmative vote of two-thirds (2/3) of the Voting Trustees present at any meeting thereof, may remove any officer whose removal shall have been proposed as being advisable and in the best interest of **FEDERATION** by a Special Committee consisting of the head and at least two other members of the incumbent Governance Committee designated by the President.

b. The grounds which the Special Committee may consider in making its recommendation may include, without limitation, (i) misconduct in office, or (ii) any ground which would warrant removal of a Trustee, as set forth in Section 4.09b.

c. Written specifications of the charges against an officer must be submitted first to the Special Committee which, if it deems them significant, shall investigate the charges. The Committee shall send a copy of the specifications to the officer involved, and shall permit the officer and his or her representative to be present at any hearing it conducts. Within a reasonable time, the Special Committee shall submit to the Trustees a report of its investigation, setting forth its conclusions and recommendations. Proposals for removal of an officer shall require the affirmative vote of two-thirds (2/3) of the members of the Special Committee.

d. No officer shall be removed by the Trustees without (i) at least thirty (30) days prior written notice to that officer setting forth the intention of the Board to consider such action and the asserted grounds for such action, and (ii) an opportunity to be heard at the Board meeting at which such action is to be considered.

SECTION V.11. The Trustees shall have the power to fill any vacancies in any office occurring for whatever reason.

ARTICLE VI

Nominations and Elections

of Officers and Trustees

SECTION VI.01. The election of Trustees shall take place annually at such time no later than July 31 and in such place or places as the President shall designate each year, as provided in Section 3.01. All members of **FEDERATION** shall be entitled to vote in the election of Trustees.

SECTION VI.02. The election of officers of **FEDERATION** shall take place annually no later than July 31 (except in the calendar year 2002) at a meeting of the Trustees called by the President for that purpose. All Voting Trustees shall be entitled to vote in the election of officers.

SECTION VI.03.

a. The Governance Committee, at a duly convened meeting, shall nominate candidates for officer positions of **FEDERATION** to be filled at a Trustees meeting occurring, as provided in Section 6.02. Nominations shall require the vote of at least ten (10) members of the Governance Committee in favor of the candidate. The Governance Committee shall submit its report of nominations of officers to the Secretary of **FEDERATION** at least forty (40) days prior to the date of the Trustees meeting at which the election of officers will be held, and the Secretary shall cause the report to be sent to all members of the Trustees not later than thirty (30) days prior to the date of that Board of Trustees meeting. The Chair of the Governance Committee shall certify to the Secretary that candidates for officer positions nominated by the Governance Committee are eligible pursuant to Section 5.02.

b. In the event that no candidate for a specific office can obtain the favorable vote of at least ten (10) members of the Governance Committee, the head of the Governance Committee shall report that fact to the President of **FEDERATION** as soon as possible, and the President of **FEDERATION** shall refer to the Board of Directors the responsibility for making the nominations for the office or offices involved. Nominations by the Board of Directors shall require a vote in favor of the candidate by at least a majority of the Board of Directors present and voting at a special meeting of the Board of Directors called for the purpose of making nominations. The Board of Directors shall render its report to the Secretary within the time and in the same form as is specified for the report of the Governance Committee.

c. The Governance Committee may nominate one or two chief volunteer officers as President(s) of **FEDERATION**. In the event that two chief volunteer officers are nominated, their respective areas of responsibility shall be determined accordingly.

SECTION VI.04.

a. Independently of the Governance Committee, fifteen (15) members of the Trustees may also nominate candidates for election as officers of **FEDERATION**,

provided that each candidate shall have consented to being placed in nomination in a written consent which will accompany the nominating petition for such candidate, filed with the Secretary of **FEDERATION**. Such petitions shall be on forms provided by the Secretary of **FEDERATION**, which forms shall be available at least thirty (30) days prior to the date of the Trustees meeting at which the election of officers will be held and shall continue to be available until the expiration date for submission of petitions for that election. In order to be valid, such petitions shall be delivered to the Secretary of **FEDERATION** at least fifteen (15) days prior to date of the election. The Secretary shall cause to be verified (a) the eligibility of the candidates so nominated to serve as officers of **FEDERATION** pursuant to Section 5.02, (b) that each such candidate has obtained the required number of signatures on his or her nominating petition by individuals who are Trustees of **FEDERATION**, and (c) that the consent of the candidate has been submitted as required.

b. At least ten (10) days prior to the date of the election of officers, the Secretary shall cause to be sent to all members of the Trustees the names of all individuals who have been duly nominated (i) by the Governance Committee, pursuant to Section 6.03a, (ii) by the Board of Directors, pursuant to Section 6.03b, or (iii) by petition, pursuant to Section 6.04a.

SECTION VI.05.

a. (1) The Governance Committee, at a duly convened meeting, shall nominate candidates for seats on the Trustees to be filled at the annual election of Trustees and to fill vacancies occurring at other times as provided in Section 4.10a.

(1) In making all such nominations, the Governance Committee shall, to the extent practicable, assure that the membership of the Trustees reflects the broad spectrum of concerns and points of view in the Greater Philadelphia Jewish community.

(2) In making such nominations, the Governance Committee shall, to the extent possible, nominate individuals who embrace the values that are central to the organization and recognize the importance of being part of a learning community.

(3) In making such nominations, the Governance Committee shall, to the extent possible, solicit suggestions for nominations from members of agencies, synagogues, and other organizations affiliated with the Jewish Community

b. At least sixty (60) days prior to the date of the annual election of Trustees, the Governance Committee shall submit to the Secretary of **FEDERATION** its report of (i) the number of Trustee vacancies to be filled and (ii) the nominations for Trustees to be elected at the election. The President of the Governance Committee shall certify the eligibility of the candidates so nominated to serve on the Trustees, pursuant to Section 4.03, and at least fifty (50) days prior to the date of such election the Secretary shall cause to be published in the JEWISH EXPONENT, and in such other publications in the

Greater Philadelphia area as shall be owned by the JEWISH EXPONENT, a note of (i) the date, time and location or locations of the election of Trustees, (ii) the number of vacancies to be filled, (iii) the names of the eligible persons nominated by the Governance Committee to serve on the Trustees, (iv) the names of the members of the Trustees whose terms of office will continue after the election of Trustees, (v) the place or places where petitions for nomination for the Trustees may be obtained and when such petitions will be available, and (vi) the deadline for filing such petitions.

SECTION VI.06.

a. Independently of the Governance Committee, two hundred fifty (250) members of **FEDERATION** may also nominate candidates for election to the Trustees, provided that each such candidate shall be eligible to serve on the Trustees pursuant to Section 4.03 and shall have consented to being placed in nomination in a written consent which shall accompany the nominating petition for that candidate. Such petitions shall be on forms provided by **FEDERATION**, which forms shall be available at least fifty (50) days prior to the date of the election of Trustees, and shall continue to be available until the expiration date for submissions of petitions for the election. In order to be valid, nominating petitions shall be delivered to the Secretary of **FEDERATION**, accompanied by the consent of the candidate being nominated, at least twenty-five (25) days prior to the election of Trustees. The Secretary shall cause to be verified (i) the eligibility of the candidates so nominated to serve on the Trustees, pursuant to Section 4.03., (ii) that each such candidate has obtained the required number of signatures on his or her nominating petition by individuals who are members of **FEDERATION**, and (iii) that the consent of the candidate has been submitted as required.

b. At least ten (10) days prior to the date of the annual election of Trustees, if valid petitions are filed, the Secretary shall cause to be published in the JEWISH EXPONENT, and in such other publications in the Greater Philadelphia area as shall be owned by the JEWISH EXPONENT (i) the number of vacancies to be filled, (ii) the names of all eligible individuals who have been nominated by the Governance Committee or by petition, (iii) the place or places where, and the time period during which, ballots may be cast for the election of Trustees, and (iv) the method by which the Judges of Election will determine the eligibility of individuals to vote in the election if any question should arise as to eligibility.

SECTION VI.07.

a. Election of Trustees at the annual election shall be only from among the candidates nominated pursuant to Section 6.05 or Section 6.06; provided, however, that if before the date of the election any candidate who shall have been nominated by the Governance Committee shall die, withdraw, be or become legally incompetent, or be or become ineligible to serve if elected, a substitute candidate for the office of Trustee may be nominated by the Governance Committee at any time before publication of the names of the candidates as required under Section 6.06. All ballots for election of

Trustees shall be cast in person; voting by proxy shall not be permitted. Each member of **FEDERATION** shall be entitled to cast one vote for each of the specified vacancies in the Trustees to be filled at the election. Cumulative voting shall not be permitted. The candidates receiving the highest number of votes shall be elected until the specified number of vacancies have been filled.

b. The President of **FEDERATION** shall appoint three Judges of Election prior to the annual election of Trustees at which they will serve. No person shall serve as a Judge of election for any election in which he or she is a candidate. The Judges of Election shall have the power to establish such procedures as they deem necessary or desirable to verify that persons seeking to vote in the election are members of **FEDERATION**. The Judges of Election shall act by majority decision. The record date for determination of members of **FEDERATION** who are entitled to vote in an election of Trustees shall be the last date on which petitions for nomination of Trustees may be received for that election.

SECTION VI.08. Vacancies in any officer position or in the Trustees occurring at times other than at the end of an Official Year shall be filled by action of the Trustees at any duly convened meeting of the Trustees (subject to the provisions of Section 4.10b as to Trustee vacancies), upon the report of the Governance Committee rendered, at the request of the President of **FEDERATION**, as follows: At least twenty (20) days before the date of the Trustees meeting at which such vacancies shall be filled, the President of the Governance Committee shall submit to the Secretary of **FEDERATION** a report of the designations and number of vacancies in officer positions on the Trustees to be filled and the nominations to fill those vacancies. The President of the Governance Committee shall certify the eligibility of such candidates to serve as officers of **FEDERATION** under Section 5.02, or on the Trustees under Section 4.03, and shall cause the report to be sent to all members of the Trustees not later than ten (10) days before the date of the Trustees meeting.

ARTICLE VII

Board of Directors and Committees

SECTION VII.01. In addition to those groups and committees whose functions are expressly described in these By-Laws (e.g., the Board of Directors described in Section 7.03, and the Governance Committee described in Section 7.05), the Board of Directors and the President shall have the power to establish and abolish, from time to time, other groups within the **FEDERATION** structure. Such groups shall have such rights and powers as the Board of Directors or the President (whoever established them) shall specify, subject to whatever limitations may be imposed by law or these By-Laws on the delegation of rights and powers. The heads of all committees shall be appointed by the President. The other members of all committees shall be appointed on an annual basis by the President with the consultation of the committee heads (unless the Board of Directors specifies some other composition or procedure for the selection

of such members). The heads of committees may designate sub-committees and appoint the heads and members of those sub-committees.

a. Except for those committees whose functions and membership are expressly described in these By-Laws, no person who has served as a member of a **FEDERATION** committee for three (3) consecutive years shall be appointed to membership on that committee, other than as the head of the committee, before expiration of at least one (1) year after termination of his or her immediate past service as a member of the committee (unless the Board of Directors has approved some other membership period).

All **FEDERATION** committees shall include representation from the Regions, with individuals to be identified with input from the Regional Boards. Nominations for **FEDERATION** committees may also be solicited from agencies and synagogues.

b. To be eligible to serve on a **FEDERATION** committee, each committee member shall be a member of **FEDERATION** in accordance with Article II; shall have made contributions to the annual campaigns of the Greater Philadelphia FAJA and United Way (or their respective successors or any comparable campaigns of other cities) for the immediate past two years, plus the current year, which contributions, in the aggregate, are leadership gifts and generous in proportion to the member's ability; and shall not be delinquent (as that term is defined in Section 4.11a) in the payment of pledges to the FAJA or the United Way. The members of such committees and groups may, but need not, be members of the Trustees.

SECTION VII.02.

a. There shall be a Board of Directors, which shall be composed of not more than twenty-nine (29) individuals, except as described herein, comprised of (i) all of the **FEDERATION** officers, (ii) the immediate past President (President Emeritus or by whatever name the chief volunteer officer is denominated), (iii) a representative from the Jewish Community Relations Council Executive Committee, and (iv) not more than nine (9) persons appointed by the President. All such appointments shall be approved by the Trustees. In making the President's appointment to the Board of Directors, consideration shall be given (among other things) to including the Presidents of the Women's Philanthropy, the Renaissance Group, and the Jewish Publishing Group and a representative of the current chief volunteer officers of **FEDERATION** Agencies, and to reflecting within the Board of Directors the pluralistic nature of the Greater Philadelphia Jewish community. In addition to the mandated and appointed members described above, all of the Past Presidents of **FEDERATION** (by whatever name the

chief volunteer officer is denominated (other than the immediate past President)) shall serve as non-voting ex-officio members of the Board of Directors. The total number of Directors will be thirty (30) during the last year of the current President's term because the President-elect will join the Board as a Director.

b. The tenure of each president or chief volunteer officer referred to above as a mandated member of the Board of Directors shall continue as long as he or she holds that office, subject to the additional proviso that no mandated member may serve on the Board of Directors if he is delinquent (as that term is defined in Section 4.11a) in the payment of pledges to the FAJA or the United Way.

c. No person who has served as a member of the Board of Directors pursuant to an appointment by the President for three (3) consecutive one-year terms shall be appointed to the Board of Directors by the President before expiration of at least one (1) year after termination of his or her immediate past service as an appointed member of the Board of Directors.

d. Except as is provided otherwise in Section 4.01, the affairs, administration and property of **FEDERATION** shall be managed and controlled by the Board of Directors. By way of illustration, the Board of Directors shall have the power and authority: (i) to make all operational and organizational policy decisions not specifically assigned to the Trustees by these By-Laws, (ii) to amend these By-laws; (iii) to formulate public policy positions of **FEDERATION**; (iv) to authorize **FEDERATION** to accept or reject real property proposed to be conveyed to the **FEDERATION** through gifts, grants or bequests; (v) to authorize **FEDERATION** to buy, sell, lease and otherwise dispose of other real estate (vi) to decide which other issues, within the Board of Directors' authority, require involvement of the Trustees through input or approvals; (vii) to approve or disapprove the inclusion and disaffiliation of Constituent and Beneficiary Agencies in **FEDERATION**, as well as mergers of Constituent Agencies; (viii) to approve or disapprove the applications or recommendation made to it regarding the allocations of money received by the **FEDERATION** for purposes that include, by way of illustration and not limitation, the **FEDERATION**'s own operation, the operation of the Constituent and Beneficiary Agencies of the **FEDERATION** and the allocation to the United Jewish Communities; and (ix) to establish and abolish, from time to time, other groups within the **FEDERATION** structure, which groups shall have such rights and powers as the Board of Directors shall specify, subject to whatever limitations may be imposed by law or these By-Laws on the delegation of rights and powers.

In addition, the Board of Directors shall have the responsibility for initiating or receiving and considering matters, such as organizational policy decisions, intended for action by the Trustees, and for making recommendations to the Trustees as to the action to be taken by the Trustees. The Trustees shall not be bound by such recommendations; and the Trustees may take action on matters that have not been considered by the Board of Directors but that are within the purview of the Trustees.

e. In the case of decisions normally to be made pursuant to Section 4.01, because of the exigencies of the situation, cannot be made in a timely manner by the Trustees (an "emergency situation"), the Board of Directors shall have the right, when convened by the President of **FEDERATION**, to exercise all the powers of the Trustees to the extent permitted by law.

f. The Board of Directors shall meet at least four (4) times during each Official Year. Without in any way limiting the foregoing, in an emergency situation, as determined by the President of **FEDERATION**, when **FEDERATION** action is required, a special meeting of the Board of Directors shall be called for that purpose.

g. At all meetings of the Board of Directors, the President of **FEDERATION** shall preside, a quorum shall be fifteen (15) members present or by conference call, and an affirmative vote by ten (10) or more members present or by conference call shall be needed to approve any action.

h. The Board of Directors shall exercise all powers and duties of a nonprofit corporation pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, except for such powers and duties as these By-Laws expressly provide are to be exercised by another body, such as the Trustees.

SECTION VII.03. The Board of Directors shall approve **FEDERATION'S** spending rate policy and each year designate in writing the endowment funds of **FEDERATION** for which the spending rate policy shall apply, including at all times **FEDERATION'S** Unrestricted Endowment Fund.

a. The maximum amount of annual distributions from **FEDERATION'S** Unrestricted Endowment Fund shall not exceed the amount determined by application of the approved spending rate policy, except that direct and indirect expenses of **FEDERATION'S** Endowment Department shall not be included nor considered paid out of such distributions.

b. Notwithstanding the above and without consideration of the number of member's present at a meeting of the Board of Directors, the Board of Directors by an affirmative vote of more than fifty percent (50%) of all the eligible voting members of the full and entire Board of Directors, but not less than an affirmative vote of fifteen (15) members, may for any one year approve annual distributions from **FEDERATION'S** Unrestricted Endowment Fund that exceed the amount determined by application of the approved spending rate policy, except that direct and indirect expenses of **FEDERATION'S** Endowment Department shall not be included nor considered paid out of such distributions.

SECTION VII.04. To be eligible to serve on the Board of Directors, in addition to the requirements specified in Section 4.03, Board of Directors members must:

- a. attend at least 50% of Board of Directors meetings; and
- b. participate in **FEDERATION** activities such as Super Sunday, campaign phone-a-thons, the Annual Banquet, and any other major **FEDERATION** activities.

SECTION VII.05.

There shall be a Governance Committee, which shall be comprised of the President of **FEDERATION** and up to eighteen (18) additional members of the community appointed by the President of **FEDERATION**. The President of **FEDERATION** shall choose one or more members of the Governance Committee to serve as Chair or Co-Chairs of the Governance Committee.

The Governance Committee shall be responsible for the management of the nomination process in accordance with Article VI of these By-Laws; the development of members of the Trustees and the Board of Directors; the oversight of drafting amendments to these By-Laws; the enforcement of **FEDERATION'S** conflict of interest policy; and the making of recommendations with respect to the governing structure of **FEDERATION**. The Governance Committee shall have such other responsibilities, rights and powers as may be assigned to it by the Board of Directors or the President of **FEDERATION**, subject to whatever limitations may be imposed by applicable law or these By-Laws.

SECTION VII.06. There shall be a Strategic Planning Committee, which shall be responsible for monitoring and reviewing the programmatic and fiscal aspects of **FEDERATION'S** strategic planning efforts.

ARTICLE VIII

Executive Committee

SECTION VIII.01. There shall be an Executive Committee, which shall be comprised of the President of **FEDERATION**, the President Emeritus, the Vice President of Financial Resource Development, the Vice President of Endowments, the Vice President of Policy, Strategy and Funding, the Treasurer and one (1) additional member of the community appointed by the President of **FEDERATION**.

The Executive Committee shall be responsible for counseling the President of **FEDERATION** and making recommendation to the Board of Directors on matters for which the Board of Directors is responsible. The Executive Committee shall have such other responsibilities, rights and powers as may be assigned to it by the President of **FEDERATION**, subject to whatever limitations may be imposed by applicable law or

these By-Laws.

ARTICLE IX

Limitation of Trustees' and Director's Liability and Indemnification of Trustees, Directors, Officers and Other Persons

SECTION IX.01. Limitation of Trustees' or Directors' Liability. No Trustee or Director of **FEDERATION** shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Trustee or Director has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Pennsylvania Nonprofit Corporation Law of 1988, and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section 9.01 shall not apply to the responsibility or liability of a Trustee or Director pursuant to any criminal statute, or to the liability of a Trustee or Director for the payment of taxes pursuant to local, State or Federal law.

SECTION IX.02. Indemnification and Insurance.

a. Indemnification of Trustees, Directors and Officers.

(1) Each Indemnitee (as defined below) shall be indemnified and held harmless by **FEDERATION** for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including, without limitation, attorneys' fees, judgments, fines, taxes, penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section 9.02 shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(2) The right to indemnification provided in this Section 9.02 shall include the right to have the expenses reasonably incurred by the Indemnitee in defending any Proceeding paid by **FEDERATION** in advance of the final disposition of the Proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to **FEDERATION** of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section 9.02 or otherwise.

(3) Indemnification pursuant to this Section 9.02 shall continue as to an

Indemnitee who has ceased to be a Trustee or Director or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(4) For purposes of this Article VIII, (A) "Indemnitee" shall mean each current or former Trustee, Director or officer of **FEDERATION** who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Trustee, Director or officer of **FEDERATION** or is or was serving in any capacity at the request or for the benefit of **FEDERATION** as a trustee, director, officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or in the right of **FEDERATION**), whether civil, criminal, administrative, investigative or through an alternative dispute resolution process. If a Director, Trustee or officer of **FEDERATION** serves as a trustee, director, officer, employee, agent, partner or fiduciary of another entity and (a) **FEDERATION** has at least 50% equity in such other entity and such person has no equity interest in such other entity or (b) such other entity is directly or indirectly controlled by **FEDERATION**, such person shall be presumed (unless **FEDERATION** produces clear and convincing evidence to the contrary) to be serving in the position with the other entity at the request and for the benefit of **FEDERATION**.

b. Indemnification of Employees and other Persons. **FEDERATION** may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. Trustees, directors and officers of entities which have merged into, or have been consolidated with, or have been liquidated into **FEDERATION** shall not be Indemnitees with respect to Proceedings involving any action or failure to act of such trustee, director or officer prior to the date of such merger, consolidation or liquidation, but such persons may be indemnified by the Board of Directors pursuant to the first sentence of this Section 9.02(b).

c. Claims for Indemnification and Advancement of Expenses. To the extent that a representative of **FEDERATION** has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, **FEDERATION** shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith. If indemnification under this Section 9.02 or advancement of expenses are not made or paid by **FEDERATION**, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses by an Indemnitee has been received by **FEDERATION**, such Indemnitee may, at any time thereafter, bring suit against **FEDERATION** to recover the unpaid amount of the claim and /or the advancement of the unpaid amount of the claim and/or the advancement of expenses. The right to indemnification and advancement of expenses provided hereunder shall be enforceable by an Indemnitee in any court of competent jurisdiction, and if

indemnification and/or advancement of expenses is obtained by an Indemnitee in whole or in part, the expenses reasonably incurred by such Indemnitee in connection with obtaining such indemnification and/or advancement of expenses shall also be indemnified by **FEDERATION**.

d. Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article VIII shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of **FEDERATION'S** Articles of Incorporation or Bylaws, agreement, vote of members or Trustees or Directors, or otherwise.

e. Insurance. **FEDERATION** may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not **FEDERATION** would have the power to indemnify such person under Pennsylvania or other law. **FEDERATION** may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

f. Fund for Payment of Expenses. **FEDERATION** may create a fund of any nature, which may, but need not be, under the control of a Trustee or Director, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation, by agreement, vote of members or Trustees or Directors or otherwise.

SECTION IX.03. Amendment. The provisions of this Article VIII relating to the limitation of Trustees', Directors' or officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between **FEDERATION** and each of its Trustees, Directors and officers which may be modified as to any Trustee, Director or officer only with that person's consent or as otherwise specifically provided in this Section 9.03. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article VIII which is adverse to any Trustee, Director or officer shall apply to such Trustee, Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Trustee, Director or officer of **FEDERATION**, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these Bylaws, Section 9.01 may be modified only by an amendment to these Bylaws adopted by the members, and no repeal or amendment of these Bylaws shall affect any or all of the other sections of this Article VIII so as either to reduce the limitation of Trustees', Directors' or offices liability or limit indemnification or the advancement of expenses in any manner unless adopted by (a) the unanimous vote of the Board of Directors of **FEDERATION** then serving, or (b) the affirmative vote of members; provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

SECTION IX.04. Changes in Pennsylvania Law. Reference in this Article VIII to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article VIII was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Trustees or Directors or limits the indemnification rights or the rights to advancement of expenses which **FEDERATION** may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article VIII shall continue as theretofore to the extent permitted by law; and (b) if such change permits **FEDERATION**, without the requirement of any further action by members or Trustees or Directors, to limit further the liability of Trustees or Directors (or limit the liability of officers) or to provide broader indemnification rights or rights to the advancement of expenses than **FEDERATION** was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

ARTICLE X

Constituent and Beneficiary Agencies

SECTION X.01. For the purpose of these By-Laws, the constituent agencies of **FEDERATION** ("Constituent Agencies") shall be the agencies or organizations whose names are listed in Schedule "A" attached to these By-Laws, and such other agencies or organizations as may be admitted or included as Constituent Agencies after the date of adoption of the last duly adopted amendment to these By-Laws pursuant to procedures adopted and promulgated by the Board of Directors.

SECTION X.02. For the purpose of these By-Laws, a "Beneficiary Agency" is an organization that has been accepted by **FEDERATION** for inclusion in its annual allocations process but which is not entitled to all of the privileges of a Constituent Agency, and is not subject to all of the responsibilities of a Constituent Agency, vis-a-vis **FEDERATION**.

SECTION X.03. Constituent Agencies and Beneficiary Agencies shall each retain that status until that status has been changed or terminated pursuant to procedures adopted and promulgated by the Board of Directors.

ARTICLE XI

Amendments

SECTION XI.01. The authority to make, alter, amend or repeal these By-Laws is hereby vested in the Trustees, subject to the power of the members of **FEDERATION** to change or repeal them. If the Trustees act to add to, alter, amend or repeal these By-Laws, they shall do so only by the affirmative vote of at least two-thirds (2/3) of the Voting Trustees present at any meeting of the Trustees as to which notice of the

contemplated action was given. If the members of **FEDERATION** act to add to, alter, amend or repeal these By-Laws, they shall do so only by the affirmative vote of at least three-fourths (3/4) of the members of **FEDERATION** present at any meeting of members as to which notice of the contemplated action was given.

ARTICLE XII

Miscellaneous Matters

SECTION XII.01. Whenever any notice of a meeting is required to be given pursuant to these By-Laws or the Articles of Consolidation or otherwise, the notice shall specify the place, date and hour of the meeting and, in the case of a special meeting of members or where otherwise required by law, the general nature of the business to be transacted at the meeting.

SECTION XII.02. The Board of Directors shall have the power by resolution to fix the fiscal year of **FEDERATION**. If the Board of Directors shall fail to do so, the President shall fix such fiscal year.

SECTION XII.03. The term "Official Year" shall mean the time period commencing September 1 and ending August 31 (except that the "Official Year" ending the following August 31, 1991 shall commence December 1, 1990).

SECTION XII.04. All words, terms and provisions of these By-Laws shall be interpreted and defined by and in accordance with the Pennsylvania Corporation Not-For-Profit Code as amended from time to time. Whenever used herein, the masculine (or neuter) pronoun, singular number shall include the masculine, feminine and neuter gender and the singular and plural number.

SECTION XII.05. Any reference to President as the chief volunteer officer shall also be a reference to President(s) if two chief volunteer officers are elected as specified in Section 6.03(c).

ARTICLE XIII

Dissolution or Sale

SECTION XIII.01. Upon the dissolution or sale of **FEDERATION**, the Trustees shall, after paying or making provisions for the payment of all of the liabilities of **FEDERATION**, distribute all of the assets of **FEDERATION** exclusively for charitable, educational, or religious purposes to one or more qualified public charitable organizations as defined in Section 501(c)(3) and Sections 509(a)(1)(2) of the Internal Revenue Code of 1986, as amended. Any such assets not so distributed shall be distributed by the Court of Common Pleas in the county in which the principal office of **FEDERATION** is located at the time and no part of any such assets resulting from the

dissolution or sale of **FEDERATION** shall be used for the private inurement of any person.

ADOPTED OCTOBER 11, 1956

as amended July 11, 1958 by the Trustees
as amended December 18, 1959 by the Trustees
as amended December 21, 1963 by the Trustees
as amended March 7, 1968 by the Trustees
as amended December 15, 1970 by the Trustees
as amended May 17, 1978 by the Trustees
as amended October 12, 1978 by the Trustees
as amended January 14, 1982 by the Trustees
as amended April 29, 1982 by the Trustees
as amended July 12, 1983 by the Trustees
as amended September 30, 1986 by the Trustees
as amended March 24, 1987 by the Trustees
as amended November 4, 1987 by the Trustees
as amended November 1, 1988 by the Trustees
as amended July 26, 1989 by the Trustees
as amended December 19, 1989 by the Trustees
as amended November 8, 1990 by the Trustees
as amended May 7, 1991 by the Trustees
as amended March 24, 1992 by the Trustees
as amended July 30, 1992 by the Trustees
as amended March 9, 1993 by the Trustees
as amended July 29, 1993 by the Trustees
as amended July 25, 1994 by the Trustees
as amended February 20, 1996 by the Trustees
as amended April 16, 1997 by the Trustees
as amended December 14, 1999 by the Trustees
as amended April 12, 2000 by the Trustees
as amended April 23, 2002 by the Trustees
as amended June 17, 2002 by the Trustees
as amended July 24, 2002 by the Trustees
as amended July 22, 2003 by the Trustees
as amended June 17, 2004 by the Trustees
as amended April 17, 2008 by the Trustees

SCHEDULE A

JEWISH FEDERATION OF GREATER PHILADELPHIA

CONSTITUENT AGENCIES

Abrams Hebrew Academy
Albert Einstein Healthcare Network
Auerbach Central Agency for Jewish Education
Jack M. Barrack Hebrew Academy
Belmont Center for Comprehensive Treatment
Board of Rabbis of Greater Philadelphia
Jewish Outreach Partnership of Greater Philadelphia
Eagleville Hospital
Federation Early Learning Services
Federation Housing, Inc.
Female Hebrew Benevolent Society
Golden Slipper Camp
Gratz College
HIAS and Council Migration Service of Philadelphia
Hillel of Greater Philadelphia
Jewish Children's Folkshul of Philadelphia
Jewish Community Centers of Greater Philadelphia
Jewish Employment and Vocational Service
Jewish Family and Children's Service of Greater Philadelphia
Madlyn and Leonard Abramson Center for Jewish Life
MossRehab
Politz Hebrew Academy of Philadelphia
Raymond and Ruth Perelman Jewish Day School
Torah Academy of Greater Philadelphia
United Workers Education Organization