

**AMENDED & RESTATED**  
**BYLAWS**

**JEWISH COMMUNITY FEDERATION**  
**of**  
**SAN FRANCISCO, THE PENINSULA, MARIN AND SONOMA COUNTIES**

ARTICLE I  
**MEMBERSHIP**

A. Classes of Membership

The Federation shall have one class of membership.

B. Members

1. Any person who resides (or whose principal place of business is located) in San Francisco, the Peninsula, Marin or Sonoma Counties, and who identifies with the Jewish community shall be eligible for membership in the Federation upon the contribution of at least thirty-six dollars (\$36.00) to the regular annual campaign of the Federation. No person shall hold more than one (1) membership in the Federation.
2. A person shall be a member of the Federation for the fiscal year of the Federation in the year during which the member made the required paid-up contribution to the regular annual campaign of the Federation. The membership shall terminate as of the close of that fiscal year unless prior to the close of that fiscal year the person contributes or makes a commitment to contribute at least thirty-six dollars (\$36.00) to the annual campaign for the immediately following fiscal year.
3. As used in these Bylaws, the term "Peninsula" shall mean the County of San Mateo and such portions of Santa Clara County as may be designated from time to time by the Board of Directors of the Federation, which Board shall be referred to herein after as either the "Board of Trustees" or the "Board."
4. A member may resign from membership at any time. The resignation of a member shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees, or arising from contracts or otherwise.
5. The membership of any member may be terminated involuntarily by the affirmative vote of three-fourths of the Trustees (as defined in Paragraph A, Article III of these Bylaws). Such action shall be taken (a) at a regular or special meeting duly called for the purpose of considering such termination, (b) after such member has received fifteen (15) days prior written notice of the meeting and the reason(s) for the proposed termination, and (c) after such member has had an

opportunity, not less than five (5) days before the effective date of the proposed termination, for a hearing at such regular or special meeting. A Board decision to terminate made in accordance with this subparagraph B.5 shall be final and binding upon the member being terminated.

6. No member may transfer a membership in the Federation or any rights arising therefrom. Any attempt to transfer a membership or any rights therein shall be void.
7. All rights of membership shall cease upon a member's death.
8. Notwithstanding any other provision of these Bylaws, whenever notice to any member, Trustee, or other party is required under these Bylaws, such notice may be given by electronic mail, which will be deemed given upon its transmission.

## ARTICLE II MEMBERS' MEETINGS

### A. Annual Membership Meeting

An annual meeting of the members of the Federation ("Annual Membership Meeting") shall be held each year at such time and place as may be determined each year by the Board of Trustees.

### B. Special Membership Meetings

Special meetings of the members may be called at any time by the Board, the President or by five percent (5%) of the members. A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and submitted to the President or any Vice President or the Secretary of the Federation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with subparagraph C.3 of this Article II, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but no more than ninety (90) days after receipt of the request. If the notice is not given by the officer within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this subparagraph shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

### C. Notice of Membership Meetings

1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state

that no other business may be transacted. The notice of any meeting at which Trustees are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in subparagraph C.2 of this Article II, any proper matter may be presented at the meeting.

2. Approval by the members of any of the following proposals, other than by unanimous approval by all members entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:
  - a. Removing a Trustee at-Large without cause;
  - b. Filling Trustee-at-Large vacancies on the Board of Trustees;
  - c. Amending the Articles of Incorporation; or
  - d. Electing to wind up and dissolve the Federation.
3. *Notice Requirements.* Notice of any meeting of members shall be in writing and shall be given at least ten (10) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Federation or at the address given by the member to the Federation for purposes of notice. If no address appears on the Federation's books and no address has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or facsimile or other written communication to the Federation's principal office or (2) notice is published at least once in the J. Weekly.
4. *Electronic Notice.* Notwithstanding the preceding Paragraph C.3, Article I of these Bylaws, notice of any meeting of the members may also be given by electronic transmission by the Federation, and such notice shall be valid only if:
  - a. Delivered by (1) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Federation; (2) posting on an electronic message board or network that the Federation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (3) other means of electronic communication;
  - b. Delivered to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
  - c. The transmission creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

- a. An electronic transmission by the Federation to a member is not authorized unless, in addition to satisfying the requirements of this section, the transmission satisfies the requirements applicable to consumer consent to electronic record as set forth in the Electronic Signatures in Global and National Commerce Act (15 United States Code §7001(c)(1)).
  - b. Notice shall not be given by electronic transmission by the Federation after either of the following: (a) the Federation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the Secretary, any assistant secretary, or any other person responsible for the giving of the notice.
5. *Affidavit of Mailing.* An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, any assistant secretary, or any agent of the Federation, and if so executed, shall be filed and maintained in the Federation's minute book.
  6. *Authority for Electronic Meetings.* If authorized by the Board, in its sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.
  7. *Requirements for Electronic Meetings.* A meeting of the members may be conducted, in whole or in part, by electronic video transmission by and to the Federation or by electronic video screen communication (1) if the Federation implements reasonable measures to provide members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the Federation or electronic video screen communication, a record of that vote or action is maintained by the Federation. Any request by the Federation to a member pursuant to Corporations Code section 20(b) for consent to conduct a meeting of members by electronic transmission by and to the Federation shall include a notice that absent consent of the member pursuant to Corporations Code section 20(b), the meeting shall be held at a physical location in accordance with these Bylaws.

D. Quorum

A quorum for the transaction of business at any meeting of members of the Federation shall be one hundred (100). The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

E. Adjournment and Notice of Adjourned Meetings

Any meeting of members, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than forty-five (45) days. At the adjourned meeting, the members may transact any business that might have been transacted at the original meeting. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the Federation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. However, if a new record date is fixed after adjournment for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting.

F. Voting

1. Subject to the provisions of the California Nonprofit Corporation Law, members in good standing on the record date as set forth in these Bylaws shall be entitled to vote at any meeting of members. Voting may be by voice or ballot, except that any election of Trustees-at-Large shall be by ballot as provided in Paragraph E.3, Article III of these Bylaws. Ballots shall be solicited in a manner consistent with the requirements for notice set forth in Paragraphs C.3 and C.4, Article II of these Bylaws and the requirements of Section 5514 of the California Corporations Code. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. There shall be no cumulative voting.
2. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation of the Federation.

G. Waiver of Notice or Consent by Absent Members

The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each member entitled to vote, not present at the meeting, signs a written waiver of notice, a consent to

the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in subparagraph C.2 of this Article II, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the Federation records or made a part of the minutes of the meeting. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

H. Record Date for Notice, Voting, Written Ballots and Other Board Actions

1. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date so fixed for:
  - a. Sending notice of a meeting shall be no more than ninety (90) nor less than ten (10) days before the date of the meeting;
  - b. Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;
  - c. Voting by written ballot shall be no more than fifty (50) days before the day on which the first written ballot is mailed or solicited; and
  - d. Taking any other action shall be no more than sixty (60) days before that action.
2. If not otherwise fixed by the Board, the record date for determining:
  - a. Members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held;
  - b. Members entitled to vote at a meeting shall be the day on which the meeting is held;
  - c. Members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited; and
  - d. Members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating

to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

- e. For purposes of this Paragraph H, a person holding a membership at the close of business on the record date shall be a member of record.

I. Voting by Proxy

No vote by proxy shall be permitted at any meetings of the members.

ARTICLE III  
BOARD OF TRUSTEES

A. Powers of Board of Trustees

1. *General Powers.* Subject to the provisions of the California Nonprofit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation of the Federation or these Bylaws relating to actions that require approval of the members, the Federation's activities and affairs shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Trustees.
2. *Specific Powers.* Without prejudice to the general powers set forth in Paragraph A.1, Article III of these Bylaws, but subject to the same limitations, the Board of Trustees shall have the power to do the following:
  - a. to conduct meetings and control the affairs and business and establish policy for the Federation and to make rules not inconsistent with the laws of the State of California for the guidance of the officers and management of the affairs of the Federation;
  - b. to conduct and manage the business and affairs of the Federation and to exercise all such powers and all such things as may be exercised or done by the Federation;
  - c. to incur indebtedness for the ordinary uses, benefits and expenses and necessities of the Federation;
  - d. to authorize any office or officers, or agent or agents of the Federation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Federation;
  - e. to deposit all funds of the Federation from time to time to the credit of the Federation with such financial institutions as the Board may select;
  - f. to accept on behalf of the Federation any contribution, gift, bequest, or device, for the general purposes or for any special purpose of the

Federation, in accordance with such gift acceptance policies and guidelines as may be adopted by the Board; and

- g. to evaluate program/impact, fundraising and internal infrastructure information and, using fundraising projections, make decisions concerning the operating budget, community leadership funds, and distribution of dollars by those affiliated groups within the Federation that make allocation decisions (collectively, the “Affiliated Groups”).

B. Authorized Number of Trustees

The Board of Trustees shall consist of at least twenty-five (25) but no more than thirty-six (36) Trustees, unless changed by amendment to these Bylaws. The exact number of Trustees shall be fixed, within those limits, by a resolution of the Board of Trustees from time to time.

C. Composition of Board of Trustees

1. The Board of Trustees shall be composed of the following persons:
  - a. The Federation’s President, Vice Presidents, Secretary, Treasurer, and any other officers appointed by the Board under Article VI, A of these Bylaws.
  - b. The Chairs of the Standing Committees set forth in Paragraph B, Article V of these Bylaws other than the Investment Committee Chair.
  - c. The Immediate Past President of the Federation, the Annual Campaign Chair(s), Women’s Philanthropy Chair, Young Adults Division Chair, Regional Council Presidents, and a representative from the each of the committees or commissions with responsibility for (i) caring for the vulnerable, (ii) education & engagement, and (iii) Israel & overseas.
  - d. Such number of Trustees-at-Large as will be sufficient to bring the number of Trustees to that number provided for in, and fixed by the Board of Trustees as contemplated by, Paragraph B, Article III of these Bylaws.
2. Employees of beneficiary agencies of the Federation shall not be eligible to serve on the Board of Trustees. No person shall be eligible to serve as a Trustee of the Federation if he or she is not a member of the Federation during his or her term. Unless otherwise specified herein, the word “Trustee” refers to a Trustee of the Federation with the power to vote, and does not include any ex-officio members of the Board without any power to vote.
3. *Interested Persons as Trustees.* No more than 49 percent of the persons serving on the Board of Trustees may be “interested persons.” An interested person is (a) any person compensated by the Federation for services rendered to it with in the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding reasonable compensation paid to

a Trustee as trustee; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the Federation.

D. Term of Office of Trustees

1. Each Trustee who serves on the Board of Trustees by virtue of his or her position as an officer of the Federation, or as the Chair of a Standing Committee of the Federation, shall serve on the Board for a term that is concurrent with his or her term as officers or Standing Committee Chair.
2. The term of office of each Trustee-at-Large shall be for two years commencing on the first day of the Federation's fiscal year following their election and until their successors are duly elected. One-half of the Trustees-at-Large shall be elected each year so that their terms are staggered. No Trustee-at-Large who has served two consecutive two-year terms shall be eligible for re-election until he or she has taken a leave of absence from the Board for at least one year. Notwithstanding the foregoing, Trustees-at-Large who are elected or re-elected to serve a term commencing on July 1, 2010 shall serve a term of eighteen months rather than two years, and such short term shall count as a full term for purposes of the term limit described in the immediately preceding sentence.

E. Nomination and Election of Trustees-at-Large

1. *Nominations by Committee.* There shall be a committee in place (the "Nominating Committee") to nominate qualified candidates for election to fill vacancies occurring in the Trustee-at-Large seats of the Board at least one hundred twenty (120) days before the date of the election. The Nominating Committee shall consist of eight (8) members, and shall include the following: the Chair of the Leadership Development Committee (if any), the President, the President Elect (if different than the President), and the Chief Executive Officer as an ex-officio non voting member. The remaining members of the Nominating Committee shall consist of other Trustees of the Federation selected as follows: one shall be selected by the Leadership Development Chair, one shall be selected by the Vice President of Governance, and the rest shall be selected by the President, or if there is no Leadership Development Chair at the time, all remaining members of the Nominating Committee shall be selected by the President. The Nominating Committee shall make its report at least ninety (90) days before the date of the election, or at such other time as the Board may set. At least forty-five (45) days before the Annual Membership Meeting, the Secretary shall cause notice to be given to the members of the Federation in accordance with Paragraph C, Article II of these Bylaws. The notice shall specify (a) the time and place of the meeting, (b) the candidates nominated by the Nominating Committee for election to fill vacancies occurring in the Trustee-at-Large seats of the Board, and (c) the term for which each is nominated.

The Nominating Committee shall also be charged with nominating candidates for certain offices of the Federation, as provided in Paragraph D.1, Article VI of these Bylaws.

2. *Nominations by Members.* Members representing two (2) percent of the voting power may nominate candidates for Trustees-at-Large by petition. The petition must be signed by those members within 11 months preceding the next time Trustees-at-Large are to be elected, and delivered to an officer of the Federation not less than thirty (30) days before the Annual Membership Meeting, and such nominees shall also be placed on the ballot. All persons nominated shall have given their prior consent to nomination and election. When a meeting is held for the election of Trustees-at-Large, any member present at the meeting in person may nominate a candidate for election to fill vacancies in the Trustee-at-Large seats.
3. *Election Procedures.* The ballot shall contain the names of those candidates nominated by the Nominating Committee and those nominated by petition. The election shall be conducted by written ballot, and each member in good standing on the date the ballots are sent to the members may cast exactly one vote for each Trustee-at-Large position to be elected. No member may accumulate his or her votes for a single nominee, each such vote must be cast, if at all, for a different nominee. The candidates receiving the highest number of votes, up to the number of Trustees-at-Large to be elected, shall be declared elected. Results of the election shall be announced at the Annual Membership Meeting. In the event of a contested election for vacancies in the Trustee-at-Large seats, the Board shall formulate procedures that allow a reasonable opportunity for the nominees to communicate to members the nominees' qualifications and the reasons for the nominees' candidacy, a reasonable opportunity for the nominees to solicit votes, and a reasonable opportunity for all members to choose among the nominees. If more persons have been nominated for Trustees-at-Large than can be elected, no Federation funds may be expended to support a nominee without the Board's authorization.

F. Resignation of Trustees

Except as provided below, any Trustee may resign by giving written notice to the Chair of the Board, if any, or the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Trustee's resignation is effective at a later time, a successor may be elected to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Trustee may resign if the Federation would be left without a duly elected Trustee or Trustees.

G. Removal of Trustees

1. It is expected that all Trustees will attend all regularly scheduled meetings of the Board of Trustees. Any Trustee may be removed by the vote of a majority of the

Trustees if the Trustee fails to attend seventy-five percent (75%) of Board meetings in any year. Any Trustee who does not attend three successive Board meetings may be removed by the President without Board resolution unless (i) the Trustee requests a leave of absence for a limited period of time and the leave is approved by the President (if such leave is granted, the number of Trustees will be reduced by one for purposes of determining quorum), or (ii) the Trustee suffers from an illness or disability that prevents him or her from attending meetings and the President waives the automatic removal procedure of this subsection.

2. Any Trustee may be removed by a majority vote of the Trustees if he or she (i) has been declared of unsound mind by a court order, (ii) convicted of a felony, or (iii) has been found by a final order or judgment of any court to have breached any duty arising under Corporations Code section 5230, et seq. Additionally, any Trustee may be removed, with or without cause, by the vote of not less than two-thirds of the Trustees.
3. Any Trustee-at-Large may also be removed by a majority vote of the members at a duly held meeting at which a quorum is present.
4. No removal of a Trustee shall be valid unless approved by the requisite vote of the Board (or of the members in the case of removal of a Trustee-at-Large) at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the proposed removal is given as provided in Paragraph C, Article IV (or Paragraph C, Article II in the case of removal by members) of these Bylaws.

#### H. Vacancies

1. A vacancy on the Board of Trustees shall be deemed to exist in the case of the death, resignation or removal of any Trustee or for any other reasons provided for in these Bylaws, including whenever the number of authorized Trustees is increased or on the failure to elect the number of Trustees required to fill vacancies on the Board as of the date such election is required. Notwithstanding the foregoing, no Board vacancy shall be deemed to result on the death or disability of any Trustee who served on the Board by reason of his or her position as immediate past President of the Federation.
2. Except for a Board vacancy created by the removal of a Trustee-at-Large by the members and a vacancy in the Board seat of a Standing Committee Chair, vacancies on the Board may be filled by approval of the Board or, if the number of Trustees then in office does not exceed fifty percent (50%) of the then-authorized number of Trustees, by (i) the unanimous written consent of the Trustees then in office, (ii) the affirmative vote of a majority of Trustees then in office at a meeting held according to notice of waivers of notice complying with California Corporations Code section 5211, or (iii) the sole remaining Trustee.

3. A Board vacancy created by the removal of a Trustee-at-Large by the members shall be filled by a majority vote of the members at a duly held meeting at which a quorum is present.
4. A vacancy in the Board seat of a Standing Committee Chair shall be filled by the person appointed to serve as the successor Chair of said Standing Committee in accordance with procedures approved by the Board, as may be amended from time to time.
5. A person elected to fill a vacancy on the Board shall hold office for the balance of the unexpired term to which he or she was elected and until his or her successor is duly elected and qualified.
6. No reduction of the authorized number of Trustees shall have the effect of removing any Trustee prior to the expiration of his or her term of office.

I. No Personal Liability

The Trustees shall not be personally liable for the debts, liabilities, or other obligations of the Federation.

ARTICLE IV  
MEETINGS OF THE BOARD OF TRUSTEES

A. Annual and Regular Board Meetings

1. In conjunction with each Annual Membership Meeting, the Board shall hold a regular meeting for purposes of organization, election of officers, and transaction of other business.
2. Regular meetings of the Board shall be held at least bi-monthly, and at such other times as may be determined by the Board.
3. The annual and regular meetings of the Board may be held at such place as may be designated from time to time by resolution of the Board.

B. Special Board Meetings

Special meetings of the Board may be called by the President, any Vice-President, the Secretary, or by any two (2) Trustees, and such meetings shall be held at the principal office of the Federation.

C. Notice

Annual and regular meetings of the Board shall be held upon no less than five (5) days prior written notice. Special meetings of the Board shall be held upon no less than four (4) days' prior written notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone, facsimile, electronic mail or other written means of

communication. If sent by mail or by facsimile or electronic mail, the notice shall be deemed to be delivered on its deposit in the mails or on its transmission.

1. Notice of meetings of the Board not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.
2. All notices of special, annual or regular meetings of the Board shall be given or sent to the Trustee's address or telephone number as shown on the Federation's records.

D. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Trustee not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the Federation records or made a part of the minutes of the meeting. Notice of a meeting need not be given to any Trustee who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to such Trustee

E. Quorum

1. At any meeting of the Board, no less than fifty percent (50%) of the authorized number of Trustees then in office shall constitute a quorum.
2. A majority of the Trustees present, whether or not a quorum, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment shall be given before the time of the adjourned meeting to the Trustees who were not present at the time of the adjournment. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of the Federation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present, and the only motion which the chair of the meeting shall entertain at such meeting is a motion to adjourn.
3. The Trustees present at a duly called and held meeting at which a quorum is initially present may continue to do business, notwithstanding the loss of a quorum at the meeting due to a withdrawal of Trustees from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or by the Articles of Incorporation of the Federation or these Bylaws.

F. Majority Action as Board Action

Every act or decision done or made by a majority of the Trustees present at a meeting duly held at which a quorum is present is the act of the Board, unless the Articles of Incorporation of the Federation, these Bylaws, or provisions of the California Nonprofit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Trustee has a material financial interest (Section 5233) and indemnification of Trustees (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

G. Conduct of Meetings

Meetings of the Board shall be presided over by the President, or, in his or her absence, by the Vice-President designated by the President or, in the absence of each of these persons, by a chair chosen by a majority of the Trustees present at the meeting. The Secretary shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Any meeting, regular or special, may be held without the physical presence of some or all of the Trustees, by conference telephone, video screen communication, or other communications equipment, as long as all Trustees participating in the meeting: (a) can communicate with all of the other Trustees concurrently and (b) are provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Federation.

H. Action by Unanimous Written Consent without Meeting

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if all Trustees shall individually or collectively consent in writing to such action. Such written consent may be given by electronic mail, provided that the Federation adopts and uses a procedure for authenticating the identity of the Trustee giving such consent by positively matching the Trustee to his or her electronic mail account prior to the consent being transmitted via said account. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Federation authorize the Trustees to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE V  
COMMITTEES

A. Rules Governing Committees

Unless otherwise provided in the Articles of Incorporation of the Federation or these Bylaws:

1. The chairs of all committees shall be appointed in accordance with procedures approved by the Board, as may be amended from time to time.
2. The actions of all committees shall be subject to the approval of the Board, and each committee shall exercise the powers and perform those functions from time to time designated to the committee by the Board.
3. Each committee may adopt its own code of regulations and its own methods or procedures, subject to approval of the Board of Trustees.
4. Each Standing Committee shall have the power to establish such subcommittees as are required and to select the membership of such subcommittees in such manner as the Standing Committee may determine. The members of the subcommittee need not necessarily be members of the Standing Committee.
5. One-half of the total membership of any committee shall be deemed a quorum for the conduct of the business of that committee.
6. The President of the Federation shall be a voting ex-officio member of each Standing Committee.
7. The Board of Trustees may from time to time establish additional Standing Committees and temporary committees.

B. Standing Committees

The Federation shall have the following standing committees (collectively, the “Standing Committees”):

1. Executive Committee
2. Finance and Administration Committee
3. Investment Committee
4. Endowment Committee
5. Audit Committee

C. Committee Composition and Functions

The composition and the functions of the Standing Committees shall be as follows:

1. *Executive Committee.*
  - a. The Executive Committee shall consist of (i) the following officers of the Federation: the President, who shall serve as Chair, the five Vice Presidents, the Secretary, and the Treasurer, (ii) the Campaign Chair, (iii)

the Endowment Committee Chair, (iv) the Immediate Past President, and (v) a Trustee-at-Large.

- b. The Executive Committee shall recommend for approval by the Board of Trustees such forms of agreement, rules and regulations as may be appropriate relative to the conduct of beneficiary agencies for any campaigns or appeals for funds within the area covered by the activities of the Federation.
- c. The Executive Committee, unless limited by a resolution of the Board of Trustees, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Federation between meeting of the Board; provided, however, that the Executive Committee shall not have the authority of the Board with respect to those matters specified in California Corporations Code Section 5212(a). All actions of the Executive Committee shall be reported and presented to the full Board for ratification at the Board's next scheduled meeting. An affirmative vote of a majority of the entire membership of the Executive Committee shall be necessary to approve any action. The Board may, pursuant to policies adopted from time to time by the Board, grant the Executive Committee final decision making authority with respect to certain matters.
- d. In the event of a vacancy in the position of the chief executive officer of the Federation, it shall be the responsibility of the Executive Committee to recommend to the Board of Trustees a person for the position, in accordance with the Policies and Procedures of the Board, as approved from time to time.
- e. The Executive Committee shall serve as the Compensation Committee, and shall review the compensation, including benefits, of the chief executive officer and the chief financial officer to assure that they are just and reasonable to the Federation. Such review shall occur (1) initially upon the hiring of the officer; (2) whenever the officer's term of employment, if any, is renewed or extended; and (3) whenever the officer's compensation is modified, unless the modification applies to substantially all employees. The Executive Committee may approve said compensation only after it determines that the compensation is just and reasonable to the Federation.

2. *Finance and Administration Committee.*

- a. The Finance and Administration Committee shall consist of the Treasurer of the Federation as Chair, and at least five (5) other members, no less than two (2) of whom shall be Trustees.
- b. The Finance and Administration Committee shall review, submit and recommend all items in the annual administrative budget, and shall make

an annual report to the Board of Trustees. It shall review organizational multi-year financial forecasts. It shall review the operations and management of the real and personal properties of the Federation. It shall make recommendations to the Board of Trustees to inform Board of Trustees on the planning and allocations process.

- c. The Finance and Administration Committee shall appoint a Retirement Subcommittee to consist of a chair and vice chair and a minimum of three (3) members, and an Insurance Subcommittee to consist of a minimum of three (3) members.

3. *Investment Committee.*

- a. The Investment Committee shall consist of a chair and vice chair and at least six (6) other members, at least three (3) of whom shall be Trustees. The Chair of the Endowment Committee shall be an ex-officio member of the Investment Committee with the right to vote on all matters that come before the Investment Committee.
- b. The Investment Committee shall supervise and control, and make reports to the Board as to the investment of all funds of the Federation which require investment, and sell securities or other assets on behalf of the Federation.

4. *Endowment Committee.*

- a. The Endowment Committee shall consist of no less than fifteen (15) and no more than thirty (30) persons as determined from time to time by the Board of Trustees. In addition, the past Presidents of the Federation, the chairs of the Affiliated Groups, and the chair of the Investment Committee shall serve as ex-officio members, with the right to vote. The Endowment Committee shall act by majority vote of the entire membership of the Committee. Members shall serve for three-year terms. No member of this Committee shall serve more than two (2) consecutive terms unless approved by the Board, at the request of the President of the Federation or the Chair of the Endowment Committee and in the sole and absolute discretion of the Board, under special circumstances.
- b. The Endowment Committee shall have the following responsibilities and functions:
  - i. Develop community recognition and support for the Jewish Community Endowment Fund;
  - ii. Obtain contributions and grants to the Jewish Community Endowment Fund;

- iii. Consider applications and make recommendations for allocations and expenditures from the Jewish Community Endowment Fund;
- iv. Formulate and recommend projects and grants which will improve the opportunity for creative programs to serve the needs and interests of Jews and enhance the quality of Jewish life in the community; and
- v. Consider and recommend in consultation with other committees of the Federation, grants for projects not normally included in operating budgets of the Federation or its beneficiary agencies.
- vi. A Real Estate Subcommittee shall be appointed by the Chair of the Endowment Committee, which shall supervise and control real property investments and interests of the Federation.

5. *Audit Committee.*

- a. The Audit Committee shall consist of at least three (3) Trustees and one (1) financial expert. The majority of members of the Audit Committee shall not be Trustees. At least one (1) member of the Audit Committee shall have such detailed financial and professional expertise as to be able to understand and fully analyze the financial statements of the Federation and the overall competency of the auditing firm. Neither the President, the Treasurer, the chief executive officer nor the chief financial officer of the Federation shall serve on the Audit Committee. The Audit Committee chair shall not be a member of the Finance and Administration Committee. However, members of the Finance and Administration Committee may serve on the Audit Committee as non-chair members so long as they comprise less than one-half of the Audit Committee. Subject to the foregoing limitations, the Audit Committee shall consist of a chair and a vice chair and as many additional members as from time to time may be determined by the Board of Trustees. Subject to report to and approval by the Board of Trustees, the Audit Committee, on a continuing basis, shall perform the following functions:
  - i. Provide independent oversight of the Federation's accounting and financial reporting;
  - ii. Recommend to the Board of Trustees the retention and termination of the independent auditor;
  - iii. Negotiate the independent auditor's compensation on behalf of the Board;
  - iv. Confer with the auditor to satisfy members that the financial affairs of the Federation are in order;

- v. Oversee the Federation's annual audits (both internal and external, if any);
- vi. Review the client representation letter, the audited financial statements, and the management letter and the Federation's response with the auditor and such other matters that the independent auditor wishes to raise;
- vii. Review and determine whether to accept the audit;
- viii. Assure that any non-audit services performed by the auditing firm conform to standards for independence;
- ix. Approve the performance of all non-audit services provided by the audit firm;
- x. Review the use made of specific funds held by the Federation; and
- xi. Review financial policies and procedures of the Federation (other than those pertaining to investments), monitor conformance thereto, and recommend to the Board such changes as it considers desirable.

D. Special Committees

In addition to the Standing Committees, the President, with the approval of the Board of Trustees, shall appoint such other committees, sub-committees, commissions, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws.

ARTICLE VI  
OFFICERS

A. Elected Officers

The elected officers of the Federation shall be a President, up to five Vice Presidents (one of whom may be designated as President-Elect), a Secretary, a Treasurer, and such other officers as the Board may determine. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve concurrently as the President (or the chair of the Board, if any).

B. Term of Office

Each elected officer shall take office the first day of the fiscal year following his or her election and shall serve for a term of one year and until a successor is duly elected, except the President, who shall serve a single term of two years. No elected officer shall be eligible to serve in the same office for more than two terms. Notwithstanding the above, the Treasurer shall be eligible to serve up to four one-year terms.

C. Election

1. During the second year of the then-serving President's two-year term, the Board shall elect a President-Elect as provided hereinafter. The President-Elect shall automatically succeed to the office of President upon the expiration of the then-President's two-year term or the earlier death, resignation, removal or disqualification of the then-President. The term of office of the President-Elect shall commence at the conclusion of the Board meeting at which he/she is elected and shall expire upon his/her succession to the office of President. The President-Elect may continue to serve concurrently in any other office or position within the Federation to which he or she had been appointed prior to his or her election as the President-Elect for the remainder of his or term in said office or position. There shall be no other election for President.
2. The Board shall elect, from among the membership of the Federation, the Vice Presidents, the Secretary and the Treasurer at the annual meeting of the Board held in conjunction with the Annual Membership Meeting after receipt of nominations by the Nominating Committee.
3. Each officer shall serve at the pleasure of the Board and shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

D. Nominations of Officers

1. Each year, prior to the Annual Membership Meeting but not sooner than the election of the President-Elect, if applicable, the Nominating Committee (as defined in Paragraph E.1, Article III of these Bylaws) shall meet to nominate candidates for Vice Presidents, Secretary and Treasurer and shall report such nominations to the Secretary of the Federation. Such recommendations shall be sent to the Trustees at least fifteen (15) days in advance of the Board meeting (at which the election of officers is to take place) held in conjunction with the Annual Membership Meeting. Other nominations may be made only by petition signed by at least five (5) Trustees, submitted to the Secretary at least ten (10) days before the Board meeting (at which the election of officers is to take place) held in conjunction with the Annual Membership Meeting. The Secretary shall mail to each Trustee at least seven (7) days in advance of such Board meeting a list of any persons so nominated by petition. The Secretary shall prepare an official ballot or list of all nominees for use at each such Board meeting at which officers are to be elected. Voting in contested elections shall be by secret ballot.
2. No later than January 31 of each odd year, the Presidential Nominating Committee shall meet to nominate a President-Elect for election at the regular meeting of the Board in March of the immediately following year and shall report such nomination to the Secretary of the Federation. Such nomination shall be sent to the Trustees at least fifteen (15) days in advance of the March Board meeting. Other nominations may be made only by petition signed by at least five (5)

Trustees, submitted to the Secretary at least ten (10) days before the March Board meeting. The Secretary shall mail to each Trustee at least seven (7) days in advance of such meeting a list of any persons so nominated by petition. The Secretary shall prepare an official ballot or list of all nominees for use at each such meeting at which the President-elect is to be elected. Voting in contested elections shall be by secret ballot. The Presidential Nominating Committee shall consist of (i) the Immediate Past President (or if he or she is not available or willing to serve, the Past President who immediately preceded him or her), (ii) another Past President who shall be selected by the Chair, (iii) three (3) Federation Trustees (one of whom shall be selected by the Vice President of Governance and two of whom shall be selected by the current President), and (iv) two additional "Federation stakeholders" (either volunteers or donors) or Trustees (one of whom shall be selected by the President and the other of whom shall be selected by the Vice President of Governance).

3. Any officer may be removed, with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board or to the President or Secretary of the Federation. Any such resignation shall take effect at the date of the receipt of such notice or at a later date specified in such notice, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Federation under any contract to which the officer is a party.
4. In the event of any vacancy occurring in the position of any officer of the Federation between meetings of the Board, the Board is empowered, after receipt of a nomination by means of the nominating procedure provided in Paragraph C, Article VI of these Bylaws, to elect any eligible person as an officer to fill such vacancy until the next Board meeting and until his or her successor is elected and qualified.

E. Duties of Officers

1. *President.* The President shall, subject to the control of the Board, supervise and control the affairs of the Federation and the activities of the other officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the Federation, or by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as chair of the Board, he or she shall preside at all meetings of the Board. The President shall preside at all meetings of the members.
2. *Vice Presidents.* If the President is absent or disabled, the Vice Presidents, in order of their rank as fixed by the Board, or if not ranked, a Vice President designated by the Board, shall perform all duties of the President. When so acting, a Vice President shall have all powers of and shall be subject to all restrictions on the President. The Vice Presidents shall have such other powers

and perform such other duties as the President, subject to approval of the Board, may assign from time to time.

3. *Secretary.* The Secretary shall:
  - a. Certify and keep at the principal office of the Federation the original, or a copy, of the Articles of Incorporation of the Federation and these Bylaws, as amended or otherwise altered to date.
  - b. Keep at the principal office of the Federation or at such other place as the Board may determine, a book of minutes of all meetings of the Trustees and members, and, if applicable, meetings of Board committees, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
  - c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
  - d. Be custodian of the records as authorized by law or by these Bylaws.
  - e. Keep at the principal office of the Federation a membership listing, containing the name, address and class of membership of each and any member, and, in the case where any membership has been terminated, he or she shall record such fact in the membership listing together with the date on which such membership ceased.
  - f. Exhibit at all reasonable times to any Trustee or member of the Federation, or to his or her agent or attorney, on request thereof, the Articles of Incorporation of the Federation, these Bylaws, the membership listing, and the minutes of the proceedings of the Trustees.
  - g. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the Federation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.
  - h. Subject to approval of the President and unless otherwise required by law, the duties of the Secretary may be delegated to a staff member of the Federation.
4. *Treasurer.* The Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Federation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board. The Treasurer shall serve as chair of the Finance Committee, and shall serve on the Investment Committee.

ARTICLE VII  
EXECUTIVE PERSONNEL

The Federation's Executive Personnel shall include a chief executive officer and a chief financial officer.

The chief executive officer shall be appointed and removed by the Board of the Federation, who may delegate the appointment and removal powers to the Executive Committee. The chief executive officer, subject to the powers and control of the Board, shall be responsible to the Executive Committee and the Board for the overall management and direction of the Federation in accordance with policies promulgated by the Board. He/she shall act in all matters that the Board has not formally delegated to another representative, and shall be empowered to perform all acts and to execute all documents necessary to make effective the actions taken by the Board. The chief executive officer shall have such title as may be designated by the Board.

The chief financial officer, subject to the powers and control of the Board, shall be responsible to the chief executive officer. The chief financial officer is the chief fiscal officer of the Federation, responsible for developing financial strategy in accordance with the Federation's overall mission and strategy, and providing leadership and daily management direction to accounting, finance and information systems departments.

The chief executive officer shall appoint and employ the chief financial officer and such subordinates as are necessary for the proper and efficient operation of the Federation. He/she shall make periodic reports to the Board concerning both business and professional matters, sufficient to enable the Board to properly discharge its functions and responsibilities.

ARTICLE VIII  
BOARD OF GOVERNORS

A. Function

The Federation shall have a Board of Governors consisting of at least sixty (60), but no more than eighty (80) members unless changed by amendment to these Bylaws. The exact number of members of the Board of Governors shall be fixed, within those limits, by a resolution of the Board of Trustees from time to time. The Board of Governors shall be a broad-based, community advisory body to the Board of Trustees of the Federation, and shall have the following responsibilities:

1. To review and provide input with respect to Federation priorities and related matters of concern to Federation members; and
2. To serve as ambassadors on behalf of the Federation to the community.

The Board of Governors may not exercise the authority of the Board to make decisions on behalf of the Federation, but shall be restricted to making recommendations to the

Board. The Board of Governors shall have no fiduciary duties with respect the Federation or its members.

B. Composition of the Board of Governors

The Board of Governors shall be composed of the following persons:

1. All members of the Board of Trustees;
2. Chairs of Federation committees to the extent such persons do not serve on the Board of Trustees, including the chairs of the following: Business Leadership Council, Leadership Development, Capital Planning Committee, Human Resource/Organizational Development Committee, Investment Committee, and LGBT Alliance;
3. Representative of the Russian-speaking community;
4. All past Presidents of the Federation;
5. At-large members, among whom shall include five people who have served in leadership positions in communal agencies funded by the Federation, and five people who have in leadership positions in synagogues; and
6. The presiding officer of the J. Weekly, who shall serve as a nonvoting ex-officio member of the Board of Governors for a term that is coterminous with his or her term as the J. Weekly's presiding officer.

The Board of Governors Nominating Committee (as defined in Paragraph C, Article X of these Bylaws) shall nominate persons meeting the criteria set forth in subparagraphs B.3 and B.5, Article X of these Bylaws for election to the Board of Governors. Election shall be made by the Board of Trustees.

All other Board of Governor members shall serve ex officio by virtue of their positions as described in subparagraphs B.1, 2, 4 and 6, Article X of these Bylaws.

- C. The Board of Governors Nominating Committee shall consist of (a) all the members of the Nominating Committee, (b) two Federation Past presidents, selected by the current Federation President, and (c) four community members selected by the Vice President of Governance from among a pool of people who are not currently serving on the Board of Trustees of the Federation but who are either former Federation Board members, Federation committee members, major supporters of the Federation or current/former volunteer presidents and chairs of major Jewish agencies in the Bay Area.

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ARTICLE IX  
INDEMNIFICATION OF TRUSTEES,

OFFICERS, EMPLOYEES, AND OTHER AGENTS

A. Indemnification

1. The Federation, to the fullest extent allowed by applicable state and federal law, shall indemnify and hold harmless its officers, Trustees, agents, governors and employees, and any other persons described in California Corporations Code section 5238(a), including persons formerly occupying such positions, from and against any and all claims, actions, proceedings, expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection therewith, whether threatened, pending or completed, brought by reason of their respective position with or relationships to the Federation, including, without limitation, all reasonable attorneys' fees, costs and other expenses incurred in establishing a right to indemnification under this Article IX.
2. To the fullest extent permitted by law, and except as otherwise determined by the Board of Trustees in a specific instance, expenses incurred by a person seeking indemnification under this section in defending any proceeding covered by this section shall be advanced by the Federation before final disposition of the proceeding, on receipt by the Federation of an undertaking by or on behalf of that person for who the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Federation for those expenses.

B. Insurance

The Federation, to the fullest extent permitted by applicable state and federal law, may, and shall use its best efforts to purchase and maintain trustees' and officers' liability insurance on behalf of any person who is or was a Trustee or officer of the Federation, or is or was serving at the request of the Federation as a trustee, director, officer, employee or agent of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise.

ARTICLE X  
AMENDMENT OF BYLAWS

A. Amendment by Trustees

Subject to the rights of the members provided by the laws of the State of California and the limitations set forth below, new bylaws may be adopted or these Bylaws may be amended or repealed by approval of the Board of Trustees at any meeting of the Board duly called and held and at which a quorum is present unless doing so would materially and adversely affect the members' right as to voting. No amendment may extend the term of a Trustee beyond that for which the Trustee was elected. If any provision of these Bylaws requires a greater-than-majority Board vote than is otherwise required by

law, that provision may not be altered, amended, or repealed except by such greater-than-majority Board vote.

B. Amendment by Members

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the members at any meeting of the members duly called and held and at which a quorum is present; provided, however, that if the Federation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting in a manner different than it would another class must be approved by the members of the materially and adversely affected class. Any bylaws that require a greater-than-majority vote by the members than otherwise required by law may not be altered, amended, or repealed except by that greater-than-majority vote. No amendment may extend the term of a Trustee beyond that for which the Trustee was elected.

C. Amendment by Trustee and Members

Without the approval of the members and the Trustees, the Board of Trustees may not adopt, amend, or repeal any of the following provisions of these Bylaws:

1. Any provision of Article I relating to the membership.
2. The provisions requiring an annual meeting of members.
3. The provision relating to the quorum requirements for meetings of the members or the Board of Trustees.
4. Any provision of this Paragraph C, Article X.
5. Increase or extend the terms of Trustees.
6. Allow any Trustee-at-Large to hold office by designation or selection rather than by election by the members.
7. Authorize cumulative voting by the members.
8. Create proxy rights.
9. Fix or change the number of authorized Trustees.
10. Fix or change the minimum or maximum number of Trustees.
11. Change from a fixed number of Trustees to a variable number of Trustees or vice versa.

D. Copy of Amendment

The notice of meeting given to each member or Trustee (as the case may be) at which proposed Bylaw amendment(s) or new bylaws are to be considered shall specify the methods by which the members and Trustee may obtain a copy of the amendment(s) or new bylaws.

**AMENDED & RESTATED  
BYLAWS**

**JEWISH COMMUNITY FEDERATION OF  
SAN FRANCISCO, THE PENINSULA, MARIN AND SONOMA COUNTIES**

As amended and restated as of \_\_\_\_\_, 2010.

## TABLE OF CONTENTS

	<b>Page</b>
ARTICLE I MEMBERSHIP .....	1
A.    Classes of Membership .....	1
B.    Members .....	1
ARTICLE II MEMBERS' MEETINGS .....	2
A.    Annual Membership Meeting .....	2
B.    Special Membership Meetings.....	2
C.    Notice of Membership Meetings .....	2
D.    Quorum .....	5
E.    Adjournment and Notice of Adjourned Meetings .....	5
F.    Voting .....	5
G.    Waiver of Notice or Consent by Absent Members.....	5
H.    Record Date for Notice, Voting, Written Ballots and Other Board Actions .....	6
I.    Voting by Proxy .....	7
ARTICLE III BOARD OF TRUSTEES .....	7
A.    Powers of Board of Trustees .....	7
B.    Authorized Number of Trustees.....	8
C.    Composition of Board of Trustees .....	8
D.    Term of Office of Trustees .....	9
E.    Nomination and Election of Trustees-at-Large.....	9
F.    Resignation of Trustees.....	10
G.    Removal of Trustees .....	10
H.    Vacancies .....	11
I.    No Personal Liability .....	12
ARTICLE IV MEETINGS OF THE BOARD OF TRUSTEES .....	12
A.    Annual and Regular Board Meetings.....	12
B.    Special Board Meetings .....	12
C.    Notice .....	12
D.    Waiver of Notice and Consent to Holding Meetings.....	13
E.    Quorum .....	13
F.    Majority Action as Board Action.....	14

**TABLE OF CONTENTS**  
(continued)

	<b>Page</b>
G. Conduct of Meetings.....	14
H. Action by Unanimous Written Consent without Meeting .....	14
ARTICLE V COMMITTEES.....	14
A. Rules Governing Committees.....	14
B. Standing Committees .....	15
C. Committee Composition and Functions.....	15
D. Special Committees .....	19
ARTICLE VI OFFICERS.....	19
A. Elected Officers .....	19
B. Term of Office .....	19
C. Election .....	20
D. Nominations of Officers .....	20
E. Duties of Officers.....	21
ARTICLE VII EXECUTIVE PERSONNEL.....	23
ARTICLE VIII BOARD OF GOVERNORS .....	23
A. Function .....	23
B. Composition of the Board of Governors.....	24
ARTICLE IX INDEMNIFICATION OF TRUSTEES,.....	25
A. Indemnification .....	25
B. Insurance .....	25
ARTICLE X AMENDMENT OF BYLAWS.....	25
A. Amendment by Trustees .....	25
B. Amendment by Members.....	26
C. Amendment by Trustee and Members.....	26
D. Copy of Amendment.....	27