



Jewish Federation
of Greater Philadelphia

BYLAWS
OF
THE JEWISH FEDERATION OF
GREATER PHILADELPHIA
(AS AMENDED AND RESTATED ON MAY 17, 2017)

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ARTICLE I

Name, Mission and Implementation

SECTION 1.01. Name. The name of this corporation is **JEWISH FEDERATION OF GREATER PHILADELPHIA** (hereinafter referred to as the “**JEWISH FEDERATION**”).

SECTION 1.02. Mission. The mission of the **JEWISH FEDERATION** is to preserve, strengthen, enrich and promote Jewish life and the Jewish people in the Greater Philadelphia Area (as defined in Section 1.03(a)), in the United States, in Israel and throughout the world.

SECTION 1.03. Implementation. To implement this mission, the **JEWISH FEDERATION** will adopt and undertake policies, programs and activities that enable it to:

(a) **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, Chester, Delaware and Montgomery counties), for soliciting, collecting, allocating and distributing funds and in-kind contributions received from contributions, bequests, grants and endowments for the purposes of (i) supporting the services and programs of organizations that contribute to the preservation and enrichment of Jewish life in the Greater Philadelphia Area and 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) **BE** the central Jewish community organization in the Greater Philadelphia Area for community planning and, as such, (i) to collaborate and cooperate with other organizations in identifying and developing needed services and programs for delivery through the local Jewish communal service system or by others; (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 organization with which it collaborates and cooperates to offer the highest quality of service to the community;

(c) **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 cultural and religious institutions of the Jewish community; and (iv) sustaining a fundamental Jewish unity of purpose while recognizing a diversity of Jewish views;

(d) **CONTRIBUTE** to the welfare of American society and the betterment of the human condition generally;

(e) **COOPERATE** with other appropriate philanthropic organizations and governmental bodies in resource development, community service and planning;

(f) **FOSTER** cooperative and constructive relationships with and among the institutions and other organizations of the Jewish community, and between those institutions and organizations and other Jewish, nonsectarian and interfaith entities in the communities in which the **JEWISH FEDERATION** functions; and

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

ARTICLE II

Members

SECTION 2.01. Eligibility for Membership. Any individual who contributes to the **JEWISH FEDERATION'S** annual fundraising campaign (by whatever name it may be known) at least the amount specified from time to time by the Board of Trustees of the **JEWISH FEDERATION** (hereinafter referred to as the "Trustees"), as more fully described in Section 2.02 (hereinafter referred to as "Membership Contribution") shall be a member of the **JEWISH FEDERATION** for the "Campaign Year" (as defined in Section 13.03) with respect to which the Membership Contribution is paid and shall be entitled to vote at any meeting of members or election by members occurring during the year of membership.

SECTION 2.02. Qualifying Contributions. To qualify an individual for membership under Section 2.01, a contribution to the **JEWISH FEDERATION'S** annual fundraising campaign 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 individuals so named multiplied by the then effective Membership Contribution amount; or

(c) By a corporation, partnership, foundation or other entity or organization that designates to the **JEWISH 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 Membership Contribution; provided that the amount of the contribution equals or exceeds the product of the number of individuals so named multiplied by the then effective Membership Contribution amount.

ARTICLE III

Meetings of Members

SECTION 3.01. Regular Meeting. A regular meeting of members of the **JEWISH FEDERATION** shall be held annually at such time no later than July 31 and at such a place within the Greater Philadelphia Area as the Board Chair shall designate by written notice, for the purpose of electing Trustees and transacting such other business as may be on the agenda for the meeting.

SECTION 3.02. Special Meetings. Special meetings of members of the **JEWISH FEDERATION** shall be held whenever called by written notice by (a) the Board Chair (upon his or her own initiative or upon request by the members in the manner described in this section), or (b) the Trustees. The Board Chair shall call a special meeting of members of the **JEWISH FEDERATION** upon the written request of at least two hundred (200) members, in which they set forth the purpose or purposes of the meeting. The meeting shall be held at such place within the Greater Philadelphia Area and at such time, within a reasonable period after the request, as the Board Chair may designate.

SECTION 3.03. Quorum Requirements. At any meeting of members of the **JEWISH FEDERATION**, one hundred (100) members shall constitute a quorum for the transaction of business; 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 3.04. Notice Requirements. Notice of the regular meeting or any special meeting of members of the **JEWISH FEDERATION** shall be given by publication, as more fully provided in Section 13.01(c)(3), as are other requirements relating to such meetings.

ARTICLE IV

Governance

SECTION 4.01. Generally. The governance of the **JEWISH FEDERATION** shall be shared among the Board of Trustees (hereinafter referred to as the "Trustees"), with the powers and duties described Section 4.02, the Board of Directors, with the powers and duties described in Section 4.03, and the officers, with the powers and duties described in Section 4.04.

SECTION 4.02. Trustees. The Trustees shall have the power and duty to:

(a) Approve or disapprove, entirely or in part, applications or recommendations made to it with regard to allocations of money received by the **JEWISH FEDERATION** for purposes that include (by way of illustration and not limitation) operations, capital expenditures, programs and services of the **JEWISH FEDERATION**, the Constituent and Beneficiary Agencies (as defined in Article XI) of

the **JEWISH FEDERATION**, other local organizations, and all umbrella regional, national or international organizations supported at that time by the **JEWISH FEDERATION**;

- (b) Elect officers of the **JEWISH FEDERATION** pursuant to Article VII;
- (c) Approve or disapprove the Board Chair's appointments of individuals to serve on the Board of Directors pursuant to Section 8.01.
- (d) Adopt procedures for admitting, including, changing and terminating Constituent Agencies as provided in Section 11.01
- (e) Resolve issues referred to the Trustees by the Board of Directors;
- (f) Explore and provide advice to the Board of Directors for dealing with major community concerns, whether or not they have been referred to it by the Board of Directors;
- (g) Approve or disapprove the Board of Directors' recommendations for the **JEWISH FEDERATION'S** strategic and long range plans to advance its mission and purposes as expressed in Article I;
- (h) Amend these Bylaws, except as otherwise provided in Article XII; and
- (i) Take such other action as these Bylaws expressly delegate to the Trustees, or as the Trustees may authorize by resolution approved by at least two-thirds (2/3) of the Trustees present at a duly constituted meeting.

SECTION 4.03. Board of Directors. Except for the powers and duties expressly assigned to the Trustees in Section 4.02, the Board of Directors shall be responsible for managing and controlling the affairs, administration and property of the **JEWISH FEDERATION**. By way of illustration and not limitation, the Board of Directors shall have the power and duty to:

- (a) Make all operational and organizational policy decisions not specifically assigned to the Trustees by these Bylaws;
- (b) Recommend amendments to these Bylaws for action by the Trustees or Members, as the case may be;
- (c) Implement the mission and purposes of the **JEWISH FEDERATION** as expressed in Article I, recommend to the Trustees strategic and other long-range plans to advance this mission and monitor the progress of the **JEWISH FEDERATION** in so doing;
- (d) Formulate public policy positions of the **JEWISH FEDERATION**;

(e) Authorize the **JEWISH FEDERATION** to accept or reject real property proposed to be conveyed to the **JEWISH FEDERATION** through gifts, grants or bequests;

(f) Authorize the **JEWISH FEDERATION** to buy, sell, lease and otherwise dispose of other real estate, and to borrow funds, whether or not secured by any assets of the **JEWISH FEDERATION**;

(g) Monitor the expenditure of the monies and the use of the other assets that **JEWISH FEDERATION** owns or controls (including, but not limited to, providing for annual audits), in consultation with the Chief Executive and Financial Officers of the **JEWISH FEDERATION**;

(h) Approve the spending rate policy of the **JEWISH FEDERATION**, and related matters, as more fully described in Section 8.03.

(i) Approve or disapprove the Board Chair's recommendations regarding the employment of the President and CEO pursuant to Section 4.04(b)(2)(viii);

(j) Adopt procedures for establishing and changing the respective responsibilities of volunteers in leadership positions in the **JEWISH FEDERATION** that are not set forth in these Bylaws;

(k) Initiate or receive, and consider and refer to the Trustees, (i) matters intended for action by the Trustees; provided, however, that the Trustees shall not be bound by such recommendations; and further provided that the Trustees may take action on matters that have not been considered by the Board of Directors but that are within the powers and duties of the Trustees; and (ii) matters within the authority of the Board of Directors but that the Board decides should receive input, approval or both from the Trustees;

(l) Propose to the Trustees procedures for admission, inclusion, change or termination of Constituent Agencies of the **JEWISH FEDERATION** as provided in Section 11.01, as well as mergers of Constituent Agencies (if and to the extent so provided in their respective governing documents);

(m) Recommend to the Trustees, for their approval, allocations of money received by the **JEWISH FEDERATION** for purposes described in Section 4.02(a);

(n) Establish and abolish, from time to time, other groups within the **JEWISH FEDERATION** structure that are not mandated by these Bylaws, 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 Bylaws on the delegation of rights and powers;

(o) Exercise any power of the Trustees pursuant to Section 4.02 to the extent permitted by law, but only when convened by the Board Chair of the **JEWISH FEDERATION** (or, if applicable, a Vice Chair designated pursuant to Section 4.04(c)(1))

if, because of the exigencies of the situation, a decision that should otherwise be made by the Trustees cannot be so made in a timely manner (an “emergency situation”);

(p) Exercise all powers and duties of the board of directors of a nonprofit corporation pursuant to the Pennsylvania Nonprofit Corporation Law of 1988, except for such powers and duties as these Bylaws expressly provide are to be exercised by another body, such as the Trustees; and

(q) Address matters referred to it by the Trustees, and make recommendations as to issues it refers to the Trustees.

SECTION 4.04. Officers.

(a) Generally. The Officers of the **JEWISH FEDERATION** shall consist of a Board Chair, not fewer than four (4) and not more than eight (8) Vice Chairs (one of whom may, but need not, be designated by the Governance and Nominations Committee as the Senior Vice Chair), a President and Chief Executive Officer (“CEO”), a Secretary, a Treasurer and such other officers, if any, as the Trustees may authorize from time to time by appropriate resolution. Three (3) of the Vice Chairs shall have specific portfolios, as follows: Vice Chair for Financial Resource Development; Vice Chair for Endowments; and Vice Chair for Policy, Strategy and Funding. Each Vice Chair and the Treasurer shall also serve as an Assistant Secretary if and when the Secretary is absent or unable to act as such.

(b) Board Chair.

(1) The Board Chair shall be the chief volunteer officer of the **JEWISH FEDERATION** and, as such, have the power to perform the usual duties of an executive officer of a corporation, with general supervision over and direction of the affairs of the **JEWISH FEDERATION**. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these Bylaws, and the authorized actions of the Trustees, the Board Chair shall be responsible for setting the agendas (in collaboration with the Executive Committee), scheduling, designating the place, causing minutes to be maintained and presiding at all of the following meetings at which he or she is present: (i) the members of the **JEWISH FEDERATION**; (ii) the Trustees; and (iii) the Board of Directors.

(2) Subject to the other provisions of these Bylaws, the Board Chair’s duties shall include:

(i) Serving, with the President and CEO, as the spokesperson and ambassador for the **JEWISH FEDERATION** in order to ensure that the mission and purposes of the **JEWISH FEDERATION** are articulated clearly and with one voice;

(ii) Overseeing the **JEWISH FEDERATION’S** financial resource development activities and strategic and other long-range planning;

(iii) Overseeing the **JEWISH FEDERATION'S** activities to achieve its mission and purposes;

(iv) Reporting to the members of the **JEWISH FEDERATION** and to the Jewish community on the status of efforts to achieve the **JEWISH FEDERATION'S** mission and purposes.

(v) Contributing personally at a leadership level to the fund-raising activities of the **JEWISH FEDERATION**; and personally soliciting, and recruiting others to solicit, contributions thereto and to the **JEWISH FEDERATION'S** endowments;

(vi) Executing contracts on behalf of the **JEWISH FEDERATION** if and when necessary, and ensuring that procedures are in place and are utilized for the payment of the **JEWISH FEDERATION'S** financial obligations when they become due;

(vii) With the President and CEO, assuring that the **JEWISH FEDERATION** complies with all applicable contracts, laws, and governmental requirements (including, but not limited to, requirements relating to financial audits, conflicts of interest and "whistle blowing");

(viii) Overseeing the hiring, terms of employment, annual performance evaluation, renewal and termination of services of the President and CEO and making recommendations to the Board of Directors relating to those matters for consideration pursuant to Section 4.03(i);

(ix) With the President and CEO, managing the **JEWISH FEDERATION'S** relationships with regional, national and international organizations;

(x) Preparing for the orderly succession at the conclusion of the Board Chair's term;

(xi) Designating the person or individuals to perform the duties and responsibilities of the President and CEO during the President and CEO's absence or disability, or upon his or her death, resignation or termination; and

(xii) Performing such other duties as may be assigned to the Board Chair by the Trustees or the Board of Directors, or both.

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

(4) Subject to the other provisions of these Bylaws, the Board Chair shall be an *ex-officio* member of all committees and shall appoint, and may remove, (i) the members of the Board of Directors specified in Section 8.01(a)(iv); (ii) the **JEWISH FEDERATION'S** representatives to regional, national and international organizations of which the **JEWISH FEDERATION** is a part; and (iii) unless otherwise provided in these Bylaws, all members of all committees.

(c) Vice Chairs.

(1) During the absence, disability or death of the Board Chair, or his or her resignation, the duties and responsibilities shall be carried on by the Senior Vice Chair or, if there is not then a Senior Vice Chair, by one of the incumbent Vice Chairs, as designated by the Board Chair, for the specific period of the Board Chair's absence or disability, but in no event beyond the term of the Board Chair. If the Board Chair does not designate the Vice Chair to serve during such absence or disability, the Board of Directors shall do so.

(2) The Board Chair may assign specific leadership responsibilities (that are not otherwise designated by law or by Section 4.04(a) of these Bylaws) to certain Vice Chairs, and they may have other titles by reason of such assignments. If a Vice Chair is under Section 4.04(a) or this subsection assigned to a certain leadership responsibility, the three consecutive year limitation in Section 6.01 shall apply only to serving as Vice Chair for that assigned leadership responsibility.

(d) President and Chief Executive Officer.

(1) The President and CEO shall serve as the chief professional officer of the **JEWISH FEDERATION** during the term of his or her employment. The President and CEO shall report to and consult with the Board Chair of the **JEWISH FEDERATION** on all matters of importance to the **JEWISH FEDERATION** and shall serve as a non-voting member of the Board of Directors and Executive Committee.

(2) Except as may be otherwise provided in his or her employment contract and subject to other provisions of these Bylaws, the President and CEO shall perform the following duties:

(i) Acting as the spokesperson and ambassador for the **JEWISH FEDERATION**, in coordination with the Board Chair, to ensure that the message of the **JEWISH FEDERATION** is articulated clearly and with one voice;

(ii) Through periodic population studies and other analyses, assuring that the current and future needs of the Jewish community of Greater Philadelphia are understood and will be effectively addressed;

(iii) Promoting transparency in the **JEWISH FEDERATION'S** processes and the implementation of its policies;

(iv) Proposing to the **JEWISH FEDERATION'S** Board of Directors goals, policies and plans needed to achieve the **JEWISH FEDERATION'S** mission and purposes;

(v) Monitoring and reporting to the members of the **JEWISH FEDERATION** and to the Jewish community about the status of efforts to achieve the **JEWISH FEDERATION'S** mission and purposes;

(vi) Contributing personally to the Jewish Communal Fund annually at a leadership level and personally soliciting, and recruiting others to solicit, contributions thereto and to the **JEWISH FEDERATION'S** endowments;

(vii) Executing contracts on behalf of the **JEWISH FEDERATION** if and when necessary and ensuring that procedures are in place and are utilized for the payment of the **JEWISH FEDERATION'S** financial obligations when they become due;

(viii) Assuring that the **JEWISH FEDERATION** is managed effectively and efficiently, including by supervising its professional staff;

(ix) Managing the **JEWISH FEDERATION'S** relationships with local, regional, national and international organizations; and

(x) Preparing for the orderly succession at the conclusion of the Board Chair's term.

(e) Treasurer.

(1) The Treasurer shall have responsibility for the custody of all funds of the **JEWISH 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 Bylaws, as well as such other duties and powers as may be assigned to the Treasurer, from time to time, by the Trustees. The Treasurer shall report to the Board Chair.

(2) Before entering upon the duties of the office of Treasurer, 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 (or, if there is no successor in place, to the Board Chair) all books, papers, securities and money of the **JEWISH FEDERATION**.

(f) Secretary. The Secretary has the responsibility for assuring that the minutes of meetings of the members of the **JEWISH FEDERATION**, of the Trustees and of the Board of Directors are taken and recorded in the books of the corporation kept for that purpose. The Secretary shall have the responsibility for assuring that all notices required by law or by these Bylaws are given 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 Bylaws, as well as such other duties and powers as may be assigned, from time to time, by the Trustees. The Secretary shall report to the Board Chair.

ARTICLE V

Trustees

SECTION 5.01. Categories of Trustees.

The Trustees shall consist of the following individuals:

(a) **Elected Trustees:**

(1) Not more than two hundred (200) individuals, who shall be elected in the manner and for the terms specified in Section 5.03 ("Elected Trustees").

(2) If and when an individual who is an Elected Trustee shall become a "Mandated Trustee" (as defined in Section 5.01(b)), or an "Honorary Trustee" (as defined in Section 5.01(c)), that individual's term as an Elected Trustee shall end automatically.

(b) **Mandated Trustees:**

(1) The person designated in writing prior to the beginning of each Official Year by each Constituent Agency of the **JEWISH FEDERATION** as its official representative on the Trustees, but, if no such designation is made, the president or chief volunteer officer (by whatever name denominated) of the Constituent Agency, shall be deemed to be its official representative for this purpose; provided that, in either event, the agency's representative must be eligible to serve on the Trustees pursuant to Section 5.02(a). Such person's tenure as a Mandated Trustee of the Trustees of the **JEWISH FEDERATION** shall continue as long as that agency shall continue to be a Constituent Agency of the **JEWISH FEDERATION** and as long as such person continues to be the official representative of that agency and meets the qualifications of Section 5.02(b).

(2) The past chief volunteer officers of the **JEWISH FEDERATION** (by whatever name denominated), and the past chairs of the **JEWISH FEDERATION'S** annual fundraising campaigns, however named.

(3) All members of the Board of Directors, as designated in Section 8.01(a).

(4) A member of the Jewish Community Relations Council ("JCRC") other than its chair, as designated by the JCRC Executive Committee.

(c) Honorary Trustees:

(1) Any Trustee who has served as a member of the Trustees for a minimum of twenty (20) years and has reached the age of seventy-five (75) years may be designated by the Trustees as an Honorary Trustee.

(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 5.02. Eligibility for Service as a Trustee.

(a) Initial Eligibility: To be eligible to serve as a Trustee, each individual must:

(1) Be a member of the **JEWISH FEDERATION** eighteen (18) or more years of age, and

(2) Not be delinquent (as that term is defined in Section 5.09(a)) in the payment of pledges to the annual fundraising campaigns of the **JEWISH FEDERATION**; and

(3) Not be the chief professional officer of a Constituent Agency or a Beneficiary Agency of the **JEWISH FEDERATION**; and

(4) Have demonstrated a commitment to the mission and purposes of the **JEWISH FEDERATION**, as set forth in Article I.

(b) Continuing Eligibility: While an individual is serving on the Trustees, the Trustee shall maintain his or her initial eligibility to so serve, and shall also:

(1) Make contributions to the annual fundraising campaign of the **JEWISH FEDERATION**, which contributions, in the aggregate, are generous in proportion to the Trustee's ability; and

(2) Promote the **JEWISH FEDERATION** in the community and participate in the **JEWISH FEDERATION** activities such as Super Sunday, campaign phone-a-thons, the Annual Banquet, and any other major **JEWISH FEDERATION** activities; and

(3) Comply with all policies of the **JEWISH FEDERATION** that are applicable to Trustees, as they may be duly promulgated from time to time.

SECTION 5.03. Number & Terms of Elected Trustees.

(a) (1) At the regular meeting of the members of the **JEWISH FEDERATION**, not more than one hundred (100) individuals shall be elected to serve as Elected Trustees for terms of two (2) consecutive "Official Years" (as defined in Section 13.03) beginning on the first day of the Official Year following their election.

(2) Notwithstanding the foregoing, the term of office of a Trustee may be shorter than the time periods specified above as to any Trustee who is appointed to fill the unexpired term of his or her predecessor in office pursuant to Section 5.08.

(b) In accordance with the procedure established in Article VII, 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 that have not been filled pursuant to Section 5.08. The number of vacancies to be filled at the time of each annual election of Trustees shall be fixed by the Governance & Nominations Committee; provided that, unless the Trustees specifically direct otherwise, the number of vacancies so fixed shall be such that, when they are filled, the number of Elected Trustees in office upon the commencement of the Official Year following the election is no fewer than one hundred ninety-five (195) individuals nor more than two hundred (200) individuals.

SECTION 5.04. Term Limits. No person who has served as an Elected Trustee of the **JEWISH 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 5.05. Meetings of the Trustees. The Trustees shall hold regular meetings at least four (4) times during each Official Year as scheduled by the Board Chair pursuant to Section 4.04(b)(1). Special meetings of the Trustees shall be held whenever called by the Board Chair 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.

SECTION 5.06. Voting rights. All Trustees other than Honorary Trustees shall have the right to vote at meetings of the Trustees ("Voting Trustees"). Fifty (50) Voting Trustees shall constitute a quorum for the transaction of business.

SECTION 5.07. Removal of a Trustee.

(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 the **JEWISH FEDERATION** by the Executive Committee (described in Section 9.02).

(b) The grounds that the Executive 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 meet his or her responsibilities as a Trustee pursuant to Section 5.02(b) or (iii) conduct that reflects discredit upon the **JEWISH FEDERATION**, any Constituent or Beneficiary Agency, or the Jewish people.

(c) Except as otherwise provided in Section 5.09(b), written specifications of the charges against a Trustee must be submitted first to the Executive Committee which, if it deems them significant, shall investigate the charges. The Executive Committee shall send a copy of the specifications to the Trustee involved by "received

written notice" (as described in Section 13.01(d)), and shall permit the Trustee and his or her representative to be present at any hearing it conducts. Within a reasonable time thereafter, the Executive Committee shall submit to the Trustees a report of its investigation, setting forth its conclusions and recommendations. Recommendations for removal of a Trustee shall require the affirmative vote of two-thirds (2/3) of the members of the Executive Committee.

(d) No Trustee shall be removed by the Trustees without (i) at least thirty (30) days' prior receipted 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 5.08. Filling Vacancies in the Elected Trustees. The Board Chair of the **JEWISH FEDERATION** may, but need not, appoint a successor to any Elected Trustee whose seat becomes vacant before the end of his or her term, but such appointment shall not exceed the balance of the term of his or her predecessor in office.

SECTION 5.09. Trustee Delinquencies.

(a) A Trustee shall be deemed to be "delinquent" in the payment of a pledge to the **JEWISH FEDERATION'S** annual fundraising campaign if (i) any such pledge has not been paid in full by December 31 of the second year following the Campaign Year 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 Bylaws shall have no bearing on the definition of "delinquent" for administrative purposes of the **JEWISH FEDERATION'S** annual fundraising campaigns or for any other purposes.

(b) Any elected, Mandated or Appointed 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 the **JEWISH 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 5.09(c)) unless a delay for a specified period of time is recommended by the Executive Committee and approved by the Board Chair before expiration of the thirty (30) days after the mailing of the Delinquency Notice. Such a delay shall be granted only if the Executive Committee and the Board Chair 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 Board Chair 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 5.09(a)), the Board Chair will receive the name of each Trustee who is about to become delinquent, whereupon the Board Chair or the Board Chair's designee shall give at least thirty (30) days' receipted 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 Executive Committee for a delay in the application of Section 5.09(b).

(d) Any notice under the foregoing subsections of this Section 5.09 shall be deemed to have been given to a Trustee when it is transmitted to the Trustee as provided in Section 13.01.

(e) If a Mandated Trustee shall be ineligible to serve, or shall cease to be a Trustee, (and of the Board of Directors, if applicable), by application of the provisions of Section 5.09(b), the agency, organization, body or committee of which such person is the president, head or chief volunteer officer shall be notified 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).

ARTICLE VI

Officers

SECTION 6.01. Terms. The officers of the **JEWISH FEDERATION** (other than the President and CEO) shall take office on the first day of the **JEWISH 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 (other than the President and CEO) 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 and CEO) shall hold the same office for more than three (3) consecutive one (1) year terms.

SECTION 6.02. Eligibility. To be eligible to serve as an officer of the **JEWISH FEDERATION** (other than as President and CEO), an individual must meet the eligibility requirements of Trustees under Section 5.02(a) and (b), and to continue to serve as such an officer an individual must meet the requirements of Section 8.02. No person shall serve at the same time as an officer of the **JEWISH FEDERATION** and as chief volunteer officer (by whatever name designated) or as a paid professional of any Constituent Agency or Beneficiary Agency of the **JEWISH FEDERATION**.

SECTION 6.03. Removal and Suspension.

(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 the **JEWISH FEDERATION** by a special committee consisting of the head and at least two other members of the incumbent Governance & Nominations Committee designated by the Board Chair (the "Special Committee").

(b) The grounds that the Special Committee may consider in making its recommendation may include, without limitation, (i) misconduct in office, or (ii) any ground that would warrant removal of a Trustee, as set forth in Section 5.07.

(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 Special Committee shall send a copy of the specifications to the officer involved in the form of a written notice, 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. Recommendations 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 receipted 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.

(e) If an officer is accused of a crime, an act of moral turpitude, or conduct that would violate Section 5.07(b)(iii), the Board Chair, after considering the nature and source of the accusation, may temporarily suspend that officer during the course of the investigation by the Special Committee and until the procedure in this Section 6.03 has been completed. If the Board Chair is the officer accused of a crime, act of moral turpitude or conduct that would violate Section 5.07(b)(iii), the Senior Vice Chair or Vice Chair designated by the Board of Directors under Section 4.04(c)(1) shall have the authority to exercise the Board Chair's power under this subsection.

SECTION 6.04. Filling Vacancies. The Trustees shall have the power to fill any vacancies in any office occurring for whatever reason, as more fully provided in Section 7.07(c).

ARTICLE VII

Nominations and Elections of Officers and Trustees

SECTION 7.01. Election of Trustees shall take place annually at such time no later than July 31 and in such place or places as the Board Chair shall designate each year, as provided in Section 3.01. All members of the **JEWISH FEDERATION** shall be entitled to vote in the election of Trustees.

SECTION 7.02. Election of Officers of the **JEWISH FEDERATION** (other than the President and CEO) shall take place annually no later than July 31 at a meeting of the Trustees called by the Board Chair for that purpose. All Voting Trustees shall be entitled to vote in the election of officers.

SECTION 7.03. Nomination of Officers by Governance & Nominations Committee.

(a) The Governance & Nominations Committee (more fully described in Section 9.03(g)), at a meeting convened with notice pursuant to Section 13.01, shall nominate candidates for officer positions of the **JEWISH FEDERATION** to be filled by an election at a Trustees' meeting, as provided in Section 7.02. Nominations shall require the vote of at least ten (10) members of the Governance & Nominations Committee in favor of the candidate. The Governance & Nominations Committee shall submit its report of nominations of officers to the Secretary of the **JEWISH FEDERATION** at least sixty (60) 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 fifty (50) days prior to the date of that Trustees' meeting. The chair of the Governance & Nominations Committee shall certify to the Secretary that all candidates for officer positions it has nominated are eligible pursuant to Section 6.02.

(b) If no candidate for a specific office can obtain the favorable vote of at least ten (10) members of the Governance & Nominations Committee, the chair of the Governance & Nominations Committee shall report that fact to the Board Chair as soon as possible, and the Board Chair 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 & Nominations Committee.

(c) The Governance & Nominations Committee may nominate one or two chief volunteer officers to be elected as Co-Board Chairs of the **JEWISH FEDERATION**. If Co-Chairs are nominated as chief volunteer officers, their respective areas of responsibility shall be designated at the time of their nomination.

SECTION 7.04. Nominations of Officers by the Trustees.

(a) Independently of the Governance & Nominations Committee, fifteen (15) Trustees may also nominate candidates for election as officers of the **JEWISH FEDERATION**, provided that each candidate shall have consented to being placed in nomination in a written consent that accompanies the nominating petition for such candidate, filed with the Secretary of the **JEWISH FEDERATION**. Such petitions shall be on forms provided by the Secretary of the **JEWISH FEDERATION**, which forms shall be available at least fifty (50) 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 the **JEWISH 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 the **JEWISH FEDERATION** pursuant to

Section 6.02, (b) that each such candidate has obtained the required number of signatures on his or her nominating petition by individuals who are Trustees of the **JEWISH 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 Trustees the names of all individuals who have been duly nominated (i) by the Governance & Nominations Committee, pursuant to Section 7.03(a), (ii) by the Board of Directors, pursuant to Section 7.03(b), or (iii) by petition, pursuant to Section 7.04(a).

SECTION 7.05. Nominations of Trustees by the Governance & Nominations Committee.

(a) (1) The Governance & Nominations Committee, at a meeting for which written notice is duly given, shall nominate candidates for Trustee, to be filled at the annual election of Trustees.

(2) In making all such nominations, the Governance & Nominations Committee shall, to the extent practicable, assure that the Trustees include residents of each of the five (5) counties in the service area of the **JEWISH FEDERATION** and reflects the broad spectrum of concerns and points of view in the Greater Philadelphia Jewish community.

(3) In making such nominations, the Governance & Nominations Committee shall nominate individuals who support the mission and purposes of the **JEWISH FEDERATION** set forth in Article I and meet the eligibility requirements set forth in Section 5.02(a).

(4) In making such nominations, the Governance & Nominations Committee shall, to the extent practicable, solicit suggestions for nominations from members of the **JEWISH FEDERATION'S** committees and affiliated groups, agencies, synagogues, and other Jewish organizations in the Greater Philadelphia Area.

(b) At least sixty (60) days prior to the date of the annual election of Trustees, the Governance & Nominations Committee shall submit to the Secretary of the **JEWISH 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 Chair of the Governance & Nominations Committee shall certify the eligibility of the candidates so nominated to serve on the Trustees, pursuant to Section 5.02, and at least fifty (50) days prior to the date of such election the Secretary shall cause to be published on its web site and via such other means of electronic communication as the **JEWISH FEDERATION** then uses, in the printed version of the JEWISH EXPONENT, and in such other publications in the Greater Philadelphia area as shall be owned by the JEWISH EXPONENT, a notice 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 individuals nominated by the Governance & Nominations Committee to serve as

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 7.06. Nomination of Trustees by the Members of the **JEWISH FEDERATION.**

(a) Independently of the Governance & Nominations Committee, two hundred fifty (250) members of the **JEWISH FEDERATION** may also nominate candidates for election as Trustees, provided that each such candidate shall be eligible to serve on the Trustees pursuant to Section 5.02(a), and shall have consented to being placed in nomination in a written consent that shall accompany the nominating petition for that candidate. Such petitions shall be on forms provided by the **JEWISH 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 the **JEWISH 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 as Trustees, pursuant to Section 5.02(a), (ii) that each such candidate has obtained the required number of signatures on his or her nominating petition by individuals who are members of the **JEWISH 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 on the **JEWISH FEDERATION'S** website and such other means of electronic communication as the **JEWISH FEDERATION** then uses, in the printed version of 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 & Nominations 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 (designated pursuant to Section 7.07(b)) will determine the eligibility of individuals to vote in the election if any question should arise as to eligibility.

SECTION 7.07. Election Procedures.

(a) Election of Trustees at the annual election shall be only from among the candidates nominated pursuant to Section 7.05 or Section 7.06; provided, however, that if before the date of the election any candidate who shall have been nominated by the Governance & Nominations Committee shall die, withdraw, be or become legally incompetent, or be or become ineligible to serve if elected, a substitute candidate for Trustee may be nominated by the Governance & Nominations Committee at any time before publication of the names of the candidates as required under Section 7.06. All ballots for election of Trustees shall be cast in person; voting by proxy shall not be

permitted. Each member of the **JEWISH 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 has been filled.

(b) The Board Chair of the **JEWISH FEDERATION** shall appoint three (3) 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 individuals seeking to vote in the election are members of the **JEWISH FEDERATION**. The Judges of Election shall act by majority decision. The record date for determination of members of the **JEWISH 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.

(c) Vacancies in any officer position 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, upon the report of the Governance & Nominations Committee rendered, at the request of the Board Chair of the **JEWISH FEDERATION**, as follows: At least twenty (20) days before the date of the Trustees meeting at which such vacancies shall be filled, the chair of the Governance & Nominations Committee shall submit to the Secretary of the **JEWISH FEDERATION** a report of the designations and number of vacancies in officer positions and the Trustees to be filled and the nominations to fill those vacancies. The chair of the Governance & Nominations Committee shall certify the eligibility of such candidates to serve as officers of the **JEWISH FEDERATION** under Section 6.02, and the Board Chair shall cause the report to be sent to all members of the Trustees, in the form of a written notice, not later than ten (10) days before the date of the Trustees' meeting at which such vote is scheduled to be taken.

ARTICLE VIII

Board of Directors

SECTION 8.01. Composition, Meetings, etc.

(a) There shall be a Board of Directors, which shall be composed of not more than twenty-nine (29) voting members comprised of (i) all of the **JEWISH FEDERATION'S** officers, (ii) the chief volunteer officer who immediately preceded the Board Chair, regardless of his or her title (hereinafter referred to as "Immediate Past Board Chair"), (iii) the chairs of each of the **JEWISH FEDERATION'S** standing committees (identified in Section 9.03), and (iv) other individuals appointed by the Board Chair and approved by the Trustees. In making the Board Chair's appointment to the Board of Directors, consideration shall be given (among other factors) to including the presidents or chairs of Women's Philanthropy, the NextGen Group, affinity groups recognized pursuant to Section 9.04, the Jewish Publishing Group and representatives of the current chief volunteer officers of the **JEWISH FEDERATION'S** Constituent 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 Past Board Chairs of the **JEWISH FEDERATION** (by whatever title the chief volunteer officer is denominated), other than the Immediate Past Board Chair, and the President and CEO of the **JEWISH FEDERATION**, shall serve as non-voting ex-officio members of the Board of Directors.

(b) No person who has served as a member of the Board of Directors pursuant to an appointment by the Board Chair for three (3) consecutive one-year terms shall be appointed to the Board of Directors by the Board Chair 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.

(c) Except as is provided otherwise in Section 4.02, the affairs, administration and property of the **JEWISH FEDERATION** shall be managed and controlled by the Board of Directors.

(d) The Board of Directors shall meet at least four (4) times during each Official Year at times and places designated by the Board Chair. Without in any way limiting the foregoing, in an emergency situation (defined in Section 4.03(o)), as determined by the Board Chair of the **JEWISH FEDERATION**, when action is required, a special meeting of the Board of Directors shall be called for that purpose, with notice thereof pursuant to Section 13.01(a).

(e) At all meetings of the Board of Directors, a quorum for the transaction of business shall be the presence of fifteen (15) members, and an affirmative vote by a majority, but no fewer than ten (10) of the Directors present shall be needed to approve any action. Meetings of the Board of Directors shall not be open to non-members of the Board of Directors, except upon the invitation of the Board Chair or President and CEO.

SECTION 8.02. Eligibility to Serve on the Board of Directors. To be eligible to serve on the Board of Directors, an individual must meet the requirements to be a Trustee set forth in Section 5.02 (whether or not he or she is a Trustee at the commencement of his or her term as Director). While serving as a Director such individual is expected to:

- (a) attend at least 50% of Board of Directors meetings; and
- (b) personally solicit, and recommend others to solicit, contributions to the Jewish Community Fund and the **JEWISH FEDERATION'S** endowments.

SECTION 8.03. Policies Relating to Endowment Funds. The Board of Directors shall approve the **JEWISH FEDERATION'S** spending rate policy and each year designate in writing the endowment funds of the **JEWISH FEDERATION** to which the spending rate policy shall apply, including at all times the **JEWISH FEDERATION'S** Unrestricted Endowment Fund.

(a) Subject to the sentence that follows, annual distributions from the **JEWISH FEDERATION'S** Unrestricted Endowment Fund shall not exceed the amount

determined by application of the approved spending rate policy. Distributions from the Unrestricted Endowment Fund to cover direct and indirect expenses of the **JEWISH FEDERATION'S** Endowment Department shall be in addition to funds distributed pursuant to the approved spending rate.

(b) Notwithstanding the above, 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 the **JEWISH FEDERATION'S** Unrestricted Endowment Fund that exceed the amount determined by application of the approved spending rate policy.

ARTICLE IX

Committees and Other Groups

SECTION 9.01. Committees and Other Groups Generally.

(a) The Board Chair may, with the consent of the Board of Directors, establish and abolish, from time to time, such committees and groups within the **JEWISH FEDERATION**, in addition to those groups and committees whose functions are expressly described in these Bylaws (e.g., the Trustees described in Section 4.02 and Article V, the Board of Directors described in Section 4.03 and Article VIII, and the Standing Committees described in Sections 9.02 and 9.03), as the Board Chair deems appropriate, with such rights and powers as are specified at the time they are created (or as may be subsequently modified by the Board Chair with the consent of the Board of Directors); subject to whatever limitations may be imposed by law or these Bylaws on the delegation of rights and powers. Except as may otherwise be specified in these Bylaws or the documentation creating such committees or other groups, the heads of all such committees and groups shall be appointed by the Board Chair, and the other members of all committees and other groups shall be appointed on an annual basis by the Board Chair with the consultation of their respective heads (unless the Board of Directors specifies some other composition or procedure for the selection of such members). The heads of committees and other groups may designate sub-committees and appoint the heads and members of those sub-committees. Each committee and other group established in, or pursuant to, these Bylaws shall adopt a charter setting forth its purpose, which shall not be inconsistent with the **JEWISH FEDERATION'S** Articles of Incorporation or these Bylaws.

(b) Except for those committees and other groups the terms of membership of which are expressly described in these Bylaws, the terms of service on such committee or other group shall be three (3) years and no person who has served as a member of a the **JEWISH FEDERATION** committee or other group for six (6) consecutive years shall be appointed to membership on that committee or group 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). The terms of service of heads of committees and other groups shall be three

(3) years, which shall not be included in determining eligibility to serve as a member of a committee or group under the preceding sentence. Heads of committees and other groups may not serve in that capacity more than two (2) consecutive terms.

(c) Each **JEWISH FEDERATION** committee or other group shall, to the extent practicable, include representation from throughout the Greater Philadelphia Area. Nominations for membership on **JEWISH FEDERATION** committees may also be solicited from agencies and synagogues.

(d) To be eligible to serve on a **JEWISH FEDERATION** committee or other group referred to in Section 9.03 or Section 9.04, each member of such committee or other group must be a member of the **JEWISH FEDERATION** in accordance with Article II and must meet the eligibility requirements for Trustees set forth in Section 5.02.

(e) All **JEWISH FEDERATION** committees and other groups established under Section 9.03 or Section 9.04 shall be accountable to the Board of Directors, except that the Audit committee established pursuant to Section 9.03(a) shall be governed by the applicable standards of independence as promulgated by pertinent governmental and accounting industry bodies.

SECTION 9.02. Executive Committee.

(a) There shall be an Executive Committee, which shall be comprised of all the officers of the **JEWISH FEDERATION** (including the President and CEO as a non-voting member) and, at the discretion of the Board Chair, one (1) additional member appointed by the Board Chair from among the Directors.

(b) The Executive Committee shall be responsible for counseling the Board Chair and making recommendations to the Board of Directors on matters for which the Board of Directors is responsible and for recommending removal of Trustees under Section 5.07. The Executive Committee shall have such other responsibilities, rights and powers as may be assigned to it by the Board Chair or the Board of Directors, unless such other responsibilities, rights and powers are otherwise assigned under these Bylaws, subject to whatever limitations may be imposed by applicable law or these Bylaws.

SECTION 9.03. Other Standing Committees. In addition to the Executive Committee, described in Section 9.02, there shall be the following standing committees:

(a) **Audit Committee.**

(1) The Audit Committee shall be responsible for selecting the **JEWISH FEDERATION'S** independent auditor; reviewing the **JEWISH FEDERATION'S** accounting policies and procedures to ensure that best practices are being followed; and reviewing and presenting to the Board of Directors the auditor's report and the **JEWISH FEDERATION'S** tax returns.

(2) The Audit Committee shall be composed of at least three members, at least one of whom is currently a member of the Board of Directors and all of whom meet the applicable standards of independence as promulgated by pertinent governmental or accounting industry bodies, have a working familiarity with basic finance and accounting practices, and comply with all other pertinent financial literacy requirements. The chair of the Audit Committee shall be appointed by the Board Chair, after consultation with the Treasurer and the CFO. Other members of the Audit Committee shall be appointed by the committee chair.

(b) Campaign Committee.

(1) The Campaign Committee shall be responsible for leading the Jewish Community Fund Campaign and such other fundraising activities as are assigned by the Board Chair, in consultation with the Board of Directors.

(2) The Board Chair shall appoint the members of this committee, which shall be no fewer than 7 nor more than 15. The Vice Chair for Financial Resource Development shall be the chair of the committee.

(c) Compensation Committee.

(1) The Compensation Committee shall oversee the structure, nature and design of the **JEWISH FEDERATION'S** salary and benefit plans, review the annual evaluation of the President and CEO and approve his or her proposed compensation and benefits; and annually review and approve salaries, organizational merit increases and benefits for all senior executives.

(2) The Treasurer shall be the chair of the Compensation Committee, and the other members shall consist of the Board Chair, Immediate Past Board Chair, and not more than four other voting members appointed by the Board Chair. The President and CEO and the CFO shall be non-voting members, except they may not participate in matters relating to themselves.

(d) Endowments Committee.

(1) The Endowments Committee shall be responsible for recommending to the Board of Directors policies relating to the **JEWISH FEDERATION** endowment. The committee shall coordinate its activities with the Federation Endowments Corporation (a wholly-owned subsidiary of the **JEWISH FEDERATION**) and with the Investment Committee.

(2) The Vice Chair for Endowments shall chair the Endowments Committee, which shall include as members the Treasurer and the chair of the Investment Committee, and at least 25 other members appointed by the committee chair in consultation with the Board Chair.

(e) Ethics Committee.

(1) The Ethics Committee shall be responsible for managing the various ethics-related responsibilities of the officers, Trustees and Board of Directors, including advising about changes to the **JEWISH FEDERATION'S** policies with respect to ethics, conflicts of interest and "whistle blowers," overseeing investigations into alleged violations of such policies, and resolution of other ethical concerns that may arise.

(2) The Ethics Committee shall have at least five (5) members consisting of the Board Chair, who shall serve as chair, the President and CEO, the CFO, and two additional members appointed by the Board Chair of whom one shall be a practicing rabbi and the other a practicing lawyer.

(f) Finance Committee.

(1) The Finance Committee shall: (a) review and approve the **JEWISH FEDERATION'S** annual operating and capital budgets; (b) monitor financial performance against the relevant budget(s); (c) review and recommend the amounts of allocable funds, spend rate, administrative fees, shrinkage rate and pension actuarial assumptions; (d) approve policies and procedures for general and endowment accounting and financial practices; (e) ensure that risks are appropriately insured; (f) monitor long-term debt policy; (g) provide oversight for protection of assets and protection against liability; (h) oversee treasury activities; (i) develop strategies and solutions to financial challenges and opportunities; and (j) ensure effective communication with the Audit Committee, the **JEWISH FEDERATION** Endowments Corporation, Investment Committee and Real Estate Committee, if and when needed.

(2) The Treasurer shall be the chair of the Finance Committee. The other members of the Finance Committee shall consist of the chair of the **JEWISH FEDERATION** Endowments Corporation, the chairs of the **JEWISH FEDERATION'S** Investment Committee and Policy, Strategy and Funding Committee, and one (1) or more additional member(s) appointed by the Board Chair, all of whom must have a working familiarity with basic finance and accounting.

(g) Governance & Nominations Committee.

(1) The Governance & Nominations Committee (which may, but need not, function through a Governance Subcommittee and a Nominations Subcommittee) shall, as needed: (a) recommend changes in governance practices for Officers, Directors and Trustees; (b) develop and implement leadership succession plans; (c) ensure the availability of leadership development training and opportunities; (d) manage the nomination and election processes in accordance with Article VII of these Bylaws; (e) recommend amendments to the Bylaws; (f) confirm the eligibility of

Trustees, Directors and Officers for nomination; and (g) identify potential Trustees for future nomination.

(2) The committee shall consist of the Immediate Past Board Chair, who shall serve as the chair, and not fewer than fourteen (14) nor more than eighteen (18) other members appointed by the committee chair, in consultation with the Board Chair. The President and CEO shall serve as a non-voting member. If the Immediate Past Board Chair is not able or willing to serve, the Board Chair shall appoint the committee chair from among the Board of Directors.

(h) Investment Committee.

(1) The Investment Committee shall be responsible for developing, reviewing and recommending to the Board of Directors the **JEWISH FEDERATION'S** investment goals; establishing the appropriate risk tolerance and overseeing risk management, and evaluating current and prospective money managers, portfolio performance and investment policy.

(2) The Vice Chair for Endowments shall be a member of the Investment Committee, but may not be the chair. The other members of the Investment Committee shall be appointed by the Board Chair (including the committee chair) and shall consist of at least five (5) and not more than fifteen (15) members, including at least two (2) members of the Board of Directors (in addition to the Vice Chair for Endowments) and at least seventy percent (70%) of whom have significant knowledge of the investment and finance industries. The Treasurer shall be an ex-officio member of the Investment Committee.

(i) Jewish Community Relations Council.

(1) The JCRC shall be the committee responsible for advancing the mission of the **JEWISH FEDERATION** through community relations, government affairs and public policy advocacy on local, national and international issues, all consistent with Jewish teaching and ethics and applicable governmental restrictions. Its areas of focus include (but are not limited to) Israel awareness and advocacy, Holocaust awareness and remembrance, and interfaith and intergroup relations.

(2) The JCRC shall be governed by an Executive Committee, comprised of the committee's chair, the five most recent past committee chairs, the chairs of each JCRC subcommittee, and members of the **JEWISH FEDERATION** who have been elected to serve on the board of directors of the Jewish Council for Public Affairs. The chair of the JCRC shall be appointed by the Board Chair. Membership on the JCRC shall be determined by the Executive Committee, based on criteria consistent with the JCRC's purpose and shall reflect the diverse perspectives and constituencies within the Jewish community of the Greater Philadelphia Area.

(j) Policy, Strategy and Funding Committee.

(1) The Policy, Strategy and Funding Committee (“PSF”) shall: (a) establish a system for allocating funds (including creating centers or other subgroups to assess community needs through, among other things, research and data collection, and to make recommendations to address such needs); (b) review center or other subgroup recommendations and agency budgets and outcomes; (c) advocate for funding programs that will address the **JEWISH FEDERATION’S** priorities; (d) recommend for approval by the Board of Directors and by the Trustees the allocation of money received by the **JEWISH FEDERATION** for purposes described in Section 1.02; (e) in consultation with the President and CEO, set the terms of grants made pursuant to the allocations approved by the Board of Directors and Trustees; and (f) act as liaison between the **JEWISH FEDERATION** and agencies, including Constituent and Beneficiary Agencies, communal organizations and government agencies and departments.

(2) The PSF Committee, all of whose members shall be appointed by the Board Chair in consultation with the committee chair, who shall be the Vice Chair for Policy, Strategy and Funding, shall consist of not fewer than seven (7) members, all of whom shall strive to be impartial in their decision-making (including full disclosure of all conflicts of interest), and shall be knowledgeable about the community’s needs and the programs and activities that are intended to meet them.

(k) Real Estate Committee.

(1) The Real Estate Committee shall: (a) advise the **JEWISH FEDERATION’S** officers and Board of Directors regarding the sale, purchase and development of **JEWISH FEDERATION’S** real estate; (b) review the **JEWISH FEDERATION’S** five-year capital budget and annual operating budget with respect to all real estate owned or occupied by the **JEWISH FEDERATION**; (c) advise the **JEWISH FEDERATION’S** officers and Board of Directors about proposed capital improvements; (d) review the progress and completion of approved capital improvements; (e) advise about leases, property maintenance, possible cost savings and other real estate issues; and (f) evaluate properties that have been donated to the **JEWISH FEDERATION**, and recommend keeping or disposing of them.

(2) The Real Estate Committee shall consist of not fewer than five (5) members, each of whom shall have substantial knowledge of Greater Philadelphia area real estate, and at least one (1) of whom shall be a Trustee of the **JEWISH FEDERATION**. The committee chair shall be appointed by the Board Chair in consultation with the President and CEO. The remaining members shall be appointed by the committee chair, in consultation with the Board Chair and CFO.

SECTION 9.04. Affinity Groups.

In addition to the committees described or referred to elsewhere in these Bylaws, from time to time, members of the **JEWISH FEDERATION** may (with the consent of the

Board Chair and Board of Directors) organize one or more affinity groups that engage in fundraising activities for specified purposes that are consistent with and advance the mission and goals of the **JEWISH FEDERATION**, in reliance upon the **JEWISH FEDERATION'S** tax-exempt status under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any future tax laws); provided that:

(a) Members of affinity groups shall be required to be members of the **JEWISH FEDERATION**.

(b) Before commencing any activities, an affinity group shall adopt a charter describing the group's mission, membership and operation, which charter shall not be inconsistent with the **JEWISH FEDERATION'S** Articles of Incorporation, these Bylaws or the **JEWISH FEDERATION'S** other activities.

(c) Because an affinity group will engage in fundraising and fund distribution activities in reliance upon the **JEWISH FEDERATION'S** tax-exempt status, it is necessary for the **JEWISH FEDERATION** to exercise oversight with regard to the affinity group's activities. Consequently, all funds raised by an affinity group shall be established on the books of the **JEWISH FEDERATION** as a Fund in the name of the affinity group. The Fund shall be the property of the **JEWISH FEDERATION**, which shall have the ultimate authority and control over the Fund. The affinity group may from time to time submit to the **JEWISH FEDERATION** recommendations for distributions, which recommendations are advisory only.

ARTICLE X

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

SECTION 10.01. Limitation of Trustees' or Directors' Liability. No Trustee or Director of the **JEWISH 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 10.01 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 10.02. Indemnification and Insurance.

(a) Indemnification of Trustees, Directors and Officers.

(1) Each Indemnitee (as defined below) shall be indemnified and held harmless by the **JEWISH 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 10.02 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 10.02 shall include the right to have the expenses reasonably incurred by the Indemnitee in defending any Proceeding paid by the **JEWISH 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 the **JEWISH 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 10.02 or otherwise.

(3) Indemnification pursuant to this Section 10.02 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 X, (A) "Indemnitee" shall mean each current or former Trustee, Director or officer of the **JEWISH FEDERATION** who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, because he or she is or was a Trustee, Director or officer of the **JEWISH FEDERATION** or is or was serving 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, at the request or for the benefit of the **JEWISH FEDERATION**; 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 the **JEWISH FEDERATION**), whether civil, criminal, administrative, investigative or through an alternative dispute resolution process. If a Director, Trustee or officer of the **JEWISH FEDERATION** serves as a trustee, director, officer, employee, agent, partner or fiduciary of another entity and (a) the **JEWISH 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 the **JEWISH FEDERATION**, such person shall be presumed (unless the **JEWISH 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 the **JEWISH FEDERATION**.

(b) Indemnification of Employees and other Individuals. The **JEWISH FEDERATION** may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other individuals 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 the **JEWISH 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 individuals may be indemnified by the Board of Directors pursuant to the first sentence of this Section 10.02(b).

(c) Claims for Indemnification and Advancement of Expenses. To the extent that a representative of the **JEWISH FEDERATION** has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the **JEWISH 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 10.02 or advancement of expenses are not made or paid by the **JEWISH FEDERATION**, or on its behalf, within ninety (90) days after a written claim for indemnification or a request for an advancement of expenses by an Indemnitee has been received by the **JEWISH FEDERATION**, such Indemnitee may, at any time thereafter, bring suit against the **JEWISH 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 the **JEWISH FEDERATION**.

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

(e) Insurance. The **JEWISH FEDERATION** shall 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 the **JEWISH FEDERATION** would have the power to indemnify such person under Pennsylvania or other law. The **JEWISH FEDERATION** may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

(f) Fund for Payment of Expenses. The **JEWISH 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 10.03. Amendment Not Affecting Indemnification. The provisions of this Article X relating to the limitation of Trustees', Directors' or officers' liability, to

indemnification and to the advancement of expenses shall constitute a contract between the **JEWISH 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 10.03. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article X that 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 the **JEWISH 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 10.01 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 X so as either to reduce the limitation of Trustees', Directors' or officers 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 the **JEWISH 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 10.04. Changes in Pennsylvania Law. Reference in this Article X to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article X 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 the **JEWISH FEDERATION** may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article X shall continue as theretofore to the extent permitted by law; and (b) if such change permits the **JEWISH 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 the **JEWISH 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 XI

Constituent and Beneficiary Agencies

SECTION 11.01. Constituent Agencies. For the purpose of these Bylaws, the constituent agencies of the **JEWISH FEDERATION** ("Constituent Agencies") shall be the agencies or organizations listed in Schedule "A" attached to these Bylaws (as their names may be changed in the future), and such other agencies or organizations as may be admitted or included as Constituent Agencies pursuant to procedures proposed by the Board of Directors and adopted by the Trustees. Each Constituent Agency shall retain that status until changed or terminated pursuant to procedures proposed by the Board of Directors and adopted by the Trustees.

SECTION 11.02. Beneficiary Agencies. For the purpose of these Bylaws, a "Beneficiary Agency" is an organization that receives an allocation of funds through the annual allocations process of the **JEWISH FEDERATION** or a direct or indirect financial benefit from the **JEWISH FEDERATION**, but that is not a Constituent Agency, and is not subject to all of the responsibilities of a Constituent Agency, *vis-a-vis* the **JEWISH FEDERATION**.

ARTICLE XII

Amendments

SECTION 12.01. Power to make Amendments. The authority to make, alter, amend or repeal these Bylaws is hereby vested in the Trustees, subject to the power of the members of the **JEWISH FEDERATION** to change or repeal them and except as pertinent law may require such action to be taken by the members of **the JEWISH FEDERATION**.

SECTION 12.02. Vote Required to make Amendments. If the Trustees act to add to, alter, amend or repeal these Bylaws, 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 the **JEWISH FEDERATION** act to add to, alter, amend or repeal these Bylaws, they shall do so only by the affirmative vote of at least three-fourths (3/4) of the members of the **JEWISH FEDERATION** present at any meeting of members as to which notice of the contemplated action was given.

ARTICLE XIII

Miscellaneous Matters

SECTION 13.01. Notices.

(a) Whenever a notice of a meeting is authorized or required to be given pursuant to these Bylaws or the Articles of Consolidation or otherwise, the notice shall specify the place, date and hour of the meeting, and in the case of (i) a conference call meeting, the telephone number or electronic address to be used; (ii) an emergency meeting, the purpose of the meeting and the general nature of all business to be transacted at such meeting; and (iii) a special meeting of members or where otherwise required by law, the general nature of the business to be transacted at the meeting.

(b) Written notice of each meeting of the Board of Directors and of the Trustees shall be given at least ten (10) days prior thereto; provided, however, that should the Board Chair determine that an emergency exists that requires action by the Board of Directors or Trustees before the 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. Any decision that the Board of Directors or Trustees may take at a duly called meeting may also be taken by an action by unanimous consent in writing.

(c) Any “written notice” authorized or required to be given to any individual by these Bylaws, by the Articles of Consolidation or by law shall be in printed, handwritten, typewritten, computer generated or any other readable format, and shall be provided to such individual personally:

(1) By first class or express mail (postage prepaid), or courier service (charges prepaid) to his postal address appearing on the books of the **JEWISH FEDERATION** or otherwise supplied by him for the purpose of notice. Such notice shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person.

(2) By facsimile transmission, e-mail or other electronic communication to his facsimile number or address for e-mail or other electronic communications supplied by him to the **JEWISH FEDERATION** for the purpose of notice. Such notice shall be deemed to have been given to the person entitled thereto when sent.

(3) By “publication” if expressly so authorized or required, which shall mean publication in the **JEWISH EXPONENT**, and in all other periodicals (if any) serving the Greater Philadelphia area as shall be owned by the **JEWISH FEDERATION** or the **JEWISH EXPONENT** at the time of publication. Such notice shall be deemed to have been given to the individual entitled thereto on the date of its publication.

(d) Any “receipted written notice” required to be given to any individual by these Bylaws shall be evidenced by a receipt signed by the recipient or by an authorized official of the post office or the courier service used in lieu thereof, as the case may be.

(e) Except as may otherwise be provided in these Bylaws, one or more individuals may participate (including, but not limited to, for purposes of establishing the presence of a quorum, voting and taking other action) in a meeting of the members the **JEWISH FEDERATION**, the Trustees, the Board of Directors, and any Committee or other body of the **JEWISH FEDERATION** by means of a conference telephone or other electronic technology that enables all individuals participating in the meeting to hear each other (including, but not limited to, individuals who are hearing-impaired). An individual’s participation in such a meeting pursuant to this Section 13.01(e) shall constitute such individual’s presence in person at such meeting for quorum and other purposes.

(f) 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 Board Chair determine that an emergency exists that 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.

(g) Unless a greater period of notice shall be required by law or by resolution of the Trustees, written notice of the regular meeting of members of the **JEWISH**

FEDERATION shall be given at least twenty (20) days prior to the date of the meeting, and written notice of any special meeting of members of the **JEWISH FEDERATION** shall be given at least ten (10) days prior to the date of the meeting.

SECTION 13.02. Fiscal Year. The Board of Directors shall have the power by resolution to fix the fiscal year of the **JEWISH FEDERATION**. If the Board of Directors shall fail to do so, the Board Chair shall fix such fiscal year.

SECTION 13.03. Official Year and Campaign Year. The term "Official Year" shall mean the time period commencing September 1 and ending the next following August 31. The term "Campaign Year" shall mean the calendar year. Notwithstanding the foregoing, the Board of Directors shall have the power to change prospectively either or both such years, from time to time.

SECTION 13.04. Construction. All words, terms and provisions of these Bylaws 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 13.05. Co-Board Chairs. Any reference to "Board Chair" as the chief volunteer officer shall also be a reference to "Board Chair(s)" if two chief volunteer officers are elected as specified in Section 7.03(c).

SECTION 13.06. Successors. Any reference to a named organization or entity shall include its duly constituted successors, unless otherwise specified in these Bylaws.

SECTION 13.07. Electronic Signatures. The Board of Directors may, by resolution, establish a policy regarding the use of electronic signatures, whereby the signature of any individual authorized to sign on behalf of the **JEWISH FEDERATION** may be electronically reproduced; and anything so signed, while such authorization exists, shall be as valid and enforceable as if it had been signed manually.

SECTION 13.08. Meetings. The most current edition of *Robert's Rules of Order* applicable to non-profit entities shall be used to determine the process for resolution of internal disputes at all meetings.

ARTICLE XIV

Dissolution or Sale

SECTION 14.01. Upon the dissolution or sale of the **JEWISH FEDERATION**, the Trustees shall, after paying or making provisions for the payment of all of the liabilities of the **JEWISH FEDERATION**, distribute all of the assets of the **JEWISH 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 the **JEWISH FEDERATION** is located at the time and no part of any such assets resulting from the dissolution or sale of the **JEWISH FEDERATION** shall be used for the private inurement of any person.

ADOPTED May 17, 2017

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
as amended and restated May 17, 2017 by the Trustees

SCHEDULE A

JEWISH FEDERATION OF GREATER PHILADELPHIA

CONSTITUENT AGENCIES

(as of May 17, 2017)

Abrams Hebrew Academy
Madlyn and Leonard Abramson Center for Jewish Life
Jack M. Barrack Hebrew Academy
Board of Rabbis of Greater Philadelphia
Eagleville Hospital
Einstein Healthcare Network
Federation Early Learning Services
Federation Housing, Inc.
Female Hebrew Benevolent Society
The Gershman Y
Golden Slipper Camp
Gratz College
HIAS Pennsylvania
Hillel of Greater Philadelphia
JEVS Human Services (Jewish Employment and Vocational Service)
Jewish Children's Folkshul and Adult Community
Jewish Family and Children's Service
Jewish Learning Venture
Kaiserman Jewish Community Center
Kleinlife
Raymond and Ruth Perelman Jewish Day School
Poltz Hebrew Academy
Torah Academy of Greater Philadelphia