

BY-LAWS

OF

JEWISH FEDERATION OF
NORTHERN NEW JERSEY, INC.

Amended & Approved: June 2009

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ARTICLE I: PURPOSES

Jewish Federation of Northern New Jersey, Inc. (hereinafter referred to as “Federation”) is a nonprofit corporation organized and operated not for pecuniary profit. The Federation serves all of Bergen and Hudson Counties and parts of Passaic and Morris Counties. The Federation is organized exclusively for charitable, religious and educational purposes, as well as any other charitable purpose within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“the Code”) or corresponding Section of any future tax code. Federation endeavors to meet the needs of Jewish people locally, in Israel and around the world by: (i) nourishing and enhancing Jewish commitment and education; and (ii) building a cohesive Jewish community. Specifically, Federation shall:

- (a) Promulgate and promote studies, plans and programs whereby social service issues, community needs and the relief and welfare incident thereto may be thoroughly understood, efficiently and economically addressed, and adequately met;
- (b) Develop a spirit of cooperation among the organizations and agencies devoted to those social service issues and community needs;
- (c) Coordinate the activities of such organizations and agencies, counsel and advise with respect to the extension thereof and with respect to the establishment of new organizations;
- (d) Foster, develop and coordinate all important phases of Jewish social service, religious, relief, welfare, educational, recreational, community life, and other charitable causes and movements, wherever located or wherever they may be functioning;
- (e) Authorize and conduct appeals and solicit, collect, receive and dispose of funds for worthy social service, religious, relief, welfare, educational, recreational, community relations, community life and other charitable causes and movements, wherever located or wherever they may be functioning;
- (f) Act as the central agency through which funds for social service, , relief, welfare, educational, recreational, community relations, community life and other charitable causes and movements wherever located or wherever they may be functioning, and other community needs may be solicited, held and disbursed;
- (g) Receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (h) Act as trustee under any trust incidental to the principal objectives of the Federation, and receive, hold, administer and expend funds and property subject to such trust;
- (i) Make grants, loans and appropriations necessary to carry out the objectives

and purposes of the Federation;

- (j) Promote and foster good relations between the Jewish community and the community-at-large, and participate in the improvement of our community, our state and our country; and
- (k) Accomplish or further directly or indirectly any of the aforementioned purposes; do anything and perform any act and exercise, any right and any power which a non-profit corporation is now or may hereafter be permitted by law to do, perform or exercise, whether within the Jewish community or the general community at large.

ARTICLE II: MEMBERS; MEETINGS

Section 1. Members. Every contributor of Thirty Six Dollars (\$36) or more to the current or the most recently completed Annual Campaign of the Federation shall be a member of the Federation.

Section 2. Meetings. The membership shall hold its Annual Meeting in June of each year, on not less than thirty (30) days notice in advance of the date of the meeting given to the members by the Chief Executive Officer. Other meetings may be called by the President, the Chief Executive Officer or by resolution of the Board of Trustees. Meeting dates shall be fixed by the President or the Chief Executive Officer, provided that when a meeting has been called by the President, the Chief Executive Officer or by resolution of the Board of Trustees, the date of such meeting shall not be later than thirty (30) days following the call for the meeting. Ten (10) days notice shall be sufficient for the call of any meeting other than the Annual Meeting. Notice of the Annual Meeting and all other meetings of the membership may be given by mail, electronically, or by public notice in any one or more Jewish newspapers of record.

Section 3. Voting. Each member of Federation shall have one (1) vote on any matter to be voted on at any meeting of the members of Federation. Unless otherwise specified by these By-Laws, a majority vote of the members present at any meeting shall determine each action to be voted on. Thirty-five (35) members of Federation shall constitute a quorum at any meeting of the members.

Section 4. Proxy and Cumulative Voting. Voting by proxy and cumulative voting shall not be permitted at any meeting of the members of the Federation.

ARTICLE III: BOARD OF TRUSTEES

Section 1. Board of Trustees. The business and property of Federation shall be managed and controlled by a Board of Trustees, each member of which shall be a member of Federation and at least eighteen (18) years of age.

Section 2. Nomination and Election of Trustees. On or before March 1 of every year, the President and the Chief Executive Officer of Federation shall collectively appoint a Nominating Committee to nominate members of Federation to serve as Trustees for the terms to be filled. The Nominating Committee shall report its nominations to the Chief Executive Officer before

April 1. Along with the notice to the members of the Annual Meeting of the membership, the Chief Executive Officer shall give notice of the names of the members who will be nominated for election as Trustees. Other members may be nominated for election as Trustees by the filing of a petition in the office of the Chief Executive Officer within fifteen (15) days after such notice. Each petition shall be signed by not fewer than twenty-five (25) members who will be qualified to vote at the Annual Meeting. No person shall be elected as a Trustee who has not been nominated as herein provided. If more persons have been nominated for election as Trustees than there are positions to be filled, the election shall be by ballot at the Annual Meeting of the members. The ballot shall list the persons nominated in alphabetical order, listing separately those persons nominated by the Nominating Committee and those nominated by petition. In the event of such election by ballot, the Chief Executive Officer and two (2) tellers appointed by the President shall count the ballots.

Section 3. Term of Trustees – Number of Trustees.

- (a) Trustees elected by the membership pursuant to Article III, Section 2 hereof shall hold office for a term of two (2) years and until their successors have been elected and installed. Provided the Nominating Committee has submitted nominations to the Chief Executive Officer to fill expired terms, Trustees shall be elected at each Annual Meeting of the membership, except as otherwise required by these By-Laws. No elected Trustee shall serve more than three (3) consecutive terms. Any term of less than two (2) years shall not be counted in calculating the three (3) consecutive terms for which a Trustee may serve. Time served as an officer shall not count in the calculation of service as a Trustee.
- (b) Any Trusteeship not filled at an Annual Meeting and/or any other vacancies in the Board, however occurring, may be filled upon the recommendation of the President (“Presidential appointees”) with the approval of a majority of the Board of Trustees present at a duly constituted meeting of the Board of Trustees. A Trustee so elected by the Board shall hold office until the next succeeding Annual Meeting of the membership and until his successor shall have been elected and installed.
- (c) A Trustee may resign by written notice to the President, which resignation shall be effective upon receipt thereof, or at such subsequent time as shall be specified in the notice of resignation; provided, however, that if such specified time is after the next Annual Meeting of the membership, the resignation shall be effective as of the date of such Annual Meeting of the membership so that a new Trustee may be elected at such meeting.
- (d) Trustees are expected to make a philanthropic leadership gift to the Annual Campaign by December 31st of each year of their Trusteeship and shall attend the regularly scheduled meetings of the Board except if there are extenuating circumstances. A Trustee may be removed from office for cause by the vote of a majority of the Board of Trustees, taken at any regular or special meeting of the Board at which the matter is presented.
- (e) The Board of Trustees shall consist of not less than twenty-five (25) nor more than forty (40) members. Members of the Board of Trustees shall include the

officers (see Article IV), Trustees elected through the nomination process (see Article III, Section 2), and up to four (4) Presidential appointees.

Section 4. Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held at least six (6) times each year on not less than ten (10) days notice by electronic media given to the Trustees by the Chief Executive Officer, and shall be held on such day and at such place as determined by the President. The President shall also call a special meeting of the Board of Trustees upon the written request of at least ten (10) Trustees, at a time to be determined by the President but not later than ten (10) days after having received such written request. In the event the meeting is not held within such ten (10) day period, five (5) Trustees shall have the right to convene a special meeting of the Board of Trustees. Notice of any meeting need not be given to any Trustee who signs a waiver of notice before or after the meeting.

A majority of the Trustees shall constitute a quorum at any meeting of the Board of Trustees. Each Trustee shall receive one (1) vote on each matter presented at a meeting. During regularly scheduled meetings, Trustees may call-in remotely to listen to the meeting, but will not be allowed to vote. Under special circumstances in the reasonable opinion of the President and Chief Executive Officer, or when a special meeting is called, electronic and/or proxy voting may be used. In such an event, electronic notification to all Trustees must be confirmed by email, phone, or other electronic means.

Except as otherwise specified in these By-Laws, a vote of a majority of the Trustees present at any meeting of the Board of Trustees at which a quorum is present shall be required to take any action and perform any function of the Board of Trustees. The Board of Trustees, subject to these By-Laws, may adopt rules and procedures for the conduct of its meetings as it reasonably sees fit from time to time.

Section 5. Action Without a Meeting. Any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board of Trustees may be taken without a meeting if, prior to or subsequent to such action, all of the Trustees consent thereto in writing or through electronic means. Such consents may be executed in counterparts, and shall be filed with the minutes of Federation.

Section 6. Powers of the Board of Trustees. The Board of Trustees shall control and manage the affairs, business, property and all other functions of Federation. Among other things, it shall approve the selection of the Chief Executive Officer, the budget, loans, the amount of funds for allocation to local, national, and overseas agencies and the final allocations to local, national, and overseas agencies.

Section 7. Contracts and Services. The Trustees and Officers of Federation may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by Federation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of Federation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as shareholders, directors, or otherwise; provided, however, that such interest is disclosed to the Board of Trustees prior to any vote or action taken by the Board of Trustees on such contract or other transaction, and that any contract, transaction, or act on behalf of Federation in a matter in which a Trustee or officer of Federation is personally interested shall be at arm's length and does not violate the restrictions in the Certificate of Incorporation against Federation's use or application of its funds for private benefit; and provided further that no

contract, transaction, or act shall be taken on behalf of Federation which would result in the denial of the tax exemption under Section 503 or Section 507 of the Code and its Regulations as they now exist or as they may be amended. In no event, however, shall any person or other entity dealing with the Trustees or officers be obligated to inquire into the authority of the Trustees and Officers to enter into and consummate any contract, transaction, or other action.

Section 8. Compensation. The Trustees shall not be entitled to any remuneration for their services as Trustees.

Section 9. Public Policy.

- (a) Federation may adopt a position or take an action, such as issuing a statement, on a public policy issue when it either believes that the issue has an impact on the Jewish community or it feels compelled to do so by Jewish values; provided, however, that such position or action is not related to any political campaign on behalf of or in opposition to any candidate for public office.
- (b) Any Member of Federation's Board of Trustees or any standing committee of Federation may propose to the Board of Trustees through the President or the Chief Executive Officer that Federation adopt a position or take an action, such as issuing a statement, on a public policy issue.
- (c) If the proposed position or action is consistent with a previous position or action taken without controversy, then the President and the Chief Executive Officer of the Federation may act for the Board of Trustees. If the proposed position or action is inconsistent with a previously taken position or action, or if the proposed position or action is controversial or has not previously been addressed by Federation, the President and the Chief Executive Officer shall consult with the Board of Trustees. Such consultation may be by conference call, email, other electronic means, or at a special meeting convened for such purpose.
- (d) No Officer, Trustee, or Committee Member may speak on a public policy issue on behalf of Federation, including on traditional or social media. The only spokespersons for Federation are the President and Chief Executive Officer, or their duly designated spokesperson.

ARTICLE IV: OFFICERS

Section 1. Number and Election of Officers. By March 1st of each year, the President, Chief Executive Officer, and Chair of the Nominating Committee shall determine which officers Federation shall require and the number of persons to occupy each office. All Officers shall be nominated by the Nominating Committee and elected at each Annual Meeting along with the Trustees, except as where otherwise required by these By-Laws. Officers shall serve for one (1) year and until their successors have been duly elected and installed. No person shall be elected as an Officer unless he or she is a Trustee at the time of election or has served as a Trustee within the past two (2) years. No person shall hold the same elected office for more than two (2) successive one (1) year terms, except for the positions of President, Treasurer and Assistant Treasurer, in which a person may serve for up to three (3) successive one (1) year terms.

Section 2. Nomination of Officers. On or before March 1 of each year, the President shall appoint a Nominating Committee to make and report nominations for all offices to the Chief Executive Officer before April 1. At least thirty (30) days prior to the Annual Meeting of the Board of Trustees, the Chief Executive Officer shall give notice of the names of the persons nominated for election as Officers. Other persons may be nominated for election as Officers by the filing of a petition in the office of the Chief Executive Officer within fifteen (15) days after such notice. Each petition shall be signed by not fewer than a majority of current Trustees. No person shall be eligible for office who has not been nominated as provided in this section.

Section 3. President. The President shall be the principal lay officer of Federation. S/he shall preside at all meetings of the membership and Board of Trustees, and represent Federation to the general community. The President and the Chief Executive Officer shall work jointly, coordinating their activities, as appropriate, to address and implement the policies adopted and actions taken by the Board of Trustees. The President shall sign, on behalf of the Federation, contracts and other instruments which are authorized and proper in the conduct of the business of Federation. S/he shall appoint Committee chairs and members as subject to Article V, Section 3 of these By-Laws. The President shall be an ex-Officio member of all committees specified in or created under Article V hereof, except the Audit Committee. The President may appoint a special committee, for any purpose, as s/he deems necessary to carry out the business of Federation, with the prior approval of the Board of Trustees. The President and Chief Executive Officer have joint responsibility for speaking on behalf of Federation in all public, or media, forums. The President and Chief Executive Officer shall designate others to speak on behalf of Federation as needed. The President shall have other responsibilities as provided herein and as may be determined by the Board of Trustees from time to time.

Section 4. Vice Presidents (3). There shall be three (3) Vice Presidents: Financial Resource Development, Planning & Allocations, and At-Large. Each Vice President shall perform such duties and possess such powers as shall from time to time be delegated to them by the President or the Board of Trustees. The Vice Presidents, respectively, shall perform the following functions:

- (a) Vice President, Financial Resource Development: S/he shall be the chair of the Campaign Committee.
- (b) Vice President, Planning & Allocations: S/he shall be the chair of the Planning & Allocations Committee.
- (c) Vice President, At-Large: The Vice President, At-Large shall perform such duties as the President may determine from time to time.

Section 5. Treasurer. S/he shall be chair of the Fiscal Committee. The Treasurer shall be responsible for the custody of the funds and other assets of the Federation and shall keep or cause to be kept regular books of account for the Federation. The Treasurer(s) shall perform such other duties and possess such other powers as are incident to that office or as shall be assigned by the President or the Board of Trustees. The Treasurer shall also serve as a Vice President.

Section 6. Assistant Treasurer. The President, Chief Executive Officer, and Nominating Committee may choose to nominate an Assistant Treasurer. The Assistant Treasurer shall have

the power to act in the absence or incapacity of the Treasurer, and shall perform such other duties and possess such other powers as are incident to such office or as are assigned by the President or the Board of Trustees.

Section 7. Secretary. The Secretary shall keep or cause to be kept accurate minutes of all meetings of the membership, the Board of Trustees, and all committees. The Secretary shall attest, when necessary or proper, all contracts and instruments which are authorized and proper in the conduct of the business of Federation. The Secretary shall cause notices of all meetings to be served as prescribed in these By-Laws or by statute. The Secretary shall perform such other duties and possess such other powers as are incident to that office or as are assigned by the President or the Board of Trustees.

Section 8. Assistant Secretary. The Assistant Secretary shall have the power to act in the absence or incapacity of the Secretary, and shall perform such other duties and possess such other powers as are incident to such office or as are assigned by the President or the Board of Trustees. The Assistant Secretary is a non-voting member of the Officers Group and the Board of Trustees.

Section 9. Incoming President. The former Presidents of Federation (and its predecessors in interest) shall recommend to the Nominating Committee the choice of an Incoming President. When an Incoming President has been selected, s/he shall serve in the Officers Group, if s/he is not already an officer at the time. In addition to any other duties and powers s/he may possess due to another position, the Incoming President shall perform duties and possess such powers as shall from time to time be delegated to her/him by the President.

Section 10. Other Offices. Those individuals filling additional offices determined to be required by the President, Chief Executive Officer, and Chair of the Nominating Committee, as the case may be, shall have such responsibilities as determined by the aforementioned group, as the case may be.

Section 11. Compensation. The Officers, with the exception of the Chief Executive Officer, shall not be entitled to any remuneration for their services as Officers of Federation.

Section 12. Successor to President. If the President of Federation is unable to complete her/his term of office, the Incoming President, if then in office, shall fulfill the remainder of the current term of the President until the next Annual Meeting. If there is no Incoming President in office, the Officers shall elect one of their own to serve in the capacity of President until the next Annual Meeting.

Section 13. Removal. Any officer may be removed from office by the affirmative vote of a majority of the Board of Trustees at any regular or special meeting called for that purpose. Notice of such proposed action shall be included in the agenda mailed to Trustees in advance of the meeting. Any officer proposed to be removed shall be entitled to at least five days' notice in writing delivered through the United States mail of the meeting of the Board of Trustees at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Trustees at such meeting.

Section 14. Vacancies. Any vacancy occurring among the Officers, however caused, may be filled by a member of the Board of Trustees appointed by the President for the unexpired portion of the term.

ARTICLE V: STANDING & OTHER COMMITTEES

Section 1. Number of Committees. The standing committees of Federation shall consist of those specified in this Article V, and are the permanent committees of Federation. Other committees as the Board of Trustees shall authorize from time to time upon the recommendation of the President or otherwise shall also be subject to the rules outlined below. Subject to the provisions of these By-Laws, the President shall determine the number of members of each committee.

Section 2. Purpose of Committees. The purpose of the standing committees, or other committees as authorized in these By-Laws, is to develop strategies and tactics to achieve the organizational goals and objectives determined by the Board of Trustees. The committee structure is designed to support the work of the Board of Trustees, and to make informed recommendations for the Board of Trustees approval. Committees may adopt operating policies and procedures, subject to the approval of the Board of Trustees and consistent with these By-Laws, but may not adopt their own individual By-Laws.

Section 3. Appointment of Committees and Vacancies. The President shall appoint the Chairmen and the members of all committees. A member of any committee or its Chairman may be removed at any time by the President, except the Chairman and the members of the Audit Committee. The President shall also have the power and authority to appoint any number of committee advisers to each committee who shall have all of the rights of committee members except the right to vote. All committee advisers shall be members of Federation but need not be members of the Board of Trustees.

Section 4. Disbanding of Committees. In the event that a Standing Committee, or any other Board-approved committee, does not operate under the duties and powers of their committee as outlined in these By-Laws, the Board of Trustees can take action to change the current committee, up to and including the disbandment of said committee. In the event of the disbandment of a committee, the President shall appoint a new committee chair and members as outlined by these By-Laws below.

Section 5. Term of Office.

- (a) The members of each committee mentioned specifically in this Article V shall be appointed at or within sixty (60) days following the meeting of the Board of Trustees held for the election of Officers. Each such committee shall serve for a term of one (1) year or until their successors are duly appointed, except for the Audit Committee.
- (b) The members of the committees not mentioned specifically in this Article shall serve for one year or until their work has been completed at the discretion of the President.
- (c) All committees and chairmen shall automatically terminate their terms of office with the completion of the term of office of the President, except the Audit Committee.

- (d) Audit Committee members shall serve in accordance with these By-Laws regulating its activities.

Section 6. Meetings of Committees. One-third (1/3) of the members of a committee shall be required at any meeting to constitute a quorum for the transaction of business. The acts of a majority of those present at a meeting at which there is a quorum shall be the acts of the committee. Committees shall meet at the call of their Chairmen.

Section 7. Planning and Allocations Committee. This committee shall consist of not fewer than fifteen (15) members. It shall be chaired by the Vice President, Planning & Allocations. This committee shall consider and make recommendations to the Board of Trustees with respect to the allocation of all funds for both local and national agencies, and for use in Israel and other countries. The total funds available for such purposes shall be designated by the Board of Trustees.

Section 8. Fiscal/Finance Committee.

- (a) This committee shall consist of not fewer than ten (10) members. It shall be chaired by the Treasurer.
- (b) This committee shall consider and make recommendations to the entire Board of Trustees with respect to the budgets, fiscal policies, and financial planning of Federation.

Section 9. Campaign Committee.

- (a) This committee, also known as the Campaign Cabinet, shall consist of eight (8) or more members, including the current Vice President, Financial Resource Development, the current Women's Philanthropy Campaign Vice President and the President of the Women's Philanthropy. It shall be chaired by the Vice President, Financial Resource Development.
- (b) This committee shall consider and make recommendations to the entire Board of Trustees in respect to the time, purpose, amount and character of all appeals for funds made for or on behalf of Federation. This committee, with the approval of the Board of Trustees, shall plan and carry out the county-wide and inter-area phases of the Annual Fund Raising Campaign and any special campaigns.

Section 10. Jewish Community Relations Committee. The Jewish Community Relations Committee shall consist of no fewer than fifteen (15) members. The JCRC shall be the public policy and community relations committee of Federation. It shall seek to promote and foster good relations between the Jewish community and the community-at-large; assist in the formulation of public policy consistent with Jewish values, and participate in the improvement of our community, our state and our country. The areas of focus for the JCRC shall be determined by the Board of Trustees. Any position taken by the JCRC shall be approved by the Board of Trustees, prior to being disseminated or publicized.

Section 11. Nominating Committee. This committee shall be appointed by the President on or before March 1 of each year. The Immediate Past President shall serve as the committee

chair, and the committee shall consist of no fewer than four (4) members. In the event that the Immediate Past President is unable or unwilling to serve, the President shall appoint a committee chair in her/his place. The former Presidents of Federation (and its predecessors in interest) shall recommend to the Committee the choice of a new President. The Nominating Committee shall report its nominations to the Chief Executive Officer before May 1.

Section 12. Officers Group.

- (a) Subject to such limitations as may be prescribed by the Board of Trustees, this Committee shall be responsible for the management of the affairs of Federation in the interim between meetings of the Board of Trustees; provided, however, that the Officers Group shall not have authority with respect to: (i) the election or removal of Trustees, Officers, or Committee Chairmen, (ii) the amendment or repeal of these By-Laws, (iii) the amendment or repeal of any resolution of the Board of Trustees which by its terms may be amended or repealed only by the Board of Trustees, (iv) the approval of the budget and a report of the Audit Committee, and (v) authorizing annual allocations. At each meeting of the Board of Trustees, the President shall make a report of all action taken by the Officers Group since its last report to the Board of Trustees.
- (b) Notwithstanding anything in these By-Laws to the contrary: (i) the Officers Group shall consist of the President; Vice President, Financial Resource Development; Vice President, Planning and Allocations; Vice President, At-Large; Treasurer; Incoming President (if filled); Immediate Past President; Secretary, and Chief Executive Officer; (ii) the President shall be the Chairman of the Officers Group; and (iii) the Officers Group shall act by, and all of its actions shall be effective with, a majority vote of the members present at a duly constituted meeting. A quorum shall consist of fifty (50%) percent of those eligible to vote on the Committee. The Chief Executive Officer is a non-voting member of the Officers Group. In the event the President is unable to chair the Officer's group, the Incoming President shall serve in her/his place; in the event that there is no Incoming President, the remaining officers shall elect one of their own to serve in the capacity of chair.
- (c) The Officers Group shall have the authority to act on the Board's behalf for urgent matters between scheduled Board meetings. The President and Chief Executive Officer are jointly responsible for determining what constitutes an urgent matter. The Officers Group shall be authorized to approve expenditures/grants of up to \$100,000 without obtaining the consent of the Board of Trustees. All expenditures/grants are to be reported by electronic means or by mail to the Board within five (5) days of any action taken by the Officers Group.

Section 13. Audit Committee. The Audit Committee of Federation shall provide assistance to the Board of Trustees in fulfilling fiduciary responsibilities relating to accounting, auditing and financial reporting practices.

- (a) Members: The Audit Committee of the Federation shall consist of six (6)

members who shall be appointed by the President to staggered two (2) year terms. The Chairman is counted as one of the six members. Annually, the three positions on the committee that shall expire shall be filled by appointment of three (3) members to full two (2) year terms.

(b) Responsibilities and Limitations:

- (i) Recommend to the entire Board of Trustees by July 1, annually, after consultations with the President, Chief Executive Officer, and appropriate financial management, the independent auditors to be selected and/or to be continued to be engaged by Federation as its independent auditors.
 - (ii) Meet with independent auditors and Federation's financial management to review the scope of the proposed audit for the current year and the audit procedures to be utilized, and to expand the scope of the audit, if deemed necessary, and at the conclusion thereof review such audit including any comments or recommendations of the independent auditors. The results of such meetings and other findings shall be discussed with the Officers Group and shall be reported to the entire Board of Trustees.
 - (iii) Evaluate with the independent auditors and with Federation's financial management, together and separately, the adequacy and effectiveness of the Federation's internal administrative and accountings controls, and elicit any recommendations to correct any material weakness in such internal controls. The results of any such evaluation shall be discussed with the Officers Group and shall be reported to the entire Board of Trustees.
 - (iv) Consult with appropriate financial management, the independent auditors, and Federation's counsel as to programs being maintained by management with respect to compliance with laws and regulations relating to financial matters.
 - (v) Review with the independent auditors Federation's major accounting policies as are deemed appropriate for review by the Audit Committee, as well as any other specific accounting policies deemed by the Audit Committee to be appropriate for discussion. Matters under consideration shall be discussed with the Officers Group and shall be reported to the entire Board of Trustees.
- (c) Meetings: The Committee will hold a minimum of three (3) regular meetings per year, and additional meetings as the Chairman of the Audit Committee may deem necessary. In addition to the committee members, these meetings shall, at the committee's discretion, be attended by representatives of the independent auditors. Minutes shall be kept of all meetings.
- (d) Removal and Suspension of Audit Committee Members: Any member of the Audit Committee may be removed by the vote of a majority of the whole

Board of Trustees, taken at the second consecutive regular or special meeting of the Board at which the matter is presented.

Section 14. Endowment Foundation Committee. This Committee shall consist of a minimum of twelve (12) members. It shall be responsible for developing and carrying on a continuing program of solicitation designed to expand Federation's Endowment Foundation through bequests, lifetime gifts, trust funds and other sources of charitable giving. The Endowment Foundation Committee shall recommend spending policies and procedures with respect to distributions from the Endowment Foundation to the Board of Trustees. All fund distributions managed by the Endowment Foundation are the purview of the Endowment Foundation, and should be consistent with Federation's mission.

The Endowment Foundation Committee shall also have the authority to recommend to the Board of Trustees the policies and procedures to be followed for the safeguarding and investment of endowment funds. The Endowment Foundation Committee is authorized to adopt its own policies and procedures, subject to the approval of the entire Board of Trustees.

Section 15. Advisory Committees. The President may create from time to time, with appointments from the Board of Trustees or such other members of Federation as the President deems proper, one or more advisory committees to advise and aid the Trustees and/or Officers of Federation in any matters designated by the President. Each such committee may, subject to the approval of the Board of Trustees and subject to the provisions of these By-Laws, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. Special advisory committees shall not enter into any kind of contract or incur any indebtedness or financial obligation of any kind without the approval of a majority of the whole Board of Trustees. Advisory Committee members shall not be entitled to vote on any matter unless voting in their capacity as Trustees.

Section 16. Compensation. The members of any committee of Federation shall not receive any compensation for their services.

ARTICLE VI: CHIEF EXECUTIVE OFFICER

Section 1. Duties of the Chief Executive Officer. Subject to the direction of the Board of Trustees and the Officers, the Chief Executive Officer shall execute the policies and directions of the Board of Trustees. The Chief Executive Officer shall have full responsibility to administer the operations and programs of Federation and the selection, assignment and supervision of the staff of Federation. S/he shall appoint, remove and fix the compensation of professional, clerical, and other employees of Federation, and s/he shall be responsible and report to the President and the Board of Trustees. With the approval of the President, s/he shall sign, on behalf of Federation, contracts and other instruments which are authorized and proper in the conduct of the business of Federation. The Chief Executive Officer shall serve as the Assistant Secretary of the Board of Trustees, as a non-voting member, and shall serve as an ex-Officio member of all committees, except for the Audit Committee.

Section 2. Selection of New Chief Executive Officer. When a vacancy is created in the position of Chief Executive Officer, the President shall appoint a Chairman and other members of the Board of Trustees to a Search Committee which shall be responsible for hiring a Chief Executive Officer. The Search Committee shall be empowered on behalf of Federation to

negotiate the terms of employment and compensation for the Chief Executive Officer. The Board of Trustees shall approve the terms of employment and the compensation.

Section 3. Extension of Term of Chief Executive Officer. A special Evaluation Committee consisting of the President, the two immediate past Presidents, and the Incoming President and/or an Officer selected by the President shall annually evaluate the performance of the Chief Executive Officer. Additionally they shall determine before the end of his/her employment term whether to offer the Chief Executive Officer employment for another term and to recommend same to the Board of Trustees. If the employment of the Chief Executive Officer is to be renewed for another term, the Evaluation Committee shall be empowered on behalf of Federation to negotiate the terms of her/his employment and compensation and thereafter present same to the Board of Trustees for approval. The performance evaluation shall be made available for examination by any member of the Board of Trustees who shall treat same as confidential and shall not reveal in any manner the contents therein to any party other than a current Trustee.

ARTICLE VII: WOMEN'S PHILANTHROPY

A Women's Philanthropy of Federation shall be established. The affairs of the Women's Philanthropy shall be conducted by its elected Board of Trustees and Officers, subject to the overall policies and principles of Federation and Federation's By-Laws. The Women's Philanthropy may conduct its own fund raising efforts within Federation's Annual Campaign.

ARTICLE VIII: EXECUTION OF DOCUMENTS

Section 1. Contracts. The Board of Trustees, except as otherwise provided in these By-laws, may authorize any Officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of Federation. Such authority shall be confined to a specific instance unless otherwise provided by the Board of Trustees.

Section 2. Commercial Paper. All checks, notes, drafts, and other commercial paper of Federation shall be signed by the President, the Treasurer or the Chief Executive Officer of Federation or by such other person or persons as the Board of Trustees may from time to time designate.

ARTICLE IX: PROHIBITION AGAINST SHARING IN EARNINGS

No part of the net earnings of Federation shall inure to the benefit of, or be distributable to any Trustee, Officer, employee of or member of a committee of or person connected with Federation, nor any other private person, except that Federation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein and in Federation's Certificate of Incorporation. No such person or persons, however, shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of Federation. Upon the dissolution or winding up of the affairs of Federation, whether voluntary or involuntary, the assets of Federation then remaining in the hands of the Board of Trustees, after all debts have been satisfied, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code to Jewish

Charitable Institutions or Charities whose purpose is to support Jewish communal interests. Any such assets not so disposed of shall be disposed of by the Superior Court of New Jersey of the county in which the principal office of Federation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X: PERSONAL LIABILITY OF TRUSTEES AND OFFICERS

No Trustee or Officer shall be personally liable to Federation or any member for damages for the breach of any duty owed to Federation, except for liability for any breach of duty based upon an act or omission: (i) in breach of such person's duty of loyalty to Federation or its members, (ii) not in good faith or involving a knowing violation of law, or (iii) resulting in receipt by such person of an improper personal benefit.

ARTICLE XI: INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1. Indemnification. Federation shall, to the maximum extent permitted by law, indemnify each of its present or former Trustees and Officers and such committee members as deemed appropriate by the Chief Executive Officer against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of Federation and in any proceeding brought by a third party against such person (whether or not Federation is joined as a party defendant) to impose a liability on such person for an act to alleged to have been committed while a Trustee or Officer, or by Federation, or by both; provided that the Board of Trustees determines that such Trustee or Officer was acting in good faith within what he or she reasonably believed to be the scope of his or her employment or authority and for a purpose which he or she reasonably believed to be in the best interests of Federation. Payments authorized hereunder include amounts paid and expenses incurred in settling any such proceeding or threatened proceeding.

Section 2. Insurance. The Board of Trustees may authorize Federation to pay in whole or in part the premium or other charge for any type of insurance in which any Trustee or Officer of Federation and such committee members as deemed appropriate by the Chief Executive Officer is indemnified or insured against liability, loss or expense arising out of his or her actual or alleged misfeasance in the performance of his or her duties or any wrongful act against Federation.

Section 3. Non-Exclusivity of Rights. The rights conferred on any person by this Article XI shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, these By-laws, agreement or otherwise.

Section 4. Other Indemnification. Federation's obligation, if any, to indemnify any person who was or is serving at its request as a Trustee, Officer, employee or agent of another corporation, trust or nonprofit entity shall be reduced by any amount such person may collect as indemnification from such other corporation, trust or nonprofit entity.

Section 5. Amendment or Repeal. Any repeal or modification of the foregoing provisions

of this Article XI shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

Section 6. Legal Representatives and Heirs. The provisions of the above paragraphs shall apply to the legal representatives and heirs of any present or former Trustee, Officer or employee of Federation.

ARTICLE XII: FISCAL YEAR

The fiscal year of Federation shall be as determined by the Board of Trustees from time to time, subject to applicable law.

ARTICLE XIII: TERMS

All references herein to Sections of the Code shall be considered references to the Internal Revenue Code of 1986, as amended from time to time and the corresponding provisions of any subsequent tax law.

ARTICLE XIV: RELATIONS WITH LOCAL, STATE AND NATIONAL ORGANIZATIONS

Section 1. Local Organizations. By action of the Board of Trustees, Federation may join or otherwise become affiliated with one or more welfare organizations, or other non-sectarian organizations which seek to raise funds in Bergen, Hudson, Passaic and/or Morris County, New Jersey, or in any portion thereof for the support of local service or which seek to gather, exchange, furnish knowledge and information, or to coordinate the efforts of groups furnishing local services.

Section 2. State and National Federations or Organizations. By action of the Board of Trustees, Federation may join or otherwise become affiliated with one or more Jewish federations or organizations which seek to coordinate or supplement on a state, regional or national basis, the efforts of local councils or federations similar to the Federation.

ARTICLE XV: BEQUESTS TO FEDERATION

The Chief Executive Officer of Federation, or such additional Officers or employees of Federation as the Board of Trustees may from time to time authorize, shall have authority to accept or disclaim any bequest to Federation. If such a bequest is accepted, and the bequest contains directions or restrictions on the charitable use of the proceeds of the assets bequeathed, these directions or restrictions shall be binding on Federation in accordance with applicable law.

If no directions or restrictions are contained in the bequest, the bequest shall be applied to Federation's Annual Campaign to the extent the deceased had unfulfilled campaign pledges. The balance of such a bequest shall be added to the unrestricted endowment fund of the Endowment Foundation.

ARTICLE XVI: DATES SPECIFIED IN BY-LAWS

Whenever a date is specified in these By-Laws for any action to be taken and such date falls on a Saturday, Sunday or holiday, it shall be sufficient compliance with these By-Laws if such action is taken on the following business day of Federation. The President or the Board of Trustees shall have the power to change any date specified in these By-Laws for the taking of any action or the holding of any meeting, but shall not have the power to change any notice provision set forth in these By-Laws unless pursuant to an amendment to these By-Laws adopted by the Board of Trustees.

ARTICLE XVIII: ROBERT'S RULES OF ORDER

Except as may be provided herein, the provisions of the latest revised edition of the Robert's Rules of Order, shall apply to Federation.

ARTICLE XIX: POLITICAL ACTIVITY

Federation and its committees shall be prohibited from participating or intervening, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office, including the publishing or distributing of statements in connection with any political campaign.

ARTICLE XX: AMENDMENTS TO BY-LAWS

Amendments to any part of these By-Laws shall be proposed for adoption by the Board of Trustees at a special meeting called for such purpose or at a regular meeting provided written notice of intent to propose an Amendment to the By-Laws is given at least ten (10) days prior to such meeting. In both cases a copy of the proposed Amendment must be distributed to the Trustees along with the notice of said meeting. A majority vote of the Board of Trustees present at said meeting at which a quorum is present shall be required to adopt the proposed Amendment to the By-Laws. Upon approval of the proposed Amendment, it then will be submitted to the Membership at the next Annual Meeting or at a Special Meeting of the Membership by providing Notice of same to the membership no less than 30 days before the scheduled meeting. A majority vote of those in attendance at the membership shall be required to adopt the proposed Amendment.

ARTICLE XXI: CONFLICTS WITH BY-LAWS

In the event of any conflict in the terms and provisions of these By-Laws with respect to any policies and procedures elsewhere within Federation, the provisions of these By-Laws shall prevail.