



BY-LAWS

of the

JEWISH UNITED FUND

of Metropolitan Chicago

Amended to September 27, 2010

As amended through 9/27/10

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JEWISH UNITED FUND OF METROPOLITAN CHICAGO

BY-LAWS

ARTICLE I

Purpose

The purposes and objects of the Jewish United Fund of Metropolitan Chicago (hereinafter referred to as "**JUF**" or the "**Corporation**") shall be:

(a) To raise, collect and receive funds at such times and in such manner as it deems appropriate to accomplish the campaign goals established by JUF; and to allocate funds so obtained, after payment of costs and expenses of operation of the JUF, in the following manner:

(i) For special purposes which are part of a specific campaign.

(ii) To Jewish Federations of North America.

(iii) All other funds to the Jewish Federation of Metropolitan Chicago (hereinafter referred to as the "**Federation**"), a not-for-profit corporation organized and existing under the laws of the State of Illinois, and its successor, if any, as determined by the JUF.

(b) To assume responsibility for the administration or supervision of certain community activities from time to time deemed by Federation to be appropriate for such administration or supervision, and to expend funds with respect thereto.

(c) Generally to cooperate with the Federation in the accomplishment of its objectives and in conducting its affairs in accordance with its Articles of Incorporation and By-laws.

ARTICLE II

Members

The sole member of this Corporation shall be the Federation and its successor, and except where otherwise clearly indicated by the context in which the word is used, the word "member" shall mean only the Federation.

ARTICLE III

Board of Directors

3.1 The entire administration, government and management of the property, business and affairs of the JUF and the disbursement of funds shall be vested in its Board of Directors.

3.2 The election of directors shall be held at the regular annual meeting of JUF. The Board of Directors shall be identical with the Board of Directors of the Federation from time to time.

3.3 The term of office of each Director shall be the term of office of such director as a director of the Federation.

3.4 If any director at any time shall cease to be a director of the Federation, such director shall immediately cease to be a director of JUF and his or her successor as a director of the Federation shall be designated as a director of JUF by the member or the Board of Directors. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of any increase in the number of directors may be filled by the member or the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

3.5 Meetings of the Board of Directors shall be held upon call by the Chairman of the Board or ten members of the Board.

3.6 At least two (2) days' notice of all meetings of the Board of Directors shall be given by the Secretary. Except as otherwise provided in these By-laws, neither the business to be transacted at, nor the purpose of, any meeting need be specified in the notice.

3.7 One-third of the whole Board of Directors shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a

quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by the General Not For Profit Corporation Act of the State of Illinois, as amended, the Articles of Incorporation of JUF or these By-laws.

ARTICLE IV

Officers

4.1 Qualifications; Election; Term. The officers of JUF shall include a Chairman of the Board, one or more Vice Chairmen of the Board, a Secretary, one or more Assistant Secretaries, a Treasurer and one or more Assistant Treasurers as, from time to time, shall be designated by the Board of Directors, all of whom shall be designated from among the members of the Board of Directors or the executive staff of JUF, and such other officers as from time to time may be elected by the Board. The officers shall be elected at the meeting of the Board of Directors held, pursuant to notice specifying the election of officers as a purpose of such meeting, in the month of June or July of each year, and shall assume the duties of their respective offices on the day following the annual meeting of the members of JUF. The term of office of all officers shall be one year and until their respective successors are elected and qualified. Officers of JUF shall be identical with officers of the Federation.

4.2 Chairman of the Board. The Chairman of the Board shall be the principal lay officer of JUF. It shall be the duty of the Chairman of the Board to preside at meetings of the Board of Directors and members. Subject to the approval of the Board of Directors he shall appoint all standing and temporary committees. He shall be ex officio a non-voting member of the Nominating Committee and ex officio a member of all other committees with the same voting rights as any other member.

4.3 Successor to Chairman. In the event of the death, resignation, absence, inability or refusal of the Chairman of the Board to discharge the duties of his office, the performance thereof shall devolve upon the Vice Chairman of the Board designated by the Board so to act, until such time as the Board of Directors elects a successor.

4.4 Treasurer. The Treasurer shall have charge of all funds, stocks, bonds, securities, real estate, mortgages, title papers and other valuable documents, and all other property belonging to the JUF. The Treasurer shall cause all funds of the JUF to be deposited in the name of the JUF in such banks as are designated by the Board of Directors, and he shall cause all stocks, bonds, mortgages and other securities to be deposited in the name of the JUF in custodian, agency or similar accounts with such banks as are designated by the Board of Directors; and he shall keep all other property as can be so kept in such safe deposit vaults in the City of Chicago, rented in the name of the JUF, as are designated by the Board of Directors. The Treasurer shall cause books to be kept containing a detailed account of all funds received and

expended, which books shall be open for inspection and examination by the Board of Directors, and shall report on the condition of the treasury at all regular meetings of the Board of Directors and at such other times as the Board of Directors may determine. At the expiration of his term of office, he shall deliver the books, papers, securities, funds and other property of the JUF to his successor in office.

4.5 Secretary. The Secretary shall keep an accurate record of the meetings of the members and of the Board of Directors. He shall have custody of the corporate seal. He shall issue all calls and notices for meetings and conduct all correspondence as directed by the Board of Directors or the Chairman of the Board. At the expiration of his term of office, he shall deliver all books, papers and other property belonging to the JUF in his possession to his successor in office.

4.6 Assistant Secretaries; Assistant Treasurers. The Assistant Secretary and Assistant Treasurer who are members of the Board of Directors shall, respectively, perform the duties of the Secretary and Treasurer of the JUF in the event of the death, resignation, absence, or inability or refusal of the Secretary or Treasurer, respectively, to discharge the duties of his office. The Assistant Secretaries and Assistant Treasurers, if any, who are members of the executive staff of the JUF shall perform such duties as shall be determined from time to time by the Board of Directors or the President or Vice Presidents of the JUF.

4.7 President. The Board of Directors shall appoint a President who, under the supervision and control of the Board of Directors, shall be the chief professional officer of the JUF and shall employ and direct the personnel necessary for the conduct of the work of the JUF. He shall report to the Board of Directors on the work of the JUF; he shall be charged with preparing requisite information for the appropriate committees of the Board with respect to the annual budget of the JUF and with respect to the problems which the Board may desire to study in the work of the JUF. He shall perform such other duties as may from time to time be required of him by the Board of Directors. He shall be ex officio a nonvoting member of the Board of Directors and of its committees. The President may, with the approval of the Board of Directors, appoint an Executive Vice President who shall rank as the next senior member of the executive staff of the JUF.

4.8 Vice Presidents. The Vice Presidents shall assist the President in the discharge of his duties as the President may direct and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. In the absence of the President or in the event of his inability or refusal to act, the Vice Presidents (in the order designated by the Board of Directors or by the President if the Board of Directors has not made such a designation, or in the absence of any designation, then in the order of seniority of tenure as Vice President (or such other title as reflected such office)) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

4.9 Bond. The officers and directors of the JUF shall be bonded in such amounts and with such surety as shall be satisfactory to the Board of Directors. Premiums on such bonds shall be paid by the JUF.

4.10 Authority. The Chairman of the Board, the Treasurer and such other officers and persons, or any one or more of them, as may be designated by the Board of Directors, shall sign orders and checks for money which shall have been appropriated by the Board of Directors; shall sign orders, assignments, deeds and other documents and papers as may be required for the withdrawal, assignment, conveyance, sale and delivery of stocks, bonds, mortgages, securities and other property, which shall have been sold by the Board of Directors, or by the Finance Committee; shall have access to the safe deposit boxes of the JUF; and shall, in the name and on behalf of the JUF, accept and receipt for contributions, gifts, bequests, legacies and all other moneys, property and receipts of the JUF.

ARTICLE V

Committees

5.1 Appointment. The Chairman of the Board, subject to the approval of the Board of Directors, shall appoint an Executive Committee, a Finance Committee, an Overall Planning and Allocations Committee, an Audit Committee, a Compensation Committee and such other committees as the Board of Directors shall determine for a term of one year or until their respective successors shall be duly elected and qualified.

5.2 Executive Committee. During the intervals between the meetings of the Board of Directors, the Executive Committee may exercise all the powers of the Board of Directors in the management of the business and affairs of the Corporation, except the power to make appropriations from Endowment Funds, and subject to such other restrictions, if any, as the Board of Directors may from time to time adopt. The Executive Committee shall report its actions to the Board of Directors at any regular meeting of the Board, but such report shall be solely for the information of the Board and no such action shall require ratification by the Board.

5.3 Committee Membership. In appointing any committee, the Chairman of the Board may designate the Chairman of such committee and, if deemed desirable, the Vice Chairman of such committee and may also designate a Secretary who may be a member of said committee or a member of the staff of the JUF. Committee members may include, with full voting rights, persons who are not members of the Board of Directors, except that (i) all voting members of the Executive Committee shall be members of the Board of Directors, (ii) at least a majority of the voting members of each of the Finance Committee, the Audit Committee, the Administration Committee and the Overall Planning and Allocations Committee (OPAC) shall be members of the Board of Directors and (iii) at least 25% of the voting members of each other

committee shall be members of the Board of Directors. The Chairman of the Board or the Chairman of a committee may designate members of the professional or executive staff of the JUF as non-voting members of committees. Except as officers of any committee shall have been designated by the Chairman of the Board or by these By-laws, each committee shall have the power to designate its own officers and to prescribe its own rules of procedure not inconsistent with these By-laws.

5.4 Jewish Community Relations Council (JCRC). The provisions of this ARTICLE V shall not apply to the Jewish Community Relations Council, which shall be governed by its own By-laws and/or procedures as approved by JUF.

ARTICLE VI

Meetings

6.1 The annual meeting of the JUF shall be held at such time in August, September or October of each year at such place in the City of Chicago as may be designated by the Board of Directors and at least fifteen (15) days prior written notice thereof shall be given to the member of the JUF.

6.2 Special meetings of the member of the JUF may be called by the Chairman of the Board, the Board of Directors or the member and shall be held in such place in the City of Chicago as may be designated by the President or Board of Directors. The call for a special meeting shall specify the purpose for which the meeting is called, and no other business than that mentioned in the call shall be transacted at such meeting. Notice of such meeting shall be given to the member at least ten days prior to the time fixed for such meeting.

6.3 At any duly called meeting of the JUF the presence of the member shall constitute a quorum.

ARTICLE VII

Indemnification

7.1 The JUF shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the JUF) by reason of the fact that he or she is or was a director, officer, committee member, trustee, employee or agent of the JUF, or who is or was serving at the request of the JUF as a director, officer, committee member, trustee, employee or agent of another corporation, partnership, joint

venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interest of the JUF, and, with respect to any criminal action or proceeding, 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 he or she reasonably believed to be in or not opposed to the best interests of the JUF or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

7.2 The JUF shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the JUF to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, committee member, trustee, employee or agent of the JUF, or is or was serving at the request of the JUF as a director, officer, committee member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such manner he or she reasonably believed to be in, or not opposed to, the best interests of the JUF, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his or her duty to the JUF, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

7.3 For purposes of this Article, no person who is or was serving as a director, officer, committee member, trustee or agent of an Affiliated Organization or Beneficiary Organization of the Federation shall be deemed to be or to have been serving in such capacity at the request of the JUF. However, the Board of Directors of the JUF may, but shall have no obligation to, accord indemnification, on such terms and conditions as such Board of Directors may determine, to any such person.

7.4 Any indemnification under Sections 7.1 and 7.2 (unless ordered by a court) shall be made by the JUF only as authorized in the specific case, upon a determination that indemnification of the director, officer, committee member, trustee, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 7.1 or 7.2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by legal counsel regularly retained by the JUF (whether or not such counsel

is a member or director of the JUF) , or if such counsel fails or refuses to do so, by independent legal counsel (whether or not such counsel is a member or director of the JUF) , or (3) by the members entitled to vote, if any.

7.5 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the JUF in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director, officer, committee member, trustee, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the JUF as authorized in this Article.

7.6 The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of members or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, committee member, trustee, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

7.7 The JUF may purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, trustee, employee or agent of the JUF or who is or was serving at the request of the JUF as a director, officer, committee member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the JUF would have the power to indemnify such person against such liability under the provisions of this Article.

7.8 If the JUF has paid indemnity or has advanced expenses under this Article to a director, officer, committee member, trustee, employee or agent, the JUF shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of the members.

7.9 For purposes of this Article, references to "the JUF" may at the option of the JUF, include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had the power and authority to indemnify its directors, officers, committee members, trustees, employees or agents, so that any person who was a director, officer, committee member, trustee, employee or agent of such merging corporation, or was serving at the request of such merging corporation as a director, officer, committee member, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, would stand in the same position under the provisions of this Article with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

7.10 For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the JUF" shall include any service as a director, officer, committee member, trustee, employee or agent of the JUF which imposes duties on, or involves services by such director, officer, committee member, trustee, employee, or agent with respect to any employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the JUF" as referred to in this Article.

ARTICLE VIII

Disclosure of Membership

8.1 All members of the Board of Directors and community members of committees shall submit to the Board on or before March 1 of each year, or at any other time if requested by the Chairman of the Board or the President, a written statement disclosing membership on the Board of Directors or similar governing body of any Affiliated or Beneficiary Organization of the Federation, since the beginning of the preceding calendar year.

8.2 Before any Director or committee member shall participate in any discussion at a meeting of the JUF Board or the committee of which he is a member relating to an Affiliated or Beneficiary Organization of the Federation, or any other organization seeking financial support from JUF, of which he is a Board or staff member, he shall orally disclose such membership or employment to the Board or committee.

8.3 Nothing contained in this ARTICLE VIII shall preclude any member of the Board of Directors or committee member from voting on any matter.

ARTICLE IX

Conflict of Interest

9.1 All members of the Board of Directors, community members of committees, and key members of the executive staff shall submit to the Board of Directors on or before March 1 of each year, or at any other time if requested by the Chairman of the Board or the President, a written statement disclosing his principal business or occupation and any financial transactions since the beginning of the preceding calendar year which he or any member of his immediate family (parent, child or spouse) may have had with the JUF, the Federation or any Affiliated or Beneficiary Organization of the Federation.

9.2 The President shall appoint a subcommittee of the Executive Committee to receive and review the written statements required pursuant to Section 9.1, and when necessary to refer any conflict of interest to the Executive Committee for appropriate recommendation.

9.3 No director or committee member shall actively participate in or vote upon a decision on any matter in which he or any member of his immediate family (parent, child or spouse) may have a financial interest. Provided that appropriate disclosure has been made as required by this ARTICLE IX, nothing herein contained shall prevent directors, committee members or organizations with which they are associated from serving, counseling, selling to, or contracting with the JUF. Failure of any director or committed member to disclose a financial interest, as described herein, shall be reviewed by the Executive Committee for appropriate action. Any recommendation made by the Executive Committee must be approved by a majority of the entire Board.

9.4 A key member of the executive staff shall not be disqualified by his association with or financial interest in any other organization, company, group or individual of any kind from making any decision concerning the administration and direction of the departments and operations of the JUF; provided that, prior to making such decision, such person makes full disclosure of his association or financial interest to the Chairman of the Board or the President. Failure of any such staff member to make such disclosure shall subject him to review of the continuation of his employment and possible dismissal or other appropriate action by the Chairman of the Board or the President.

ARTICLE X

Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the JUF in all cases to which they are applicable and in which they are not inconsistent with these By-laws or any special rules of order the JUF may adopt.

ARTICLE XI

Amendments

The By-laws may be amended (a) by consent of the member or (b) at any regular or special meeting of the Board of Directors by an affirmative vote of at least two-thirds of the directors present at any such meeting and at least a majority of the whole Board, provided that

notice of each proposed amendment shall be mailed to each director at least seven (7) days before the date of such meeting.

ARTICLE XII

Repeal

All By-laws in force prior to the adoption of these By-laws are hereby repealed.

ARTICLE XIII

Gender

The masculine pronoun shall be deemed to include the feminine pronoun wherever used in these By-laws.

ARTICLE XIV

Electronic Means

14.1 Notice. Any notice required or permitted by these Bylaws or by the Illinois General Not For Profit Corporation Act of 1986, as amended, shall be effective if transmitted by electronic means to the address that appears in the records of the Federation for the person to whom the notice is to be delivered.

14.2 Corporate Actions. Actions required by these Bylaws or by the Illinois General Not For Profit Corporation Act of 1986, as amended, to be “written”, to be in “writing”, to have “written consent”, to have “written approval” and the like by members, directors or committee members shall include any communication transmitted or received by electronic means.