

**AMENDED AND RESTATED**

**BY-LAWS**

**OF**

**THE AMERICAN FRIENDS OF MIGDAL OHR  
(hereinafter the "Corporation")  
EFFECTIVE AS OF MAY 16, 2016**

**ARTICLE I**

**MEMBERS**

The Corporation shall have no members.

**ARTICLE II BOARD OF**

**DIRECTORS**

Section 1. Powers and Number. (a) The Board of Directors (the "Board" or "Board of Directors") shall have general power to control and manage the affairs and property of the Corporation in accordance with the purposes and limitations set forth in the Certificate of Incorporation. The Board of Directors shall consist of not less than three (3) directors nor more than thirty (30) directors.

(b) The Board in its discretion may permit representatives of any organization supported by the Corporation and other persons recommended by the President of the Corporation to attend and participate in Board meetings as non-voting observers from time to time or on a regular basis as the Board determines.

(c) The Board in its discretion may further elect former directors, officers or employees of the Corporation and other persons as "Directors Emeritus" who may attend and participate in Board meetings also as non-voting observers, from time to time or on a regular basis as the Board determines.

Section 2. Election and Term of Office. The directors of the Corporation once elected shall hold office until the next Annual Meeting of the Board or until his/her successor shall be elected, whichever is later, and shall qualify, or until his or her earlier death, resignation or removal from office.

Section 3. Removal. Any director may be removed, or suspended at any time, with or without cause, by a vote of a majority of the directors then in office, at any special meeting of the Board called for that purpose.

Section 4. Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Chairman of the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective. Any director who is also an officer or employee of the Corporation shall automatically be deemed to have resigned from his/her position as director upon termination of his/her employment by the Corporation or upon the end of his/her service as an officer of the Corporation, regardless of the reason for the termination of employment or service.

Section 5. Vacancies and Newly Created Directorships. Any vacancy on the Board of Directors regardless how such vacancy was created, may be filled by a majority of the directors then in office, regardless of their number. Any director elected to fill a vacancy not resulting from an increase in the number of directors shall hold office until the next Annual Meeting of the Board of Directors, and until his/her successor is elected and qualified, whichever is later.

Section 6. Place and Time of Meetings. The Annual Meeting of the Board shall be held once every calendar year at a time and place fixed by the Board. The time and place for holding regular meetings shall be fixed by the Board. A special meeting may be called at any time by the Chairman or other officer or by any director upon written demand of not less than 1/5 of the directors.

Section 7. Notice of Meetings. Notice of the time and place of each regular, special or Annual Meeting of the Board, and, to the extent possible, a written agenda stating all matters upon which action is proposed to be taken, shall be electronically mailed to each director, or mailed postage prepaid, at least ten (10) days before the day on which the meeting is to be held or delivered by hand or by Federal Express or another nationally recognized overnight delivery service no less than three (3) days before the day on which the meeting is to be held, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary); provided, however, that notice of special meetings to discuss urgent matters requiring prompt action may be sent to him or her at such address by electronic delivery or by overnight delivery (Fed Ex or another nationally recognized overnight delivery service) no less than one (1) day before the time at which such meeting is to be held by or given by telephone, no less than twenty-four hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any director who submits a signed waiver of such notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Notice of each meeting shall also be sent to observers and Directors Emeritus without any liability on the part of the Corporation for the inadvertent omission to send such notice.

Section 8. Quorum and Changes in Quorum Requirement. At all meetings of the Board of Directors, the presence in person or by proxy of one third of those on the Board of Directors but no less than three (3) then in office shall constitute a quorum for the transaction of business. Observers and Directors Emeritus shall not be considered for purposes of determining a quorum. Any references in these by-laws to actions or decisions

to be made by the Board or the Board of Directors shall refer only to actions and decisions by voting directors excluding observers or Directors Emeritus.

Section 9. Action by the Board.

(a) At any meeting of the Board of Directors at which a quorum is present, the vote of a majority of directors entitled to vote (and therefore excluding observers and Directors Emeritus) present at the time of the vote shall be the act of the Board. Participation of one or more directors by conference telephone allowing all persons participating in the meeting to hear each other at the same time shall constitute presence at a meeting.

(b) Any one or more directors (including Directors Emeritus and observers) may participate in any meeting of the Board or any Committee of the Board by means of a conference by telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(c) Any action required or permitted to be taken by the Board or by any Committee thereof may be taken without a meeting if all voting members of the Board (therefor excluding Directors Emeritus and observers) or the Committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents shall be filed with the minutes of the proceedings of the Board or Committee.

Section 10. Committees of the Board. The Board, by resolution adopted by a majority of the entire voting Board, may establish an executive and other standing Committees or more standing Committees including without limitation an Executive Committee, an Audit Committee, a Finance Committee, a Development Committee, a Marketing and Public Relations Committee, and one or more advisory Committees as contemplated by Article IV below. The Chairman of the Board of Directors or the President shall appoint the Chairman of each Committee. Each Committee so appointed shall consist of two (2) or more directors appointed by the Board and, to if so determined by the Board one or more non-director members. The President shall be an ex-officio member of each Committee and may delegate his ex-officio role on any Committee to any other officer of the Corporation. The Board may designate one or more alternate members of any standing Committee who may replace any absent member at any meeting of such Committee. To the extent provided in the resolution establishing any such Committee, each Committee shall have all the authority of the Board as to the matters or purposes for which such Committee was established except as to the following matters:

- (1) the filling of vacancies on the Board or on any Committee;
  - (2) the fixing of compensation of the directors for serving on the Board or any Committee, if applicable;
  - (3) the amendment or repeal of the By-Laws or the adoption of new by-laws;
- and

(4) the amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

(5) The incurrence of any debt.

Any Committee established by the Board shall serve at the pleasure of the Board and may be discontinued or terminated by the Board at any time with or without reason.

Section 11. Executive Committee. The Executive Committee shall have all the authority of the Board to direct and determine the policies of the Corporation. The function of the Nominating Committee will be merged within the responsibilities of the Executive Committee. The Executive Committee shall have the authority to secure candidates to serve as directors on the Board and present a slate of not less than three (3) and not more than thirty (30) qualified, acceptable candidates to the Board for approval. The specific discussions related to potential nominees shall be confidential and Executive Committee members are and shall be prohibited from disclosing potential and final nominees except to the Board.

Section 12. Audit Committee. The Audit Committee shall have the authority to oversee the preparation of and review the annual financial report for each of the Corporation's fiscal years showing in appropriate detail (1) the assets and liabilities of the Corporation for such fiscal period, (2) the principal changes in assets and liabilities during such fiscal period, (3) the revenues and receipts of the Corporation (both unrestricted and restricted to any particular purpose) for such fiscal period and (4) the expenses and disbursements of the Corporation during such fiscal period. The Audit Committee shall work with the Corporation's accountants and those of the Corporation's officers having knowledge of or duties relating to the Corporation's financial matters, all of which persons shall also attend Audit Committee meetings. The Audit Committee shall present the annual report for each fiscal year to the Board at the next succeeding annual meeting.

Section 13. Finance Committee. The Finance Committee shall have the authority to oversee the financial affairs of the Corporation, and review and make recommendations to the Board about the financial affairs and policies of the Corporation. The Corporation's officers having knowledge of or duties relating to the Corporation's financial matters and the Corporation's auditor and accountant may attend Finance Committee meetings together with other persons having knowledge of or who are being consulted by the Corporation with respect to the Corporation's financial matters who are invited by such Committee to attend Committee meetings.

Section 14. Development Committee. The Development Committee will assist with the successful implementation of the Corporation's annual fundraising master plan through strategic problem solving, business community access, the research and exploration of potential new fundraising opportunities and personal advocacy. The Development Committee will monitor the progress and effectiveness of fundraising efforts, assist with the identification, cultivation and solicitation of new and lapsed donors and will work with the Corporation's development staff to coordinate identification of individual, corporate, and foundation prospects.

Section 15. Marketing & Public Relations Committee. The Marketing and Public Relations Committee will review the Corporation's marketing and public relations plan. The Committee shall review social media activities and outgoing communications such as e-newsletters, annual reports, brochures, special letters, hard copy newsletters, logos and the like. The Committee will monitor the Corporation's web site and help develop methods to drive donors and visitors to the site. The Committee will recommend new marketing and public relations initiatives and help develop strategies to elevate public awareness of the Corporation including brand name recognition. The objectives of the Committee are to (a) inform the public about the Corporation's programs and services, (b) attract interest in the Corporation's programs and services, (c) mobilize community support, as needed, (d) stimulate fund giving and (e) project the Corporation in a positive light.

Section 16. Committee Proceedings. Each Committee shall conduct its business, hold meetings and take action in the same manner and shall abide by the same rules set forth in these By-Laws applicable to the business, meetings and actions of the Board. Subject to the foregoing, each Committee may adopt its own rules of procedure subject to the approval of the Board. Each Committee shall keep records of its proceedings and shall promptly deliver copies thereof to the Board and to the Corporation's Secretary (or any other person designated by the President) to be kept with the Corporation's books and records and the records of the Board's proceedings. Each Committee shall elect a chairman unless a chairman is appointed by the Board, the Chairman of the Board or the President. Each Committee may form and delegate authority to subcommittees and may delegate authority to one or more designated members of the Committee.

Section 17. Compensation. No director shall be entitled to compensation for serving as director of the Corporation except as determined by the Board. Directors shall be entitled to reimbursement of reasonable expenses incurred in performing their duties as a director of the Corporation if authorized by the Board or consistent with the Corporation's policies with respect thereto in effect from time to time, in any case and upon presentation of reasonable evidence thereof.

### **ARTICLE III**

#### **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, one or more Vice Presidents including in the discretion of the Board, one or more Executive, Senior and/or Assistant Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect. The Board of Directors in its discretion may also elect a Chairman and a Vice Chairman of the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary, or the offices corresponding thereto.

Section 2. Election, Term of Office and Removal. The officers of the Corporation shall be elected immediately following the election of directors, and each shall continue in office until the next annual meeting of directors or until his or her successor

shall have been elected and qualified, whichever is later, or until his or her earlier death, resignation or removal. Any officer of the Corporation may be removed, or suspended with or without cause, by a vote of a majority of the entire Board.

Section 3. Vacancies. Any vacancy in any office may be filled by the Board of Directors. Any officer so elected shall hold office until the election and the qualification of his or her successor.

Section 4. Chairman of the Board of Directors: Powers and Duties. The Chairman of the Board of Directors shall be a director with voting rights (and therefore not a Director Emeritus or an observer) and shall preside at all meetings of the Board of Directors at which he shall be present, and shall have such powers and perform such duties as may from time to time be assigned to him by the Board of Directors.

(a) The Board of Directors may also elect a Chairman Emeritus who need not be a voting director who presides at all meetings of the Board if the chairman is not present and shall have such powers and perform such duties as may from time to time be assigned to him by the Board of Directors.

Section 5. Vice Chairman of the Board of Directors: Powers and Duties. The Vice Chairman of the Board of Directors shall be a voting director and shall preside at all meetings of the Board of Directors at which the Chairman of the Board of Directors and the Chairman Emeritus are not present, and shall have such powers and perform such duties as may from time to time be assigned to him by the Board of Directors.

Section 6. President: Powers and Duties. The President shall generally supervise the affairs of the Corporation and shall keep the Board of Directors fully informed. The President shall also be an ex-officio member of each Committee of the Board. The President may, in his discretion, delegate his ex-officio role on any Committee to any other officer of the Corporation. The President shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe. In the absence or inability of the President to act, a Vice President selected by the Board shall perform all the duties and may exercise any of the powers of the President.

Section 7. Vice Presidents: Powers and Duties. A Vice President shall have such powers and perform such duties as the President and Board of Directors may from time to time prescribe.

Section 8. Secretary: Powers and Duties of the Secretary. The Secretary shall:

(a) keep the minutes of all meetings of the Board and all Committees in books to be kept for the purpose;

(b) serve or cause to be served all notices of the Corporation including without limitation notices of Board and Committee meetings; and

(c) perform all duties incident to the office of Secretary and such other duties as from time to time may be as assigned to him or her by the Board.

An assistant secretary shall perform the duties and may exercise any of the powers of the Secretary in the absence or inability of the Secretary to act.

Section 9. Treasurer: Powers and Duties. The Treasurer shall keep or cause to be kept complete and accurate financial books and records of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board of Directors, the Treasurer shall render a statement of the accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned to him or her by the Board of Directors.

Section 10. Executive Vice President. The Executive Vice President does not serve as a member or officer of the Board, or vote on Board matters. However, this position is responsible for the day to day operations of the organization.

Section 11. Compensation. The Board shall determine the compensation, if any, for each officer of the Corporation. The officers shall be entitled to reimbursement of reasonable expenses incurred in performing their duties as an officer of the Corporation if authorized by the Board or consistent with Corporation's policies with respect thereto in effect from time to time, in any case upon presentation of reasonable evidence thereof.

## **ARTICLE IV BOARD OF DIRECTORS**

Section 1. The Board of Directors may appoint from time to time any number of persons as advisors of the Corporation to act either singly or as a Committee or Committees. Each advisor shall hold office during the pleasure of the Board of Directors, and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 2. No advisor of the Corporation shall receive, directly or indirectly, any salary or compensation for any service rendered to the Corporation except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred in performing their duties for the benefit of the Corporation, consistent with the Corporation's policies with respect thereto in effect from time to time, in any case upon presentation of reasonable evidence thereof.

## **ARTICLE V CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1. Checks, Notes and Contracts. The Board of Directors is authorized to select the banks or depositories it deems proper for the deposit of any funds of the Corporation. The Board of Directors shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of

money, acceptances, notes or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments. The Board of Directors may delegate any or all of such authority to the President, Executive Vice President, or any other officer of the Corporation.

Section 2. Investments. The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, as the Board of Directors may deem desirable. The Board of Directors may delegate such investment authority to the President, the Executive Vice President or any other officer of the Corporation or any Committee on the Board.

**ARTICLE VI OFFICE  
AND BOOKS**

Section 1. Office. The office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 2. Books. There shall be kept at the office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these By-laws and all minutes of meetings of the Board of Directors and all Committees thereof.

**ARTICLE VII  
FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year unless otherwise determined by the Board of Directors.

**ARTICLE VIII  
REVIEW OF FUNDS RECEIVED**

The application of all contributions received by the Corporation shall be subject to the review and approval of the Board of Directors and officers of the Corporation, who shall have control and discretion over the use of all such contributions.

**ARTICLE IX  
POLICIES AND PROCEDURES RELATING  
TO THE GRANTING OF CONTRIBUTIONS AND THE  
MONITORING AND CONTROL OF CONTRIBUTIONS**

Section 1. All requests for grants, contributions or financial assistance received by the Corporation from other organizations (a "Donee") must be in writing, and shall contain all of the following information: (i) the Donee's name and address; (ii) the

amount requested; and (iii) a description, in sufficient detail, of the proposed use of the funds requested.

Section 2. The exclusive power and authority to grant or deny all such requests for funds shall vest in the Board of Directors of the Corporation or in a Committee appointed by such Board. No request shall be approved unless the Board of Directors or said Committee shall, in evaluating such request, determine that such funds will be used exclusively by the Donee for charitable, scientific, religious, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and in such a manner as to be in furtherance of the Corporation's exempt purposes.

Section 3. Each such Donee shall be required to submit periodic accounting reports (and such other information as the President or any other officer or person designated by the President to have such authority shall from time to time reasonably request) to assure that such funds are being used in the manner specified in the Donee's written request previously submitted to and approved by the Board of Directors.

Section 4. If it shall become known to the Board of Directors that, notwithstanding the foregoing monitoring procedures, funds provided to any Donee are being used for a purpose other than the purpose approved by the Board of Directors or for a purpose not within the purview of Section 501(c)(3) of the Code, then the Corporation by a resolution adopted at any regular or special meeting of the Board of Directors shall immediately cease providing any additional funds to said Donee.

## **ARTICLE X**

### (a) Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, Committee member or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

**ARTICLE XI**  
**AMENDMENTS**

These By-laws may be amended at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors, except that any amendment which increases the quorum requirement or the proportion of votes necessary for the transaction of business or of any specified item of business must be authorized by a vote of two-thirds of the entire Board of Directors. For the purpose of this ARTICLE X, references to “the entire Board of Directors” shall exclude vacant Board seats.