

BY-LAWS

OF

Jewish Organization (“JO”) [Directors only – No Members]

ARTICLE I

NAME, DEFINITIONS and MISSION STATEMENT

1. Name. The name of this Corporation is: JEWISH (“JO”).
 2. The "Board" shall mean the Board of Directors of the Corporation.
 3. The "Director" shall mean any individual member of the Board, including Officers unless otherwise noted.
 4. JO Mission Statement – JO’s mission is
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ARTICLE II DIRECTORS

1. Election. The original Board is set forth in JO’s Certificate of Incorporation. The succeeding Boards of Directors shall be elected at the Annual Meeting by a vote of the majority of Directors present in person.

2. Classes. The Directors shall be divided into two classes. At each Annual Meeting one-half (1/2) or as close as possible thereto of the total number of Directors shall be elected for a two (2) year term. [Alternative is just one class of Directors]

3. Term. Each Director shall hold office for a period of two (2) years from the date of the election or until the election and qualification of his/her respective successor, except as hereinafter otherwise provided for filling vacancies. Each Director shall be eligible for re-election, but no Director shall be eligible to serve for more than three (3) consecutive two (2) year terms.

4. Number. The number of Directors shall be no less than three (3) and no greater than fifteen (15), as determined by resolution of the Board. Such number may be increased or decreased by amendment to these By-Laws, in the manner set forth herein. When the number of Directors is so decreased by amendment, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided.

5. Criteria. The criteria for Directors are set forth on Schedule _____. The Board may establish other criteria and amend Schedule _____ from time to time.

6. Expectations. Each Director should serve on at least one (1) of JO's committees. Each Director is encouraged to make an appropriate financial contribution to JO consistent with his/her circumstances.

7. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board to be effective at the time stated therein or, if no time is so stated, upon delivery thereof.

8. Vacancies. Any vacancy in the Board occurring during the year, including a vacancy created by an increase in the number of Directors, may be filled for the unexpired portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof. Such a vote shall be taken after the Board receives recommendations for filling the vacancies from the Nominating Committee. Any Director so appointed by the Board shall hold office until the election of his/her successor.

9. Annual Meetings. At each Annual Meeting the Board shall meet for the purpose of electing: the Officers from among its members [and the non-Officer members of the Executive Committee and the Audit Committee members] as well as any other JO matters.

10. Regular Meetings. Regular Board meetings shall be held a minimum of six (6) times a year at the place, time and date set by the President.

11. Special Meetings. Special meetings of the Board may be called by the President, the Executive Committee or one-third (1/3) of the members of the Board.

12. Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by any lawful means at least three (3) days before the meeting to the usual business or residence address of the Director, but such notice may be waived by any Director. A schedule of dates of Regular meetings as set by the President and sent to all Officers and Directors by any lawful means shall constitute notice for the purposes of these By-laws. Any business may be transacted at any Board meeting. At any time at which every Director shall be present or any Director not present shall have waived notice (either before or after the time of the meeting), even though without any notice or waiver by those present thereof, any business may be transacted.

13. Quorum. At all meetings of the Board a majority of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise specifically provided by statute or by these By-Laws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director.

14. Meeting by Communication Devices. Any one or more members of the Board or any committee thereof may participate in a meeting of the Board or committee by any communications device which allows all persons participating in the meeting to hear or communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

15. Attendance. Each Director is expected to attend Board meetings. If a Director attends less than three (3) meetings in a year, the issue of his/her nonattendance shall be taken up by the Executive Committee. The Executive Committee shall make a recommendation for action (which may include request for resignation) to the Board

16. Voting. Each Officer and Director shall have one (1) vote on all matters brought before the Board for a vote.

17. Powers. All the corporate powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of New York, shall be and are hereby vested in and shall be exercised by the Board. The Board may by general resolution delegate to committees of their own number, or to Officers of JO, such powers as it may see fit.

18. Removal of Directors. Any Director may be removed from the Board by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for non-attendance of the minimum number of meetings, nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of JO, for lack of sympathy with its mission, or for refusal to render reasonable assistance in carrying out its purposes. Any Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting.

ARTICLE III OFFICERS

1. Number. The Officers of JO shall be the President, no more than two (2) Vice Presidents, Secretary, Treasurer.

2. Election and Term. (a) The President shall be elected the Annual Meeting for a one (1) year term effective as of the following July 1.

(b) The President may be elected at the Annual Meeting for up to two (1) year additional terms. The term limit on the Directors shall not be included in calculating presidential term limits.

(c) The other Officers shall be elected by the Board for up to two (2) consecutive two-year terms, except as hereinafter provided for filling vacancies. The term limit on Officers shall be applied regardless of whatever position an Officer has held, with the exception of President. The term limit on Directors shall not be included in calculating Officers' term limits.

[(d) Optional - The Board shall select a salaried officer to hold the office of Executive Vice President & CEO concurrent with the term of his/her employment.]

3. Vacancies. In case any office of JO becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect an Officer to fill such vacancy, and the Officer so elected shall hold office and serve until the next annual meeting of the Board and until the election and qualification of his/her successor.

4. President. The President shall preside at all meetings of the Board and the Assembly. He/she shall have and exercise general charge and supervision of the affairs of JO and shall do and perform such other duties as may be assigned to him/her by the Board.

5. Vice Presidents. At the request of the President, or in the event of his/her absence or disability, the Vice Presidents shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice Presidents shall have such other powers as the Board may determine, and shall do and perform such other duties as may be assigned them by the Board.

6. Secretary. The Secretary, or an individual designated by the Secretary shall have charge of such books, documents, papers and the corporate seal as the Board may determine. The Secretary shall attend and ensure that accurate minutes of all the meetings of the Board are taken and sent to all Board members for their review. He/she may sign with the President or Vice Presidents, in the name and on behalf of JO, any contracts or agreements authorized by the Board, and when so authorized or ordered by the Board, he/she, in general, shall perform all the duties incident to the office of Secretary, subject to the control of the Board, and shall do and perform such other duties as may be assigned to him/her by the Board.

7. Treasurer. The Treasurer, or an individual designated by the Treasurer, shall: have custody of all funds, property, and securities of JO as the Board may determine. The Treasurer shall endorse on behalf of JO for collection checks, notes, and other obligations, and deposit the same to the credit of JO at its bank(s); sign all receipts, vouchers and all checks of JO; supervise the accounts of JO and submit financial statements at Board and Assembly meetings; and in general, perform all the duties incident to the office of Treasurer.

[Optional - 8. Executive Vice President & Chief Executive Officer (CEO). The Executive VP & CEO shall be a salaried officer and the principal manager of JO, subject to the direction of the Board. The Executive VP & CEO shall be an ex-officio member of all of JO committees, but may not vote, and shall perform such other duties as from time to time may be assigned by the Board.]

9. Attendance. Each Officer is expected to attend Board meetings. If an Officer attends less than three (3) meetings in a year, the issue of his/her nonattendance shall be taken up by the Executive Committee. The Executive Committee shall make a recommendation for action (which may include request for resignation) to the Board.

10. Removal. Any Officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for: nonfeasance, malfeasance, misfeasance, conduct detrimental to the interests of JO, lack of sympathy with its objects, or refusal to render reasonable assistance in carrying out its purposes. Any Officer proposed to be removed shall be entitled to at least five (5) days' notice of the meeting of the Board at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board at such meeting. Removal of an Officer also constitutes removal as a Director of the Board.

ARTICLE IV COMMITTEES OF THE BOARD

1. Definition. The Committees of the Board shall be: the Executive Committee and the Audit Committee.

2. Membership. (a) All members of a Committee of the Board shall be drawn only from the Officers and Board.

(b) *Executive Committee.* After the election of the Officers (who will comprise up to five (5) members of such committee), the President may propose up to three (3) additional members from the Board. The Board shall elect such members.

(c) *Audit Committee.* The Board shall elect up to three (3) independent (as defined by the NYS Not-for-Profit Corporation Law) members of the Board for the Audit Committee.

3. Term. The Chairs of all Committees of the Board shall be appointed by the President for a one (1) year term to serve until the next Annual Meeting of the Board or until removed by the President and may serve up to three (3) consecutive terms. The President shall be the Chair of the Executive Committee.

4. Executive Committee Duties. The Executive Committee shall act with authority of the Board between meetings of the Board and shall have all authority of the Board except for: (1) matters which the New York State Not-for-Profit Corporation Law prohibits it from considering or acting upon; (2) amending or repealing any By-law or adopting any By-law; and (3) amending or repealing any resolution of the Board which by its term shall not be amendable or repealable. Meetings of the Executive Committee shall be called by the President at such time as in his/her discretion may be deemed necessary or appropriate. Any action taken by the Executive Committee shall be reported at the next meeting of the Board.

5. Audit Committee Duties. The Audit Committee members shall be composed of at least three (3) independent Directors who are experienced with accounting and finance. The Audit Committee shall oversee the external audit of JO and shall annually determine the appointment of independent auditors and review the auditor's report. The Audit Committee shall report directly and make recommendations to the President and the Board regarding the financial, accounting and auditing practices of JO. [There are other specific duties if the JO has an income in excess \$1,000,000].

ARTICLE V COMMITTEES OF THE CORPORATION

1. Committees of the Corporation. After the election of the Officers, the President shall be responsible for the appointment of Committee Chairs for all Committees of the Corporation to assist in the administration and internal operations of JO. Such committees shall advise with and aid the Officers of JO in all matters designated by the Board.

2. Membership. At least one-half (1/2) of the members of each Committee of the Corporation shall be drawn from the Board. The other half may be drawn elsewhere as is considered appropriate. All members shall be appointed by the President and the respective Committee Chair. The President or his/her designee shall be an ex officio member of each of the

Committees of the Corporation.

3. Term. The Chairs of all Standing Committees shall be appointed by the President for a one (1) year term to serve until the next Annual Meeting or until removed by the President and may serve up to three (3) consecutive terms.

4. Definition. The Committees of the Corporation shall be as follows: Finance & Budget and Nominating [and any other committees]. In addition, the President may appoint from time to time such miscellaneous committees which are necessary to conduct the affairs of JO.

5. Finance & Budget. (a) Members. The Chair of the Finance & Budget Committee shall be the Treasurer. Other members of the Finance Committee should include individuals well-versed in accounting and finance.

(b) Duties. The Finance & Budget Committee shall work in the area of appropriations and disbursements; shall make periodic reviews of the financial operations and condition of JO; shall report their findings at the Annual Meeting of the Assembly and from time to time, as required, to the Board; shall work with the President to prepare a proposed budget for the coming fiscal year; shall present the same to the Board for approval prior to the Annual Meeting and shall keep accurate records of its proceedings.

6. Nominating. (a) Members. The Nominating Committee shall consist of a Chair and three (3) additional members appointed by the President.

(b) Duties. The Nominating Committee shall propose one or more candidates to succeed any Officer or Director whose term is due to expire on [June 30th] of that year, make recommendations to the President for the Committees of the Board as well as make recommendations at the request of the Board to fill any vacancies which may take place during the year.

(c) Annual Procedure. The Nominating Committee's annual report shall be made at the Board meeting which immediately precedes the Annual Meeting. A notice containing the Nominating Committee's report shall be sent to all Board members. Any other candidates for the Board may be proposed by three (3) or more Board members in writing delivered to the Nominating Committee Chair within fifteen (15) days of the transmission of the Nominating Committee's report. The Secretary or his/her designee shall send out the Annual Meeting notices with the Nominating Committee's report as well as any additional proposed candidates to all Board members.

ARTICLE VI PUBLIC STATEMENTS

Written public statements by JO may be issued by the President and Executive Vice President & CEO. Whenever possible, given the urgency of certain situations or matters, a draft of such written public statement will be circulated for review by the Executive Committee.

ARTICLE VII FISCAL YEAR

The fiscal year of JO shall commence on _____ 1 of each year and end on _____ 30 or as otherwise determined by the Board.

ARTICLE VIII
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

1. No Private Inurement. No Director, Officer, or employee of or member of a committee of or person connected with JO, or any other private individual shall receive at any time any share of the net earnings or pecuniary profit from the operations of JO, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for JO in effecting any of its purposes as shall be fixed by the Board; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of JO. Upon such dissolution or winding up of the affairs of JO, whether voluntary or involuntary, the assets of JO, after all debts have been satisfied, then remaining in the hands of the Board shall be distributed, transferred, conveyed, delivered and paid over, in the manner provided by Section 1005 of the New York Not-for-Profit Corporation Law and any applicable successor law, as the same may exist at the time of such dissolution, to any organization which at that time shall qualify as an organization described in Section 501(c)(3) of the Code and which is organized and operated exclusively for purposes similar to JO's purposes. **JO adopted/amended a Conflict of Interest Policy on _____ and adopted a Whistleblower Blower Policy on _____ to conform to NYS requirements under the Not-for-Profit Corporation Law.**

2. Compensation. Directors, Officers, members of any committee or commission shall not receive any stated salary for their services as such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular or special meeting. The Board shall have power in its discretion to contract for and to pay to Directors, Officers, or members of any committee or commission rendering unusual or exceptional services to JO special compensation appropriate to the value of such services.

ARTICLE IX
EXEMPT ACTIVITIES

Notwithstanding any other provision of these By-Laws, no Director, Officer, employee or representative of JO shall take any action or carry on any activity by or on behalf of JO not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE X
INDEMNIFICATION

1. Authorization. If a Director or Officer or a person serving at the request of JO as a director, officer, employee or agent of another organization or enterprise of JO is made a party to any civil or criminal action, suit or proceeding in any matter arising from the performance by such Director or Officer of his or her duties for or on behalf of JO, then, to the fullest extent permitted by law as the same exists or may hereafter be amended (but, in the case of any such

amendment only to the extent that such amendment permits JO to provide broader indemnification rights than said law permitted JO to provide prior to such amendment), JO shall:

(a) Advance to such Director or Officer all sums necessary or appropriate to conduct his or her defense, or appeal, in the action, suit or proceeding; and

(b) Indemnify such Director or Officer for all sums paid by him or her in the way of amounts paid in settlement, reasonable expenses, losses and liabilities, including attorneys' fees incurred, and when permitted by law, judgments and fines, in connection with the action, suit or proceeding, or appeal therein, subject to the proper application of credit for any sums advanced to such person pursuant to clause (a) of this paragraph.

(c) The above payments shall not apply to actions, suits or proceedings brought by the indemnified party other than for payments due, but not paid hereunder.

2. Indemnification of Other Persons. JO may indemnify any other person to whom JO is permitted to provide indemnification or the advancement of expenses by applicable law, whether pursuant to rights granted pursuant to, or provided by the New York Not-for-Profit Corporation Law or other rights created by (a) resolution of the Members, (b) a resolution of the Board, or (c) an agreement providing for such indemnification, it being expressly intended that these By-laws authorize the creation of other rights in any such manner.

3. Indemnification as a Contract Right. The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this Article: (a) is a contract right pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between JO and the Director or Officer; and (b) shall continue to exist after the rescission or restrictive modification hereof with respect to events occurring prior thereto.

4. Indemnity Insurance. JO may purchase and maintain insurance to indemnify JO for any indemnities paid by it pursuant to this Article and to indemnify Directors and Officers in instances in which they may be indemnified by JO pursuant to this Article, to the fullest extent now or hereafter permitted by the New York Not-for-Profit Corporation Law.

5. JO Bound by By-laws. JO shall be precluded from asserting in any judicial proceeding commenced pursuant to, section 1(c) of this Article that the procedures and presumptions of these By-laws are not valid, binding and enforceable and shall stipulate in such proceeding that JO is bound by all the provisions of these By-laws.

6. Indemnification is non-exclusive. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in these By-laws shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, By-laws, agreement, vote of Members or the Board or otherwise. No repeal or modification of these By-laws shall in any way diminish or adversely affect the rights of any Director, Officer, employee or agent of JO hereunder in respect of any occurrence or matter arising prior to any such repeal or modification.

ARTICLE XI
AMENDMENTS

The Board shall have power to make, alter, amend, and repeal the By-Laws of JO by a majority vote of the Directors at a meeting called for that purpose of which due notice of the proposed text is given by the Secretary and a quorum is present.