

**AMENDED AND RESTATED BYLAWS
OF
THE JEWISH FUND
Revised November 17, 2015**

DEFINITIONS

For the purposes of these Bylaws, the terms herein referred to shall have the following meanings:

1. The terms "Board" or "Board of Directors" means the Board of Directors of the Corporation, and the term "Director" means an individual member of the Board of Directors of the Corporation.

2. The term "Corporation" means The Jewish Fund, a Michigan nonprofit corporation, unless from its context or use, it clearly has a different meaning.

**ARTICLE I
NAME, OFFICES AND AGENT**

Section 1. Name. The name of the Corporation is The Jewish Fund.

Section 2. Principal Office. The principal office of the Corporation shall be located at 6735 Telegraph Road, in the County of Oakland, State of Michigan. The Corporation may have such other offices and facilities within or outside the State of Michigan as the Board of Directors designates or as the business of the Corporation may require from time-to-time.

Section 3. Registered Office. The street and mailing address of the Corporation's registered office shall be as described in the Corporation's Articles of Incorporation. The address of the registered office may be changed from time-to-time by the Board of Directors as provided in the Michigan Nonprofit Corporation Act.

Section 4. Resident Agent. The resident agent of the Corporation shall be as provided in the Corporation's Articles of Incorporation. The resident agent may be changed from time-to-time by the Board of Directors as provided in the Michigan Nonprofit Corporation Act.

**ARTICLE II
DIRECTORS**

Section 1. Powers. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all lawful acts and things.

Section 2. Number and Qualifications. The Board of Directors shall consist of at least three but not more than thirty-two persons, as determined from time to time by resolution of the Board of Directors. A majority of the Board shall consist of directors and/or officers of the Jewish Federation of Metropolitan Detroit (the "Federation") and/or the United Jewish Foundation (the "Foundation"), as further described herein. Four of the directors will be the following: the President of the Federation; the Chairperson of the Federation's Executive Committee; the Chief Executive Officer of the Federation; and the President of the United Jewish Foundation (these four each individually an "Automatic Appointee"); provided, however, that if one of the Automatic Appointees or any Director subsequently appointed by either the Federation or the Foundation (as hereinafter provided for) resigns or is removed pursuant to Section 12 of this Article, the Federation or the Foundation, as applicable, shall be entitled to appoint a successor Director to serve as a Director until such time as someone new becomes an Automatic Appointee by virtue of holding the position that was held by the resigned or removed Automatic Appointee, such that at all times, the Federation will designate or be entitled to designate three Directors, and the Foundation will designate or be entitled to designate one Director (these four Directors collectively referred to herein as the "Federation and Foundation Directors"). When a Director who was an Automatic Appointee no longer qualifies as an Automatic Appointee, such Director shall be deemed to have resigned as a Director, and the person newly qualified as an Automatic Appointee shall be automatically deemed the successor Director. One Director will be an ex officio voting member of the board recommended to The Jewish Fund by the Federation from Federation's Young Adult Division. Except as otherwise provided herein, the remaining Directors shall be chosen by the Directors then in office ("At-Large Directors"). Nominations for the Board of Directors shall be made with a view toward assuring that the members of the Board include individuals who are broadly reflective of the community served by the Corporation and who are likely to make valuable contributions to the Board of the Corporation.

A former Chair shall be entitled to be nominated and serve after the completion of his or her normal three terms, of three years per term, for up to an additional three terms, of three years per term, as an ex officio Board Member with vote. Notwithstanding anything contained herein to the contrary, former Chairs would not count toward the maximum limitation of 32 Board members.

Section 3. Term of Office. Each At-Large Director shall serve for a three-year term and until his or her successor is appointed/elected and qualified or until his or her resignation or removal. Each Automatic Appointee will serve for a term commensurate with the term of office of the designated position with the Federation or Foundation. The Director from the Young Adult Division may serve up to three consecutive one-year terms. An At-Large Director may serve up to three consecutive terms of three years each, except that a member in office as of August 15, 2006 may serve up to four consecutive terms of three years each. Years of service in an ex officio capacity shall not count toward the maximum term limit. An incumbent Chair will be permitted to serve beyond the maximum term limit in order to complete three one-year terms as Chair. An incumbent Vice Chair will be permitted to serve beyond the maximum term limit in order to complete three one-year terms as Vice Chair, and in the event that the Vice Chair is elected as Chair, three one-

year terms as Chair. The term of office of each At-Large Director shall commence upon completion of the final board meeting of the calendar year at which each member is elected, or at a time to be determined by the Board for members elected at some other time during the year. A member of the board may not be reelected to the Board after the completion of his or her maximum term stated above except that an Automatic Appointee may be eligible for election to the board of directors as an At-Large Director.

Section 4. Vacancies. Vacancies on the Board shall be filled in the same manner as annual Board appointments/elections. A Director appointed or elected to fill a vacancy shall hold office for the remainder of the term for which the vacancy resulted and until his or her successor is duly elected and qualified, or until his or her resignation or removal.

Section 5. Annual, Regular and Special Meetings. The annual meeting of the Board of Directors shall be held during the month of November of each year at such time as is determined by the Board of Directors, or such other date and time as shall be designated from time-to-time by the Board of Directors. The Board of Directors shall meet regularly at such times as may be determined by the Board of Directors. Special meetings of the Board may be called at any time by the Chair or by the Chair at the request of any three members of the Board of Directors.

Section 6. Place of Meetings. All meetings of the Board of Directors shall be held at such place as shall be determined by the Chair or the Board of Directors.

Section 7. Notice of Meetings. Notice of the annual, regular and special meetings shall be given by the Chair or such other person or persons as the Board of Directors shall designate. The notice shall specify the time and place of all meetings, but need not specify the purpose or purposes of the meetings. Notice of the annual meeting shall be served upon each Director at least 30 days prior to the date of the meeting. Notice of regular meetings shall be served upon each Director at least 5 days prior to the date of the meeting. Notice of special meetings shall be served upon each Director at least 24 hours prior to the date of the meeting. All notices shall be served either in person, by telephone or by electronic transmission. Notice by electronic transmission will be deemed to have been given when electronically transmitted to the person entitled to the notice or communication in a manner authorized by the person. Alternatively, notice may be given by mail by depositing the notice in a regularly maintained receptacle of the United States Postal Service or overnight express service courier addressed to the last-known post office address of the Director as the same appears on the records of the Corporation provided that notice by mail of a special meeting shall be given at least 72 hours prior to the date of the meeting.

Section 8. Participation by Remote Communication. A Director may participate in a meeting of the Board of Directors by a conference telephone or other means of remote communication by which all persons participating in the meeting may communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 9. Waiver of Notice. Presence at any meeting of the Board of Directors shall constitute waiver of notice of the meeting, unless a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not properly called or convened. Notice also may be waived in writing, either before or after the meeting. Any waiver of notice need not specify the place or purpose of the meeting.

Section 10. Quorum and Valid Director Action. At all meetings of the Board, a majority of the Directors then in office shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, unless the vote of a larger number is specifically required by Michigan law, the Articles of Incorporation, or these Bylaws. The following acts and resolutions require the affirmative vote of at least two-thirds of the Directors then in office: merger, consolidation, affiliation, dissolution, or transfer of greater than 25% in book value of the total book value of all assets of the Corporation, change in the name of the Corporation, any amendment, repeal or restatement of the Bylaws, removal of directors or any grant allocation supporting overseas programs, Jewish religious education, or synagogues.

Section 11. Adjournment. If a quorum shall not be present at any meeting of the Board of Directors or a committee thereof, the Directors or committee members present thereat may adjourn the meeting from time-to-time and to another place without notice other than announcement at the meeting, until a quorum shall be present.

Section 12. Resignation and Removal. A Director may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time as set forth in the notice of resignation. Directors shall hold office at the pleasure of the Board. The Board may remove any Director of the Corporation, at any time, with or without cause, by vote of two-thirds of the Directors of the Corporation then in office.

Section 13. Unanimous Written Consent and Voting by Other Permitted Means. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting without prior notice and without a vote if, before or after the action, all members of the Board or committee consent thereto in writing, including by electronic transmission such as email. The written consent shall be filed with the minutes of proceedings of the Board or committee. Such consent shall have the same effect as a vote of the Board or committee for all purposes.

ARTICLE III **COMMITTEES**

Section 1. Executive Committee. There may be an Executive Committee, consisting of the Chair of the Board, who shall serve as Chair of the Executive Committee, the Vice-Chair of the Board, the President of Federation and not less than two nor more than four other Directors nominated by the Chair and elected by the Board. In the

absence of the Chair, the Vice-Chair shall serve as chairperson of the Executive Committee. The Executive Committee shall meet on the call of its Chair and, except as otherwise provided by resolution of the Board, shall exercise the power and authority of the Board of Directors when necessary or advisable between meetings of the Board and shall exercise such other powers as may be assigned to it from time-to-time by the Board of Directors. The Executive Committee shall report to the Board of Directors on its actions at the next meeting of the Board of Directors and such actions shall be subject to revision and alteration by the Board at such meeting; provided however, that the rights of third parties shall not be affected by any such revision or alteration. Notwithstanding the above powers of the Executive Committee, the Executive Committee will not have power or authority to:

- (a) Award grants in excess of \$10,000;
- (b) Amend the Articles of Incorporation;
- (c) Adopt an agreement of merger or consolidation;
- (d) Approve the sale, lease, or exchange of all or substantially all of the Corporation's property and assets;
- (e) Approve the dissolution of the Corporation or the revocation of a dissolution;
- (f) Fill vacancies on the Board; or
- (g) Fix compensation of the Directors for serving on the Board or on a committee.

Section 2. Grants Committee. There shall be a Grants Committee consisting of a chairperson, the Chief Executive Officer of the Federation and such other Directors as are nominated by the Chair and appointed to the Grants Committee by the Board. The Grants Committee will have the powers granted by the Board, which may include the power to determine grants in a particular field or area, to determine grants up to a specified amount, to determine grants involving a particular program, to determine grants to a specified group, or such other matters as the Board may designate, but in no event shall the Grants Committee have the authority to award a grant in excess of \$10,000 without the prior approval of the Board.

Section 3. Audit Committee. There shall be an Audit Committee consisting of a chairperson and such other Directors as are nominated by the Chair and appointed to the Audit Committee by the Board of Directors. The Audit Committee shall meet on the call of the committee chairperson and shall review the financial statements and financial affairs of the Corporation. The Audit Committee shall meet with the independent auditors of the Corporation approved by the Board of Directors.

Section 4. Nominating Committee. There shall be a Nominating Committee consisting of at least five (5) persons, one of whom shall be the Chief

Executive Officer of the Federation. The chairperson and other members of the Nominating Committee shall be appointed by the Chair, subject to the approval of the Executive Committee. The Nominating Committee shall certify to the Chair, at least thirty (30) days prior to the date of such annual appointment, one (1) or more nominees for each vacancy on the Board to be filled by the Board. The Board shall consider the nominees submitted by the Nominating Committee and can either accept the nominees, or select alternative nominees. The Nominating Committee may also be re-convened by its chairperson for the sole purpose of making nominations whenever the Board determines to fill an existing vacancy on the Board.

Section 5. Additional Board Committees. The Board of Directors may from time-to-time by resolution establish one or more additional committees consisting of such Directors and other persons, as it deems appropriate. Each committee shall have a secretary who shall be appointed by the committee from the committee's membership. The secretary shall keep minutes of the committee's proceedings and shall mail a copy thereof to the President of the Corporation who shall keep them as a part of the Corporation records.

Section 6. Service on Committees. Each committee and each member thereof shall serve at the pleasure of the Board of Directors. A quorum for the transaction of business by any committee shall be a majority of its members, but not less than two (2) (if there are at least two (2) members of such committee). The resolution or action of the majority of the members of any committee present at any meeting at which there is a quorum shall be the valid action or resolution of the committee. Each committee shall keep regular minutes of its meetings and report to the Board of Directors when requested. Each committee shall deliver regularly to the Chair of the Board copies of its minutes and records.

ARTICLE IV **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be chosen by the Board of Directors at each annual meeting of the Directors, and shall consist of the Chair of the Board, the Vice-Chair of the Board, and a Secretary/Treasurer of the Corporation. The Chief Operating Officer or the Chief Financial Officer of the Federation, as determined by The Jewish Fund Board of Directors, shall serve as the Secretary/Treasurer. The Chair and Vice Chair of the Board shall be chosen from among the Directors. The other officers are not required to be chosen from among the Directors. The officers shall serve one-year terms and until their successors are elected and qualified, but the officers shall always be subject to removal by the Board of Directors. There shall be a limit of three one year successive terms for the Chair and Vice Chair. A member of the Board of Directors who has served three consecutive terms as Chair shall not be eligible for reelection as Chair.

Section 2. Other Officers. The Board of Directors may, from time-to-time, appoint such other officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time-to-time by the Board.

Section 3. Officers Serve at Pleasure of Board. The officers of the Corporation shall hold office at the pleasure of the Board of Directors. Any officer may be removed by the Board of Directors, at any time, with or without cause. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors. An officer may resign by written notice to the Chair of the Board. The resignation is effective upon its receipt by the Chair of the Board or at a subsequent date specified in the notice of resignation.

Section 4. Duties of Chair. The Chair shall preside at meetings of the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect. The Chair shall act as the duly authorized representative of the Board in all matters in which the Board has not formally designated some other person so to act. The Chair shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the execution thereof shall be expressly delegated by these Bylaws or the Board to some other officer, employee or agent of the Corporation. The Chair shall report annually, in writing, to the Board on the condition and the affairs of the Corporation and shall make suggestions with respect thereto. The Chair shall perform all duties usually performed by the Chair of a corporation and such other duties as the Board may from time-to-time prescribe.

Section 5. Duties of the Vice-Chair. The Vice-Chair shall fulfill the duties of the Chair when the Chair is not able to fulfill his or her duties.

Section 6. Duties of Secretary/Treasurer. The Secretary/Treasurer shall be responsible for keeping or causing to be kept adequate records of all finance and investment records pertaining to the Corporation, and for authenticating such records, subject to the supervision and direction of the Chair. The Secretary/Treasurer shall send or have sent appropriate notices, and prepare or have prepared an agenda for all meetings of the Board of Directors, shall act as custodian of all records and reports and shall be responsible for keeping adequate records of all meetings of the Board and any committees, and for authenticating records of the Corporation, subject to the supervision and direction of the Chair.

Section 7. Executive Director. The Executive Director will be the chief operating officer of the Corporation and will have general and active management of the activities of the Corporation. The Executive Director, subject to the control of the Board of Directors, will supervise and control all of the property and affairs of the Corporation and will have the general duties incident to the office of Executive Director and other duties as may be prescribed by the Board of Directors. Within this authority and in the course of his or her duties, he or she will sign, execute and acknowledge or verify instruments of any nature, including contracts, agreements and documents, which the Board of Directors has authorized to be signed, executed, acknowledged or verified, except in cases where expressly delegated by the Board of Directors or these Bylaws to some other officer or agent of the Corporation. Notwithstanding the preceding sentence, in the event a contract, agreement, document or instrument represents an obligation (i) exceeding \$5,000 or having a term exceeding one year, it shall require the signatures of two authorized signatories, and (ii) exceeding \$25,000 or having a term exceeding two years, it shall

require the signatures of two authorized signatories, only one of whom may be a member of the Federation's executive staff.

Section 8. Customary Powers. To the extent the powers and duties of the several officers are not provided from time-to-time by resolution, pursuant to these Bylaws, or the directive of the Board of Directors, the officers shall have all powers incident to their offices and shall discharge the duties customarily and usually held and performed by like officers of corporations similar in organization and business purposes to this Corporation.

Section 9. Acting Officers. The Board of Directors may appoint any person to perform the duties of an officer whenever, for any reason, it is impractical for the officer to act personally. An acting officer so appointed shall have the power and be subject to all the restrictions upon the officer to whose office he or she is appointed, unless otherwise provided by resolution of the Board of Directors, and shall exercise such powers and perform such duties as shall be determined from time-to-time by the Board.

ARTICLE V

CONFLICT OF INTEREST

Section 1. Duality of Interest. A qualified person shall not be prevented from serving on the Board because of a duality of interest. However, violation of a provision of this Article may constitute grounds for removal of a Director from the Board.

Section 2. Disclosure. Any duality of interest or possible conflict of interest on the part of any member of the Board should be disclosed to the other Directors and made a matter of record, both when the interest becomes a matter of Board action at the beginning of the discussion and as part of a periodic procedure to be established by the Board.

Section 3. Voting. Any Director having a duality of interest or possible conflict of interest on any matter should not vote nor use his or her personal influence on the matter; provided, however, that when a significant number of Directors have a duality of interest with respect to a potential grantee such that the number of votes needed to approve or deny the grant is impossible to achieve, the Directors having the duality of interest will be allowed to vote due to the lack of disinterested parties. The minutes of the meeting should reflect that disclosure was made when the interest became a matter of Board action, and the interested Directors who abstained from voting. An interested Director may be counted in determining the presence of a quorum for a Board or committee meeting at which a contract or transaction in which he or she is interested in acting upon.

Section 4. Director May State Position. The foregoing requirements should not be construed as preventing a Director from stating his or her position on the matter, nor from answering pertinent questions of other Directors since his or her knowledge may be of great assistance.

Section 5. Duty of Good Faith. The officers and administrative staff members of the Corporation shall exercise the utmost good faith in all transactions involving their duties to the Corporation and its property. In their dealings with and on behalf of the Corporation they shall be held to a strict rule of honest and fair dealing between themselves and the Corporation. They shall not use their positions, or knowledge gained therefrom, in such a way that a conflict might arise between their own interest and that of the Corporation.

ARTICLE VI INDEMNIFICATION

Section 1. Indemnification. Subject to and limited by Section 2 below, the Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by Judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, did have reasonable cause to believe that the conduct was unlawful.

Section 2. Liability Insurance. Notwithstanding the foregoing, the indemnification provided to any person described in Section 1 shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance of the Corporation, and no rights of subrogation are intended to be created hereby. Notwithstanding any limit on indemnification under Michigan law, the Corporation may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her in any capacity or arising out of his or her status as such, whether or not the Corporation would otherwise have the power to indemnify under the circumstances. Nothing contained in this article shall limit any rights to indemnification which the Corporation has granted by a lawful contract to

persons other than Directors and officers or which the Corporation is obligated to provide by law.

Section 3. Protection From Liability. Directors shall be protected from liability to the fullest extent permitted under the Articles of Incorporation of the Corporation and applicable law. The Corporation shall advance funds to pay expenses incurred or to be incurred by a Director or officer, and may, in the Board of Directors' discretion, advance funds to pay expenses incurred or to be incurred by an employee or agent defending a civil or criminal action, suit or proceeding in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or behalf of the Director, officer, employee or agent to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation under applicable law. The ultimate determination of the person's entitlement to indemnification shall be made in accordance with the applicable standard of conduct under applicable law and set forth in Section 1 and 2 above.

Section 4. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person.

ARTICLE VII ANNUAL AUDIT; EXECUTION OF CONTRACTS AND FINANCIAL PROVISIONS

Section 1. Independent Auditor. There shall be an annual audit of the financial affairs of the Corporation by an independent auditor approved by the Board of Directors. The charge to the auditors shall be approved by the Board of Directors.

Section 2. Conveyances and Contracts. All conveyances, contracts and instruments of transfer and assignment shall be executed on behalf of the Corporation by the Chair, Vice Chair or Secretary/Treasurer, or such other officers or agents as may be specifically authorized by the Board of Directors or other sections of these Bylaws, and as further described in Section 3 of this Article VII.

Section 3. Signatures. All checks, drafts and demands for money and notes of the Corporation shall be executed on behalf of the Corporation by such officers or agents as may be specifically authorized by the Board of Directors. The Board of Directors shall establish levels of signature authority including requirements for two signatures at certain levels. Notwithstanding the preceding sentence, in the event a contract, agreement, document or instrument represents an obligation (i) exceeding \$5,000 or having a term exceeding one year, it shall require the signatures of two authorized signatories, and (ii) exceeding \$25,000 or having a term exceeding two years, it shall

require the signatures of two authorized signatories, only one of whom may be a member of the Federation's executive staff.

Section 4. Reliance on Authority. Any persons dealing with the Corporation or its property in reliance upon any instrument executed in accordance with these Bylaws or duly certified corporate resolutions shall be fully protected thereby, and shall be under no duty to inquire as to the authority of the persons executing such instrument.

Section 5. Accounts. All funds of the Corporation not otherwise employed shall be deposited from time-to-time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may from time-to-time designate.

Section 6. Borrowing. To the extent authorized by law, the Corporation may, whenever its general interests and corporate purposes require, borrow money and issue its promissory notes, debentures or bonds for the repayment thereof with interest, and may in like cases mortgage, pledge or encumber its property as security for its debts or other lawful engagements.

Section 7. Annual Financial Reports. Each year the chairperson of the Audit Committee shall arrange for such financial reports as are required by Michigan law to be prepared and presented to the Board.

ARTICLE VIII **GENERAL PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall end May 31 or such other date as shall be fixed from time-to-time by resolution of the Board of Directors.

Section 2. Seal. The Board of Directors may adopt a corporate seal for the Corporation. The corporate seal shall have inscribed thereon the name of the Corporation and the words "Corporate Seal, Michigan". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Section 3. Books and Records. The Corporation shall keep within or without the State of Michigan books and records of account and minutes of the proceedings of its Board of Directors, Executive Committee and other committees. The Corporation shall keep at its registered office records containing the names and addresses of all Directors and committee members. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 4. Internal Affairs. These Bylaws shall govern the internal affairs of the Corporation to the extent they are consistent with law and the Articles of Incorporation. Nothing contained in these Bylaws shall, however, prevent the imposition

by contract of greater voting, notice or other requirements than those set forth in these Bylaws.

Section 5. Loans and Guarantees. The Corporation will not provide loans to or guarantee obligations of an officer or Director of the Corporation, unless expressly permitted under State law.

ARTICLE IX
AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed, or new Bylaws adopted, by the affirmative vote of two thirds of the Directors of the Corporation then in office; provided, however, that of the Federation and Foundation Directors, two of these Directors shall have voted in the affirmative.

Rev. _____, 2011