

UNITED JEWISH FUND AND COUNCIL BYLAWS

This instrument constitutes the Bylaws of United Jewish Fund and Council, a Minnesota nonprofit corporation, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

Members

All persons who contribute yearly the sum of eighteen dollars (\$18.00) or more to this corporation shall be voting members of this corporation during the fiscal year of the corporation for which the contribution was made, provided that the contribution is made at a time prior to the annual meeting.

ARTICLE II

Members' Meetings

Section 1. Place of Meeting. Meetings of the members of this corporation having voting power shall be held at any convenient place in the City of St. Paul or any other location as may be designated by the Board of Directors.

Section 2. Date of Annual Meeting. The annual meeting of the corporation shall normally be held at such time and at such place as is from time to time determined by the Board of Directors of this corporation. At such meeting, the members entitled to vote shall elect, by the affirmative vote of a majority of voting members present at the meeting, such number of directors as may be required pursuant to Article III of these Bylaws, and shall transact such other business as may be properly brought before the meeting.

Section 3. Notice of Annual Meeting. Written notice of the annual meeting shall be mailed postage prepaid at least seven (7) days before the date of the meeting to each member entitled to vote thereat at his/her address as the same appears on the records of the corporation.

Section 4. Special Meetings. Special meetings of the members for any purpose or purposes may be called by the President, and shall be called by the President or Secretary at the request of the Board of Directors pursuant to action taken at a regular meeting of said Board, or upon the request in writing of any ten (10) members of the Board of Directors, or upon the request in writing of forty (40) of the members of this corporation entitled to vote. Any such request shall state the purpose or purposes of the proposed meeting.

Section 5. Notice of Special Meetings. Upon receipt of a request for a special meeting under the provisions of Section 4 of this Article, it shall be the duty of the officer receiving such request forthwith to cause written notice of the time, place and purpose to be given the members entitled

to vote of a meeting to be held at such time as such officer may fix, not less than (10) or more than thirty (30) days after the receipt of such request, said notice to be given at least ten (10) days before such meeting to each member entitled to vote thereat at this address as the same appears on the records of the corporation. If such notice shall not be given within ten (10) days after delivery of the date of mailing of such request, the person or persons requesting the meeting may fix the time of the meeting and give notice in the manner therein provided.

Section 6. Business to be Transacted. No business shall be transacted at any special meeting of the members except that stated in the notice of the meeting.

Section 7. Quorum and Adjournment. Forty (40) of the members entitled to vote at any meeting, present in person, shall be requisite and shall constitute a quorum at all meetings of the members of the transaction of business, except as otherwise provided by law. If, however, a quorum shall not be present at any meeting of the members, the members entitled to vote thereat present in person shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until the requisite number of voting members shall be present. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. Number Required for Action by Members. Except where a larger portion or number is required by law, the Articles of Incorporation or by these Bylaws, the members may take action by the affirmative vote of a majority of the voting members present at a duly held meeting.

Section 9. Manner of Voting. Every member having the right to vote at any meeting shall be entitled at such meeting to one vote in person. Voting shall be by voice vote unless a division of the house is called for. In that event, the voting shall be by means of a show of hands, unless a written ballot is called for. In the event voting by written ballot is called for, no ballot shall be valid which does not contain the names equal in number to the total number of directors to be elected at such meeting. The results of such election shall be determined by not less than three (3) tellers appointed by the Present of the corporation, unless the number of nominees does not exceed the number to be elected, in which event the ballot may be case by the Secretary upon the oral vote of the membership.

Section 10. Organization of Meetings. At all meetings of the members, the President shall act as chair, and in the absence of the President, President-Elect or Vice President designated to serve in the absence of the President shall act as chair. The Secretary of the corporation or his or her designee shall act as secretary of the meeting, and in his or her absence, any person appointed by the President shall act as secretary.

ARTICLE III

Board of Directors

Section 1. General Powers. The property, affairs and business of this corporation shall be managed by or under the direction of the Board of Directors.

Section 2. Number, Term of Office and Qualification. The Board of Directors shall consist of thirty-nine (39) elected directors, who shall be elected by members of the corporation from among the members of the corporation, five (5) directors elected by the Board of Directors from among the members of the corporation, and in addition thereto there shall be the following ex officio directors: the officers of the corporation during their respective terms, one (1) incumbent rabbi from each recognized Jewish congregation having a house of worship and maintaining regular religious activities in Ramsey, Dakota, Washington or Anoka Counties in Minnesota, the two immediate Past Presidents of this corporation, the overall Campaign Chair, the Central Budget Review Committee Chair, the Men's Division Campaign Chair, the Women's Philanthropy Chair and Women's Philanthropy Board Chair and the Young Leadership Chair. All directors shall have one (1) vote on any matter properly brought before the directors.

- A. Thirty-nine (39) of the directors of this corporation shall be elected at the annual meeting of the corporation. Directors shall be nominated by the nominating committee and elected by and from the membership of the corporation. These directors shall serve a term of three (3) years each, and shall be elected such that one-third (1/3) of the directors is elected each year.
- B. Five (5) directors shall be nominated by the President from the membership of the corporation and shall be elected by the Board of Directors to serve a term of one (1) year each at its first regular Board meeting following the annual meeting of the corporation.
- C. Except officers, no individual who shall have been elected to the Board of Directors under paragraphs "A" or "B" above for a period of six (6) consecutive years shall be eligible for re-election to the Board of Directors until after lapse of at least one (1) year.

Section 3. Organization. At all meetings of the Board of Directors, the President, or in his/her absence, the President-Elect or a Vice President, shall be designated to serve in the absence of the President, shall act as chair of the meeting, and the Secretary of the corporation, or in his/her absence, any person appointed by the chair, shall act as secretary of the meeting.

Section 4. Resignation. Any director of the corporation may resign at any time by giving written notice to the Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or at any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal of Directors. The entire Board of Directors, or any individual director, may be removed from office with or without cause by the affirmative vote of a majority of the members of the corporation entitled to vote at an election of directors. In the event that the Board of Directors, or any one or more members thereof, may be so removed, new directors may be elected at the same meeting. (Consecutive absence of any director from three (3) or more meetings of the Board of Directors may be sufficient cause for the Board of Directors to declare the termination of the term of such director, without the need for a vote by the members of the corporation.)

Section 6. Vacancies. In case any vacancy shall occur in the Board of Directors because of death, resignation or inability to act, or any other cause (save and except the removal of any member of the Board of Directors as provided in Section 5 hereof), such vacancy shall be filled by the remaining Board of Directors though less than a quorum, and each person so elected shall be a director until the next annual meeting of the corporation, when a director shall be elected by the members to fill the unexpired term of the person who ceased to be a member of the Board.

Section 7. Place of Meeting. Meetings of the Board of Directors shall be held at such location and at such place and time as may be designated by the Board of Directors, or as may be determined by the President, or in his/her absence, the President-Elect or the Vice President designated to serve in the absence of the President.

Section 8. Annual Meeting. The first meeting of the Board of Directors after the annual meeting of the members shall be designated the annual meeting of the Board of Directors and the newly-elected Board of Directors shall meet for the purpose of organization, election of officers, and transaction of such other business as may come before the meeting, with the power of adjournment and readjournment. Notice of such meeting shall be given as provided for a regular meeting of the Board of Directors.

Section 9. Special Meeting. Special meetings of the Board of Directors shall be held upon the written demand of any five (5) directors addressed to the President, any Vice President, or the Secretary of the corporation, stating the purpose or object thereof. Notice of each such meeting shall be provided to each director at least five (5) days before the date on which such meeting is to be held. Every such notice shall state the time, place and purpose of the meeting. No business other than that so stated in the notice shall be transacted at said meeting without the unanimous consent of all the members of the Board of Directors present at said meeting.

Section 10. Quorum and Manner of Acting. Eighteen (18) of the directors in office at the time of any regular or special meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting, and the directors present may, by the affirmative vote of a majority of them, adjourn the meeting from time to time until a quorum be had. The directors present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Notice of any adjourned meeting need not be given.

Section 11. Number Required for Action by Directors. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present at a duly held meeting shall be sufficient for any action.

Section 12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed, or consented to by authenticated electronic communication as permitted by the Minnesota Nonprofit Corporation Act, by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed, or consented to by authenticated electronic communication, by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action. As used in these Bylaws, the term "authenticated electronic communication" means any form of communication not directly involving the physical transmission of paper, that

- A. creates a record that may be retained, retrieved and reviewed by the recipient of the communication,
- B. may be directly reproduced in paper form by the recipient through an automated process;
- C. is delivered to the corporation's principal place of business or to an officer or agent of the corporation authorized by the corporation to receive the communication, and
- D. sets forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender.

Section 13. Electronic Meetings. Any meeting among directors may be conducted solely by one or more means of remote communication through which all of the directors may participate in the meeting, if the same notice is given of the meeting as required by these Bylaws, and if the number of directors participating in the meeting is sufficient to constitute a quorum at the meeting. A director may participate in a meeting of the Board of Directors by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that director, other directors so participating, and all directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by any of the above-mentioned means constitutes presence at the meeting. As used in these Bylaws, "remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 14. Notice of Meetings. Whenever under the provisions of these Bylaws notice is required to be given to any director or other person, it shall be construed to require personal notice, but such notice may be given:

- A. when mailed to the director or other person at an address designated as the last known address of the director or other person or at the address of the director or other person in the corporate records;
- B. when communicated to the director or other person orally;
- C. when handed to the director or other person;
- D. when left at the office of the director or other person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- E. if the office of the director or other person is closed or if there is no office, when left at the dwelling or usual place of abode of the director or other person with a person of suitable age and discretion residing in the house; or
- F. when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage.

Section 15. Notice by Electronic Communication. Notice given by a form of electronic communication consented to by the director to whom the notice is given is effective when given. The notice is deemed given if by:

- A. facsimile communication, when directed to a telephone number at which the director has consented to receive notice;
- B. electronic mail, when directed to an electronic mail address at which the director has consented to receive notice;
- C. a posting on an electronic network on which the director has consented to receive notice, together with a separate notice to the director of the specific posting, upon the later of:
 - (i) the posting; or
 - (ii) the giving of the separate notice; and
- D. any other form of electronic communication by which the director has consented to receive notice, when directed to the director.

Consent by a director to notice given by electronic communication may be given in writing or by authenticated electronic communication.

Section 16. Waiver of Notice. Any director may execute a waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws in writing or by authenticated electronic communication before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 17. Regular Meetings. The Board of Directors may agree to hold regular periodic meetings. Such meetings may thereafter be held on the regular designated meeting date without further notice to the members of the Board for the transaction of such business as may properly come before the Board.

Section 18. Specific Powers. In addition to the general powers conferred upon the Board of Directors in Section 1 of this Article, the Board of Directors shall have the further power to appoint such committees as are specifically provided for in these Bylaws, all acts of which committees shall be subject to the final approval of the Board of Directors; to arrange for the raising of necessary funds for this corporation.

ARTICLE IV

Officers

Section 1. Number. The officers of the corporation shall be a President, a President-Elect, two (2) Vice Presidents, a Secretary and a Treasurer, and other such officers as may be appointed in accordance with the provisions of Section 3 of this Article.

Section 2. Election and Term of Office. Except for the President-Elect, the officers of the corporation shall be elected annually by the Board of Directors from the members of the corporation. The President-Elect shall be elected by the Board of Directors from the members of the corporation at the end of the President's first term, or at such other time as determined appropriate by the Board of Directors. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this Article, shall continue in office until his/her successor shall have been duly elected and qualified and shall have entered upon the discharge of his/her duties, or until he/she shall have been removed in the manner hereinafter provided, or, in the case of the President-Elect, when he/she succeeds to the Presidency. No individual who shall have served as President or Treasurer or Secretary for a period of three (3) consecutive years or who shall have served as Vice President for a period of four (4) consecutive years, shall be eligible for re-election to the same office, provided that after a lapse of one (1) year that individual shall again be eligible for election to the same office.

Section 3. Subordinate Officers. The Board of Directors may appoint such other officers, agents or employees as it may deem necessary, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws, or as the Board of Directors may from time to time determine. The Board of Directors may delegate to any officer or committee the power to appoint any subordinate officers, committees or agents.

Section 4. Removal. Any officer may be removed, either with or without cause, by the affirmative vote of a majority of all the directors or by the affirmative vote of a majority of the members present at a regular meeting or at a special meeting called for that purpose, or, except in the case of any officer elected by the Board of Directors, by any committee or superior officer upon whom such powers of removal may be conferred by the Board of Directors.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the President or Secretary of the corporation. Such resignation shall take effect at the date of the receipt of such notice, or any later time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled for an unexpired portion of the term in the manner prescribed in these Bylaws for regular appointments or elections to such office.

Section 7. The President. The President shall hold office until his/her successor is elected and qualified and enters upon the discharge of his/her duties. He/she shall preside at all meetings of the members and of the Board of Directors and shall oversee the long term goals and purposes of the corporation. He/she shall do and perform such duties as may from time to time be assigned to him/her by the Board of Directors. He/she may sign and execute all authorized instruments, contracts, checks or other obligations in the name of the corporation.

Section 8. President-Elect. The President-Elect shall perform the duties of the President in the event of his/her absence, resignation or inability to perform his/her duties and until his/her successor shall have been elected and qualified and enters into the discharge of his/her duties. The President-Elect shall succeed to the office of President when all terms of the President have ended.

Section 9. Vice President. Each Vice President shall have such powers and perform such duties as may be assigned to him/her by the Board of Directors and until his/her successor shall have been elected and qualified and enters into the discharge of his/her duties.

Section 10. Secretary. The Secretary or his/her designee shall:

- A. Keep the minutes of the meetings of the members and of the Board of Directors in books provided for that purpose;
- B. See that all notices are duly given in accordance with the provisions of these Bylaws and as required by law.

- C. Be custodian of the records and of the seal of the corporation, and see that the seal is affixed to all documents, the execution of which, on behalf of the corporation under its seal, is duly authorized in accordance with the provisions of these Bylaws;
- D. Keep a register of the post office address of each member and make all proper changes in such register, retaining and filing his/her authority for all such entries;
- E. See that all books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed;
- F. In general, perform all duties incident to the office of the Secretary, and such other duties as may be from time to time assigned to him/her by the Board of Directors.

Section 11. The Treasurer. The Treasurer or his/her designee shall:

- A. Have charge and custody of and be responsible for all funds and securities of the corporation and deposit all such funds in the name of the corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of these Bylaws.
- B. At all reasonable times exhibit his/her books of account and records to any of the officers or directors of this corporation, or any other persons legally entitled to inspect said books and records, upon application at the office of this corporation or wherever such books are kept;
- C. Render statements of the condition of the finances of this corporation at all regular meetings of the Board of Directors and at meetings of the members if called upon to do so;
- D. Receive and give receipts for or authorize the giving of receipts for monies payable to this corporation from any source whatsoever;
- E. In general, perform all the duties incident to and customarily performed by such officer, and perform such duties as may be from time to time assigned to him by the Board of Directors.

ARTICLE V

Contracts, Checks, Drafts, Bank Accounts, Etc.

Section 1. Loans. No loans shall be contracted on behalf of the corporation and no negotiable paper shall be issued in its name unless authorized by the Board of Directors. When so authorized, any officer or agent of the corporation may effect loans and advances at any time for

the corporation from any bank, trust company, or other institution, or from any firm, corporation, or individual, and for such loans and advances may make, execute and deliver promissory notes or other evidence of indebtedness of the corporation, and when authorized as aforementioned, as security for the payment of any and all loans, advances, indebtedness and liabilities of the corporation, may, subject to the provisions of the Articles of Incorporation, mortgage, pledge, hypothecate or transfer any real or personal property at any time held by the corporation, and to that end execute instruments of mortgage, pledge, or otherwise transfer said property. Such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or other order for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such person or persons and in such manner as shall from time to time be determined by the Board of Directors.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation under such conditions and in such banks, trust companies or other depositories as the Board of Directors may designate or as may be designated by any officer or officers, agent or agents of the corporation to whom such power may be from time to time delegated by the Board of Directors, and for the purpose of such deposit, any person or persons to whom such power is so delegated, may endorse, assign and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the corporation.

ARTICLE VI

Committees

Section 1. Nominating Committee. There shall be a nominating committee consisting of five (5) members of this corporation appointed annually by the President, with the approval of the Board of Directors, to serve for a term of one (1) year, and until their successors are appointed and qualify. This committee shall be appointed at least thirty (30) days before the annual meeting of the members of the corporation. The members of the nominating committee, with the exception of the chair, need not be members of the Board of Directors. The nominating committee shall present, at the annual meeting of the members of the corporation, and at the first meeting of the Board of Directors following the annual meeting of the members, nominations for membership on the Board of Directors to fill the terms of those directors which expired at said annual meetings, and shall submit to the Board of Directors at its first meeting following the annual meeting of the members of the corporation, the nominations for the officers of this corporation for the ensuing year. The names of the persons so nominated and which are to be submitted to the annual meeting of the members shall be presented by the nominating committee to the President of the corporation at least one (1) week prior to the date of the annual meeting, and shall be incorporated in the notice of said annual meeting to the members of the corporation. Further nominations for members of the Board of Directors may be made by any member of the corporation upon written petition signed by ten (10) members of the corporation and filed with

the Secretary of the corporation at least three (3) days prior to the annual meeting. No nominations for directors shall be permitted other than in the foregoing manner provided.

Section 2. Executive Committee. There shall be an Executive Committee composed of the officers of the corporation, the immediate past two (2) Presidents of this corporation, the Chair of the Central Budget and Review Committee, the overall Campaign Chair, the Men's Division Campaign Chair, the Women's Philanthropy Chair and Board Chair, the Young Leadership Chair, and in addition, three (3) members of the Board of Directors who may be nominated by the President and elected by the Board of Directors and who shall serve at the pleasure of the President. This committee shall have and exercise the complete authority and power of the Board of Directors in the management of the ordinary, routine and administrative affairs of the corporation in the interim between meetings of the Board of Directors; provided, however, that the Executive Committee shall report its proceedings to the Board of Directors at its next meeting for ratification.

Section 3. Other Committees. The President, with the approval of the Board of Directors, may, from time to time, appoint such other committees for such other purposes as the President and the Board of Directors shall deem advisable.

Section 4. Authority of Committees. The various standing committees, hereinbefore in these Bylaws created, and any other committee, may adopt such rules, regulations, organizational bylaws and procedure not inconsistent with these Bylaws or the Articles of Incorporation, for the conduct and transaction of matter committed to them respectively as may seem proper to such committees. Any standing committee created in these Bylaws may call upon any other standing committee for assistance in the performance of its duties. The Board of Directors may approve, amend, modify or reject rules, regulations, bylaws procedure, recommendations and actions taken by the standing committees created in these Bylaws, and no liability shall be incurred, or money expended, by any of said committees, except with the approval of the Board of Directors and in accordance with Article V of these Bylaws.

ARTICLE VII

Fiscal Year and Audit

The fiscal year of this corporation shall be from May 1 to the subsequent April 30. The Board of Directors shall provide for an annual audit of the books, records, and accounts of the corporation, which shall be submitted to the members at the annual meeting of the corporation.

ARTICLE VIII

Participants in Funds of the Corporation

Section 1. Process and Criteria. The Board of Directors shall from time to time formulate policies concerning the process and criteria for an organization to become a participant in the funds of the corporation.

Section 2. Agreement of Organization. An organization becoming a participant in the funds of the corporation pursuant to the policies established from time to time by the Board of Directors shall be deemed to be bound to the following agreement so long as it shall participate in the funds of this corporation unless the same, or any part thereof, be waived by the Board of Directors:

- A. To maintain a responsible management with a Board of Directors or administrative board which shall meet at least four (4) times a year.
- B. To cooperate with other social agencies in preventing duplication of effort and in promoting efficiency and economy of administration.
- C. To accept the apportionment of funds as made by the appropriate committee and approved by the Board of Directors, and to accept any decrease or increase in said apportionment as may be deemed advisable at any time by the Board of Directors.
- D. To furnish the appropriate committee with such detailed financial statements as it may desire or as may be required by the Board of Directors of this corporation from time to time, and in connection therewith to keep regular books of account open to inspection by such persons as may be delegated to inspect such books of account by the Board of Directors or the appropriate committee of this corporation.

ARTICLE IX

Endowment Fund

Section 1. Endowment Fund. The Endowment Fund of this corporation shall receive, administer and disburse in accordance with the provisions of this Article IX:

- A. All gifts and bequests made to or for the benefit of the Endowment Fund for undesignated or unrestricted purposes.
- B. All gifts and bequests made to or for the benefit of the corporation or the Endowment Fund for purposes designated or restricted in the gift or bequest, provided such gifts or bequests shall have been approved for acceptance by the Board of Directors of the corporation.

- C. All resources of the corporation which may from time to time be assigned, transferred and delivered to the Endowment Fund by action of the Board of Directors.

Section 2. Endowment Fund Program and Operations. The Endowment Fund Committee shall adopt and revise with the approval of the Board of Directors separate procedures with respect to the operations of the Endowment Fund and Endowment Development Committee. Such procedures and amendments thereto as are adopted shall be deemed incorporated by reference herein when approved by the affirmative vote of a majority of the Board of Directors present at any meeting at which the approval of such procedures or amendments thereto are considered.

Section 3. Endowment Development Committee Membership and Officers.

Section 3.1. Officers. The Chair of the Committee is appointed by the President of the United Jewish Fund and Council. The Chair shall be the primary officer of the Committee and shall be in charge of the meetings of the Committee and the designation of its members. The Secretary of the Committee shall be the Endowment Development Director of the United Jewish Fund and Council who shall serve ex-officio as a non-voting member of the Committee. The Committee may elect such officers for such terms and with such duties as it determines from time to time are necessary.

Section 3.2. Members. The members of the Committee are appointed by the Chair of the Endowment Development Committee. The Committee shall consist of fifteen (15) members appointed as aforementioned, one-fifth (1/5) of whom shall be appointed for a term of five (5) years, one-fifth (1/5) for a term of four (4) years, one-fifth (1/5) for a term of three (3) years, one-fifth (1/5) for a term of two (2) years, and one-fifth (1/5) for a term of one (1) year. The President of the United Jewish Fund and Council and the Chairs of all standing Subcommittees of the United Jewish Fund and Council Endowment Fund are ex-officio members and are entitled to vote at all Committee meetings. A member appointed to the Committee to fill a vacancy caused by death, resignation, or other reason, shall be appointed in the manner above provided to fill the unexpired term of the member no longer acting. No member who has served for two consecutive terms (including the initial term of less than five (5) years) may be appointed until a year shall have elapsed after the end of the member's second term.

ARTICLE X

Indemnification

Section 1. To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions or law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomever brought (including any such proceeding by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the corporation, or is or was serving at the specific

request of the Board of Directors of the corporation as a member, director or officer, or agent of another corporation, partnership, joint venture, trust or other organization, shall be indemnified by the corporation against expenses, including attorneys' fees, judgments, fines and amount paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a member, director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other organization shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other organization. The indemnification provided by this section shall continue as to a person and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 2. The Board of Directors of the corporation may, in its discretion, contract for the purchase of insurance to cover the indemnification provided in these Bylaws, but failure to obtain such insurance shall in no way reduce the liability of the corporation to provide the indemnification set forth in Section 1 of this Article X.

ARTICLE XI

STANDARD OF CARE AND CONFLICTS OF INTEREST

Section 1. Standard of Care. It is the responsibility of each director of this corporation to discharge his or her duties as a director in good faith, in a manner the director reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 2. Conflicts of Interest.

- A. In General. A contract or other transaction between the corporation or a Related Organization and:
- 1) any Interested Person, or
 - 2) a Member of the Family of an Interested Person, or
 - 3) any Organization of which an Interested Person or a Member of the Family of an Interested Person serves as director, officer or legal representative or has a Material Financial Interest

is not void or voidable because the Interested Person or a Member of the Family of the Interested Person is a party or because the Interested Person is present at the meeting of the members or the board or a committee at which the contract or transaction is authorized, approved, or ratified, if a requirement of the following paragraph B is satisfied.

B. Requirements. A contract or transaction described in paragraph A above is not void or voidable if:

1) the contract or transaction was, and the person asserting the validity of the contract or transaction has the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation when it was authorized, approved, or ratified;

2) the material facts as to the contract or transaction and as to the interest of the Interested Person or Member of the Family of the Interested Person are fully disclosed or known to the members of the corporation and the contract or transaction is approved in good faith by two-thirds (2/3) of the members of the corporation entitled to vote, not counting any vote that the Interested Person might otherwise have, or the unanimous affirmative vote of all members, whether or not entitled to vote;

3) the material facts as to the contract or transaction and as to the interest of the Interested Person or the Member of the Family of the Interested Person are fully disclosed or known to the Board of Directors or to a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee, not counting any vote that the Interested Person might otherwise have, and not counting the Interested Person in determining the presence of a quorum; or

4) the contract or transaction is a merger or consolidation described in Section 317A.601 of the Minnesota Statutes.

C. Definitions. For purposes of this Article XI, the following terms shall have the meanings indicated:

1) "Interested Persons" means and includes directors and officers of the corporation.

2) "Organization" means a corporation, partnership, joint venture, association, trust, estate, enterprise, or other legal or commercial entity.

3) "Related Organization" means an Organization that, directly or indirectly, controls, is controlled by, or is under common control with, the corporation.

4) "Member of the Family" means a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister.

5) An Interested Person has a "Material Financial Interest" in an Organization in which the Interested Person, or a Member of the Family of the Interested Person, has a Material Financial Interest.

Section 3. Exclusion. This Article XI does not apply to any contract or transaction between Related Organizations.

ARTICLE XII

Amendments

All Bylaws of this corporation shall be subject to alteration, addition, amendment or repeal by the affirmative vote of a majority of the members present at any annual meeting or at any special meeting called for that purpose, or by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors of the corporation present at any meeting of the Board of Directors at which a quorum is present.

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