



Jewish Federation
of Greater Philadelphia

**BYLAWS
OF
THE JEWISH FEDERATION OF GREATER PHILADELPHIA
(AS AMENDED AND RESTATED ON AUGUST 22, 2024)**

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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**”). The Corporation is incorporated as a nonprofit corporation under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

SECTION 1.02. Purpose and Mission. Since 1901, the **JEWISH FEDERATION** has served as the hub of the region’s Jewish communities, providing an infrastructure of support for Jewish people and organizations in need. The **JEWISH FEDERATION**’s primary purpose is to enrich Jewish lives (as described in Section 1.03). To achieve this purpose, the **JEWISH FEDERATION**’s mission is to inspire philanthropic investments.

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.

SECTION 1.04. Fiscal Year. The fiscal year of the **JEWISH FEDERATION** shall end on August 31 of each calendar year, unless the Board of Directors specifies a different date.

ARTICLE II **Members**

SECTION 2.01. Eligibility for Membership; Eligibility to Vote at Meeting of Members. 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 Directors of the **JEWISH FEDERATION** (hereinafter referred to as the "**Board of Directors**"), as more fully described in Section 2.02 (hereinafter referred to as "**Membership Contribution**") shall be a member of the **JEWISH FEDERATION** for the fiscal year (as defined in Section 1.04) 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. Any person who is not a member of the **JEWISH FEDERATION** at the time in question shall not be entitled to vote at any meeting of members.

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. Annual Meeting. An annual meeting of members of the **JEWISH FEDERATION** shall be held once per year at such time no later than the last day of the fiscal year and at such a place within the Greater Philadelphia Area as the Board Chair shall designate by written notice in accordance with Section 9.01, for the purpose of electing directors 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 Board of Directors. 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, which written request sets 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 of the members at which no action by the members is taken.

SECTION 3.04. Notices of Meetings of the Members. Notice of the annual meeting or any special meeting of members of the **JEWISH FEDERATION** shall be given to the members in any one or more of the manners permitted under Section 9.01. A notice of the annual meeting of members shall include instructions for accessing the list referenced in Section 4.02(b) of the duly nominated individuals who are standing for election to the Board of Directors, once that list becomes available.

SECTION 3.05. Judges of Election; Election Proceedings. In advance of any meeting of the members of the **JEWISH FEDERATION**, the Board of Directors may appoint one or more judges of election (who need not be members) to act at such meeting or any adjournment thereof. If judges of election are not so appointed, the Board Chair may make such appointment at the meeting. No person who is a candidate for an elected office of the **JEWISH FEDERATION** shall act as a judge. The judges of election shall do all such acts as may be proper to conduct the election or vote with fairness to all members, and shall make a written report of any matter determined by them and execute a certificate of any fact found by them, if requested by the Board Chair. The decision, act or certificate of a majority of the judges of election (if there be more than one) shall be effective in all respects as the decision, act or certificate of all. If any judge of election shall not be present at a meeting, the vacancy shall be filled by the Board Chair. Voting by proxy at a meeting of the members shall only be permitted if and to the extent authorized by the Board of Directors. In the case of an election to the Board of Directors, each member shall be entitled to cast one vote for each of the specified seats on the Board of Directors 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 seats on the Board of Directors has been filled.

ARTICLE IV
Board of Directors

SECTION 4.01. Board of Directors. The business and affairs of the **JEWISH FEDERATION** shall be managed under the direction of, and the powers of the **JEWISH FEDERATION** shall be exercised by and under the authority of, the Board of Directors except as otherwise provided by the Act, the Articles of Consolidation of the **JEWISH FEDERATION**, these Bylaws, or a resolution adopted by the Board of Directors. By way of illustration and not limitation, the Board of Directors shall have the power and duty to:

- (a) Implement the mission and purposes of the **JEWISH FEDERATION** as expressed in Article I;
- (b) 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**, other local organizations, and all umbrella regional, national or international organizations supported at that time by the **JEWISH FEDERATION**;
- (c) Elect officers of the **JEWISH FEDERATION** (subject to Article V);
- (d) Approve or disapprove the Board Chair's recommendations regarding the employment of the President and CEO pursuant to Section 5.01(b)(2)(ix);
- (e) Amend these Bylaws (subject to Article VIII);
- (f) Formulate public policy positions of the **JEWISH FEDERATION**;
- (g) Authorize the **JEWISH FEDERATION** to accept or reject real property proposed to be conveyed to the **JEWISH FEDERATION** through gifts, grants or bequests;
- (h) 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**;
- (i) 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**;
- (j) Approve the spending rate policy of the **JEWISH FEDERATION**, and related matters, as more fully described in Section 4.05;

(k) 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;

(l) Establish and abolish, from time to time, other committees or groups within the **JEWISH FEDERATION** structure that are not mandated by these Bylaws, which committees or 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;

(m) Exercise all powers and duties of the board of directors of a nonprofit corporation pursuant to the Act, except for such powers and duties as these Bylaws expressly provide are to be exercised by another body.

SECTION 4.02. Composition, Meetings, etc. of the Board of Directors.

(a) Number of Directors. The Board of Directors shall be composed of not more than 29 directors.

(b) Election to the Board of Directors. Directors shall be elected at the annual meeting of the members of the **JEWISH FEDERATION**. Other than in the case of the filling of a vacancy on the Board of Directors in accordance with Section 4.02(e), in order for an individual to be eligible for consideration for election to the Board of Directors, the individual shall have been nominated for election in accordance with either subsection (1) or (2) below. An individual who has not been so nominated in accordance with either of those subsections shall not be eligible for consideration for election at the annual meeting of the members. In no event shall an individual who does not satisfy the eligibility requirements set forth in Section 4.03 be eligible for election to the Board of Directors. At least three days in advance of the annual meeting of the members, a list of the duly nominated individuals who are standing for election to the Board of Directors shall be posted on the **JEWISH FEDERATION's** web site.

(1) The Governance & Nominations Committee shall submit to the Board of Directors for its approval a proposed slate of candidates to be elected as directors at the next annual meeting of the members. In performing this function, the Governance & Nominations Committee shall use reasonable efforts to cause the composition of the Board of Directors to reflect the diversity of the Jewish community. If the Board of Directors approves the proposed nomination of a particular candidate then that individual shall be considered as having been duly nominated. The Board of Directors shall submit to the Secretary a list of the duly nominated candidates at least five days prior to the annual meeting of the members at which those candidates are to stand for election.

(2) An individual may be nominated for election to the Board of Directors by the submission to the Secretary, at least 90 days prior to the annual meeting of the members at which the individual is proposed to be considered for election to the Board of Directors, of a written nomination proposal identifying that person, which nomination proposal has been executed by at least 100

members. An individual who has been so proposed will be considered as having been duly nominated so long as the Governance & Nominations Committee has not notified the Board of Directors that the individual in question does not satisfy the eligibility requirements set forth in Section 4.03.

(c) Entitlement of Certain Committee Chairs to Serve on the Board of Directors. If for any reason at any time the individual who is then serving as a “Specified Committee Chair” (defined below) has not otherwise been duly elected to the Board of Directors, that individual shall nonetheless be a member of the Board of Directors *ex officio* unless (A) the elevation of that individual to the Board of Directors would cause the number of directors in office to exceed the limit set forth in Section 4.02(a), or (B) the individual in question fails to satisfy the applicable eligibility requirements set forth in Section 4.03. For purposes of these Bylaws, the term “Specified Committee Chair” means: the chair of the Endowments Committee, the chair of the Campaign Committee, the chair of the Emergency Response Committee, the chair of the Planning and Resources Commission, the chair of the Governance & Nominations Committee and the chair of the Jewish Community Relations Council.

(d) Term of Service on Board; Board Classification. Except as provided below, each director shall serve for a term of three years and until his or her successor has been elected and qualified. The Board of Directors shall be divided into three classes, as nearly equal in number as is practical. At each annual meeting of the members, election of the Board of Directors shall be conducted in such manner that the directors of one class only shall be subject to election, and their successors be chosen, each year (provided that at the first annual meeting of the members after the adoption of these Amended and Restated Bylaws, the directors of all three classes shall be elected and assigned by the incumbent Board Chair either to the class of directors having a one-year initial term, the class of directors having a two-year initial term, or the class of directors initially having a three-year initial term).

(e) Vacancy. A vacancy on the Board of Directors may be filled by a majority vote of the remaining Board of Directors for the unexpired term of such vacancy.

(f) Removal of Director. The Board of Directors, by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors, may remove any director.

SECTION 4.03. Eligibility to Serve as Director.

(a) Initial Eligibility: To be eligible for election or to continue to serve as a director of the **JEWISH FEDERATION**, the individual must:

(1) be a member of the **JEWISH FEDERATION** 18 or more years of age; and

(2) contribute personally at a leadership level (as determined in accordance with the policies of the **JEWISH FEDERATION** as duly promulgated from time to time), either have created or begun discussions to create an endowment gift, and recommend others to solicit, contributions to the Jewish Community Fund and the **JEWISH FEDERATION**’s endowments; and

(3) not be the President and CEO of the **JEWISH FEDERATION**;

(4) not be the board chair or chief professional officer (or the holder of an equivalent position) with respect to any organization that is a recipient of financial support from the **JEWISH FEDERATION**; and

(5) 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 Board of Directors, the individual shall maintain his or her initial eligibility to so serve, and shall also:

(1) attend at least 75% of Board of Directors meetings;

(2) contribute personally at a leadership level (as determined in accordance with the policies of the **JEWISH FEDERATION** as duly promulgated from time to time), either have created or begun discussions to create an endowment gift, and recommend others to solicit, contributions to the Jewish Community Fund and the **JEWISH FEDERATION**'s endowments; and

(3) Comply with all policies of the **JEWISH FEDERATION** that are applicable to directors (including without limitation conflicts of interest policies), as they may be duly promulgated from time to time.

(c) Term Limits. No person who has served as a director for six consecutive years shall be eligible for election as a director for an additional term before expiration of at least one year after termination of his or her immediate past service as a director; provided that the Board of Directors may, by a two-thirds vote, provide for an exception to this limitation for a particular individual who is the Board Chair or the presumptive incoming Board Chair.

SECTION 4.04. Meetings of the Board of Directors; Action Without a Meeting.

(a) Meetings of the Board of Directors. The Board of Directors shall hold its annual organizational meeting within ten days following the annual meeting of the members at which the incoming directors are elected and shall also meet as such other times as it may fix from time to time or as otherwise required by these Bylaws. The date and time of said meetings shall be as specified by the Board Chair, and in the case of meetings other than the annual organizational meeting, the Secretary shall deliver to each director a notice of said meeting in the manner set forth in Section 9.01 setting forth the date, time and location of the meeting. Special meetings of the board may be called either by the Board Chair or the President and CEO and shall be called by the Board Chair upon written request of four directors.

(b) Quorum of a Meeting of the Board of Directors. At all meetings of the Board of Directors, a quorum for the transaction of business shall be the presence of at least 60% of the directors in office or at least ten directors, whichever is greater, and an affirmative vote by a majority, but no fewer than ten of the directors present, shall be needed to approve any action.

(c) Attendance by Non-Directors at Meetings of the Board of Directors. The President and CEO of the **JEWISH FEDERATION** shall have a standing invitation to attend and participate in, but not vote at, meetings of the Board of Directors. All past Board Chairs of the **JEWISH FEDERATION** who are not then duly-elected directors shall also have a standing invitation to attend and participate in, but not vote at, meetings of the Board of Directors. The Board Chair may, in his or her discretion, invite committee chairs who are not otherwise duly-elected directors, staff members, other committee members, or other individuals who are not then duly-elected directors to attend particular meetings of the Board of Directors. Meetings of the Board of Directors shall not be open to non-directors other than the President and CEO and the other invitees of the Board Chair.

(d) Meetings of the Board of Directors. At the annual organizational meeting of the Board of Directors, the Board shall, among other things, organize by electing the Board Chair and the other officers as provided in Article V, following which the elected Board Chair shall designate the chair of each committee in accordance with Section 6.02(a). The Board of Directors shall meet at least four times during each fiscal year (inclusive of the annual organizational meeting) at times and places designated by the Board Chair.

(e) Action by the Board of Directors Without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if, before or after the action, a consent or consents in writing or other record form is signed by all of the directors in office. The written consents must be filed with the minutes of the proceedings of the Board.

SECTION 4.05. Policies Relating to Endowment Funds. In accordance with Section 4.01(j), 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, upon the recommendation of the Endowments Committee, the Board of Directors by an affirmative vote of more than fifty percent (50%) of all the directors in office, but not less than an affirmative vote of 15 directors, 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. In the absence of the recommendation of the Endowments Committee, the Board of Directors may only approve annual distributions from the **JEWISH FEDERATION**'s Unrestricted Endowment Fund that exceed the approved spending rate policy for any one year by an affirmative vote of a supermajority of seventy-five percent (75%) of all of the directors in office, but not less than an affirmative vote of 22 directors.

ARTICLE V
Officers

SECTION 5.01. Officers.

(a) Generally; Election of Officers; Term of Office.

(1) The officers of the **JEWISH FEDERATION** (the “officers”) shall consist of a Board Chair (who shall be a director), a President and Chief Executive Officer (“President and CEO”) (who shall not be a director), a Secretary (who shall be a director), a Treasurer (who shall be a director) and such other officers, if any, as the Board of Directors may authorize from time to time by appropriate resolution. The Treasurer shall also serve as an Assistant Secretary if and when the Secretary is absent or unable to act as such. The positions of Secretary and Treasurer may be held by the same individual.

(2) At the annual organizational meeting of the Board of Directors, the Board of Directors shall (after considering the recommendations submitted by the Governance & Nominations Committee) elect each officer to a term of one year and until his or her respective successor has been elected and qualified; provided that the President and CEO shall not be required to be elected or re-elected so long as the term of his or her employment contract has not expired or been terminated. No individual (other than the President and CEO) shall be eligible to hold the same office for more than three consecutive 1-year terms.

(3) The Board of Directors may remove any officer at its pleasure (subject, in the case of the President and CEO, to any applicable provisions of the employment agreement of the President and CEO) and may fill any vacancy in an officer position.

(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 a chairperson of the board of directors of a corporation. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these Bylaws, and resolutions of the Board of Directors, the Board Chair shall be responsible for setting the agendas (in collaboration with the Executive Committee), scheduling, designating the place, and presiding at all of the following meetings at which he or she is present: (i) the members of the **JEWISH FEDERATION**; and (ii) the Board of Directors.

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

(i) Serve as chair of the Executive Committee, and selecting the chair of each other committee in accordance with Section

6.02(a) after consulting with the Governance & Nominations Committee and the Board of Directors;

(ii) Serve, 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;

(iii) Oversee the **JEWISH FEDERATION**'s financial resource development activities and strategic and other long-range planning;

(iv) Oversee the **JEWISH FEDERATION**'s activities to achieve its mission and purposes;

(v) Report 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.

(vi) Contribute personally at a leadership level (as determined in accordance with the policies of the **JEWISH FEDERATION** as duly promulgated from time to time), either have created or begun discussions to create an endowment gift, and recommend others to solicit, contributions to the Jewish Community Fund and the **JEWISH FEDERATION**'s endowments;

(vii) Execute 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) With the President and CEO, assure 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");

(ix) Oversee 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;

(x) With the President and CEO, manage the **JEWISH FEDERATION**'s relationships with regional, national and international organizations;

(xi) Prepare for the orderly succession at the conclusion of the Board Chair's term;

(xii) Designate 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;

(xiii) Designate the officer who shall preside at any meeting of the members of the **JEWISH FEDERATION** or of the Board of Directors in the event that the Board Chair is not present; and

(xiv) Perform such other duties as may be assigned to the Board Chair by the Board of Directors.

(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 another director 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 (other than those committees with respect to which the Board of Directors determines that the Board Chair shall not so serve) and shall appoint, and may remove, (i) the **JEWISH FEDERATION's** representatives to regional, national and international organizations of which the **JEWISH FEDERATION** is a part; and (ii) unless otherwise provided in these Bylaws, all members of all committees.

(c) 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 and in the event that the position of Board Chair becomes vacant.

(d) Treasurer.

(1) The Treasurer, together with the staff member of the **JEWISH FEDERATION** who serves as its chief financial officer, shall have responsibility for the custody of all funds of the **JEWISH FEDERATION**, and shall cause proper books of account to be maintained. The Treasurer 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 Board of Directors. The Treasurer shall report to the Board Chair.

(2) At the expiration of his or her term of office, the Treasurer shall deliver or cause to be delivered 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**.

(e) Secretary. The Secretary has the responsibility for assuring that the minutes of meetings of the members of the **JEWISH FEDERATION** 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 Board of Directors. The Secretary shall report to the Board Chair.

ARTICLE VI **Committees**

SECTION 6.01. Executive Committee.

(a) There shall be an Executive Committee, consisting of not more than 14 committee members exclusive of the President and CEO, which shall be comprised of:

(1) The Board Chair (who shall serve as the chair of the Executive Committee);

(2) The Secretary;

(3) The Treasurer;

(4) The President and CEO as a non-voting member;

(5) The chair of the Endowments Committee;

(6) The chair of the Campaign Committee;

(7) The chair of the Planning and Resources Commission;

(8) The chair of the Governance & Nominations Committee; and

(9) Such other directors as the Board Chair designates. In selecting such other directors, the Board Chair shall use reasonable efforts to cause the composition of the Executive Committee to reflect the diversity of the Jewish community.

The presence of at least eight members of the Executive Committee shall constitute a quorum.

(b) Subject to the Act, the Articles of Consolidation, these Bylaws (including Section 6.04) and resolutions adopted by the Board of Directors, the Executive Committee shall be authorized to exercise all powers that may be exercised by the Board of Directors other than the following powers (each of which is reserved to the Board of Directors or as otherwise specified below) (such powers, the “Exclusive Board Powers”):

- (1) the election of officers;
- (2) the approval of nominations to the Board of Directors;
- (3) the appointment of committee chairs (which power is reserved to the Board Chair);
- (4) the approval of the **JEWISH FEDERATION**’s annual budget;
- (5) the approval of grants by the **JEWISH FEDERATION**;
- (6) the sale or other disposition of material real property assets of the **JEWISH FEDERATION**;
- (7) the approval of the **JEWISH FEDERATION**’s annual audit;
- (8) the adoption, amendment or repeal of the Bylaws;
- (9) the amendment or repeal of any resolution of the Board of Directors;
- (10) the approval, on behalf of the **JEWISH FEDERATION**, of any “plan” within the meaning of Chapter 3, Subchapter B of the Act (or any equivalent concept under any successor statute);
- (11) action on any matter committed by the Bylaws or by resolution of the Board of Directors to another committee.

SECTION 6.02. Appointment of Chairs of Committees; Appointment of Membership of Committees; Committee Organization.

(a) Chairs of Committees. The Board Chair shall be the chair of the Executive Committee and shall appoint the chair of each other committee after consulting with the Governance & Nominations Committee and the Board of Directors (with each such chair being permitted, but not required, to be a director unless otherwise explicitly provided in these Bylaws). In the event of a vacancy in the position of chair of any committee other than the Executive Committee, the Board Chair shall appoint a chair to fill the vacancy.

(b) Appointment of Membership of Committees. Except as otherwise provided in these Bylaws, the chair of each committee other than the Executive Committee shall appoint the membership of such chair’s respective committee after consulting with the Board Chair. Except as otherwise provided in these Bylaws, there shall be no requirement that an individual be a director in order to be eligible for appointment to a committee. The chair of each committee shall

deliver to the Board Chair, for circulation to the Board of Directors, a list of the current membership of that committee.

(c) Except as otherwise provided by the Board of Directors, each committee shall have a chair, shall adopt its own charter (subject to the approval of the Board of Directors) which charter shall be reviewed from time to time, shall establish its own operating procedures and determine its times and places of meetings, and shall keep a record of its proceedings and report the same to the Board of Directors when called upon by the Board Chair.

SECTION 6.03. Other Standing Committees. In addition to the Executive Committee, there shall be the following standing committees:

(a) Audit Committee. There shall be an Audit Committee, which shall: (1) select the **JEWISH FEDERATION's** independent auditor; (2) review the **JEWISH FEDERATION's** accounting policies and procedures to ensure that best practices are being followed; (3) review and presenting to the Board of Directors the auditor's report and the **JEWISH FEDERATION's** tax returns; and (4) have such other responsibilities as are assigned to it by the Board of Directors. 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 Audit Committee shall be governed by the applicable standards of independence as promulgated by pertinent governmental and accounting industry bodies.

(b) Governance & Nominations Committee. There shall be a Governance & Nominations Committee (which may, but need not, function through a Governance Subcommittee and a Nominations Subcommittee). The Governing & Nominations Committee shall (1) make recommendations to the Board of Directors with respect to the proposed nomination of candidates to stand for election as directors pursuant to Section 4.02(b)(1); (2) review and make recommendations to the Board of Directors and the Board Chair, as applicable, with respect to the election of officers and the chairs and membership of committees; (3) review and make recommendations to the Board of Directors with respect to proposed committee charters and changes in proposed committee charters; (4) recommend changes in governance practices for officers and directors; (5) make recommendations to the Board of Directors regarding leadership succession plans; (6) ensure the availability of leadership development training and opportunities; (7) make recommendations to the Board of Directors regarding changes to the Bylaws; (8) confirm the eligibility of individuals to hold office as directors (including any such individual described in Section 4.02(b)(2)); and (9) have such other responsibilities as are assigned to it by the Board of Directors. In determining the membership of the Governance & Nominations Committee, the chair of that committee shall use reasonable efforts to cause the composition of the Board of Directors to reflect the diversity of the Jewish community.

(c) Campaign Committee. There shall be a Campaign Committee.

(d) Compensation Committee. There shall be a Compensation Committee.

- (e) Emergency Response Committee. There shall be an Emergency Response Committee.
- (f) Endowments Committee. There shall be an Endowments Committee.
- (g) Ethics Committee. There shall be an Ethics Committee.
- (h) Finance Committee. There shall be a Finance Committee.
- (i) Investment Committee. There shall be an Investment Committee.
- (j) Jewish Community Relations Council. The Jewish Community Relations Council shall be a standing committee.
- (k) Planning and Resources Commission. There shall be a Planning and Resources Commission.
- (l) Real Estate Committee. There shall be a Real Estate Committee.

SECTION 6.04. Other Committees; Powers of Committees. In addition to the Executive Committee and the standing committees described in Section 6.03, the Board of Directors may from time to time establish one or more committees which may consist of directors and other individuals, with the membership of any such committee being determined in such manner as the Board of Directors provides. Each such committee shall have and may exercise the powers assigned to it by the Board of Directors, except that neither the Executive Committee, any standing committee or any other committee shall have any power or authority as to the Exclusive Board Powers.

SECTION 6.05. 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 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 such 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 affinity group's mission, membership and operation, which charter shall not be inconsistent with the **JEWISH FEDERATION's** Articles of Consolidation, these Bylaws or the **JEWISH FEDERATION's** other activities; and

(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 VII

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

SECTION 7.01. Limitation of Directors', Officers, Committee Chairs and Committee Members' Liability. No director, officer, committee chair or committee member 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 director or committee member has breached or failed to perform the duties of his or her office under Subchapter B of Chapter 57 of the Act (or any successor statute), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section 7.01 shall not apply to the responsibility or liability of a director or committee member pursuant to any criminal statute, or to the liability of a director or committee member for the payment of taxes pursuant to local, State or Federal law.

SECTION 7.02. Indemnification and Insurance.

(a) Indemnification of Directors, Committee Chairs, Committee Members 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 7.02 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 7.02 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 7.02 or otherwise.

(3) Indemnification pursuant to this Section 7.02 shall continue as to an Indemnitee who has ceased to be a director, committee member or officer and shall inure to the benefit of his or her heirs, executors and administrators.

(4) For purposes of this Article VII, (A) “Indemnitee” shall mean each former Trustee and each current or former director, committee member 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, committee chair, committee member or officer of the **JEWISH FEDERATION** or is or was serving as a trustee, director, officer, committee chair, committee member, 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, committee chair, committee member or officer of the **JEWISH FEDERATION** serves as a trustee, director, officer, committee chair, committee member, 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, committee chairs, committee members 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, committee chair, committee member 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 7.02(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, so long as such person’s attorney is approved by the **JEWISH FEDERATION**. If indemnification under this

Section 7.02 or advancement of expenses are not made or paid by the **JEWISH FEDERATION**, or on its behalf, within 90 days after a written claim for indemnification or a request for an advancement of expenses by an Indemnitee has been received by 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 VII 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, Articles of Consolidation or Bylaws, agreement, vote of members 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 director, or otherwise may secure in any manner its indemnification obligations, whether arising hereunder, under the Articles of Incorporation or Articles of Consolidation, by agreement, vote of members or directors or otherwise.

SECTION 7.03. Amendment Not Affecting Indemnification. The provisions of this Article VII relating to the limitation of directors', committee members' or officers' liability, to indemnification and to the advancement of expenses shall constitute a contract between the **JEWISH FEDERATION** and each of its directors, committee members and officers which may be modified as to any director, committee member or officer only with that person's consent or as otherwise specifically provided in this Section 7.03. Notwithstanding any other provision of these Bylaws relating to their amendment generally, any repeal or amendment of this Article VII that is adverse to any director, committee member or officer shall apply to such director, committee member or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a director, committee member 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 7.01 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 VII so as either to reduce the limitation of directors', committee members' 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 7.04. Changes in Pennsylvania Law. Reference in this Article VII to Pennsylvania law or to any provision thereof shall be to such law as it existed on the date this Article VII was adopted or as such law thereafter may be changed; provided that in the case of any change which expands the liability of 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 VII 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 directors, to limit further the liability of 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 VIII **Amendments**

SECTION 8.01. Power to Make Amendments. The authority to make, alter, amend or repeal these Bylaws is hereby vested in the Board of Directors, 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 8.02. Vote Required to Make Amendments. If the Board of Directors acts to add to, alter, amend or repeal these Bylaws, they shall do so only by the affirmative vote of at least two-thirds of the directors present at any meeting of the Board of Directors 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 of the members of the **JEWISH FEDERATION** present at any meeting of members as to which notice of the contemplated action was given.

ARTICLE IX **Miscellaneous Matters**

SECTION 9.01. Notices.

(a) Whenever a notice of a meeting of the members or of the Board of Directors 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 (other than the annual organizational meeting) shall be given at least ten days prior thereto; provided, however, that should the Board Chair determine that an emergency exists that requires action by the Board of Directors before the expiration of the ten 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.

(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. Written notice shall be deemed for all purposes to have been given to the individual in question if it has been given in any one or more of the following manners:

(1) In the case of a notice given to a director or officer, by hand delivery.

(2) 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 or her 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.

(3) 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 or her to the **JEWISH FEDERATION** for the purpose of notice. Such notice shall be deemed to have been given when received (within the meaning of 15 Pa.C.S.A. § 112, or any successor statute).

(4) By “publication” on the **JEWISH FEDERATION’s** web site; or

(5) By “publication” if expressly so authorized or required, which shall mean publication in the **JEWISH EXPONENT**. Such notice shall be deemed to have been given to the individual entitled thereto on the date of its publication.

(d) Unless a greater period of notice shall be required by law, by these Bylaws or by resolution of the Board of Directors, written notice of the annual meeting of members of the **JEWISH FEDERATION** shall be given at least 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 days prior to the date of the meeting.

SECTION 9.02. Remote Participation in Meetings. 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 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). Any individual participating in any such meeting in such manner shall be treated for all purposes as present at the meeting.

SECTION 9.03. Construction. All words, terms and provisions of these Bylaws shall be interpreted and defined by and in accordance with the Act, 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 9.04. 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 5.01(a)(2).

SECTION 9.05. Successors. Any reference to a named organization or entity shall include its duly constituted successors, unless otherwise specified in these Bylaws.

SECTION 9.06. 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.

ARTICLE X **Dissolution or Sale**

SECTION 10.01. Dissolution or Sale. Upon the dissolution or sale of the **JEWISH FEDERATION**, the Board of Directors 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, that in any case focus primarily or exclusively on Jewish causes or otherwise support the State of Israel. 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 AUGUST 22, 2024

- 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
- as amended and restated August 22, 2024 by the Trustees and the Board of Directors