

Effective as of July 1, 2022

JEWISH UNITED FUND OF METROPOLITAN CHICAGO

BYLAWS

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 JUF, in the following manner:

- (i) For special purposes which are part of a specific campaign.
- (ii) To Jewish Federations of North America ("JFNA").
- (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 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 Bylaws.

ARTICLE II

Member

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 JUF shall be vested in the Board of Directors ("Board"). The Board shall consist of the same Directors as are Directors of the Federation, and only for so long as they are acting as a Director of the Federation. Directors shall be the same class of Director--elected, *ex officio*, and Emeritus --as a Director is classified for the Federation.

3.2 The Board shall hold at least six regular meetings during the ten-month period from September through June, and special meetings when called by the Board Chair or by a writing delivered to the Secretary signed by ten (10) Directors.

3.3 At least two (2) days' notice of all regular and special meetings of the Board shall be given by the Secretary. Except as otherwise provided in these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting need be specified in the notice.

3.4 One-third of the whole Board 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, 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 Bylaws.

ARTICLE IV

Officers

4.1 Qualifications; Number; Election; Term. The officers of JUF shall consist of the same officers as are officers of the Federation, and only for so long as they are acting as an officer of the Federation. Officers shall have the same classification as they have in the

Federation, consisting of a Board Chair, not more than ten Vice Chairs, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, all of whom shall be Directors; and such Vice Presidents, Assistant Vice Presidents, additional Assistant Secretaries and Assistant Treasurers, if any, as from time to time shall be designated in those roles for the Federation by the Board of Directors of the Federation, all of whom shall be designated from among the members of the senior staff of JUF, and such other officers who are then serving as officers of the Federation who from time to time may be elected by the Board of the Federation. The officers shall begin acting at the same time as such officers begin acting in their role for the Federation and their terms of office of all officers shall be one year and until their respective successors begin acting.

4.2 Board Chair. The Board Chair shall be the principal lay officer of JUF. It shall be the duty of the Board Chair to preside at meetings of the Board. Subject to the approval of the Board the Chair shall appoint all standing and temporary committees. The Chair shall be an *ex officio* member of all other committees with the same voting rights as any other committee members.

4.3 Successor to Chair. In the event of the death, resignation, absence, inability or refusal of the Board Chair to discharge the duties of their office, the performance thereof shall devolve upon the Vice Chair designated by the Board so to act, until such time as the Board 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 JUF. The Treasurer shall cause all funds of JUF to be deposited in the name of JUF in such banks as are designated by the Board, and shall cause all stocks, bonds, mortgages and other securities to be deposited in the name of JUF in custodian, agency or similar accounts with such banks as are designated by the Board; and shall keep all other property as can be so kept in such safety deposit vaults in the City of Chicago, rented in the name of JUF, as are designated by the Board. 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, and shall report on the financial condition of JUF regularly at meetings of the Board and at such other times as the Board may determine. At the expiration of the term of office, the Treasurer shall deliver the books, papers, securities, funds and other property of JUF to their successor.

4.5 Secretary. The Secretary shall keep an accurate record of the meetings of the Board. The Secretary or the Secretary's designee shall issue all calls and notices for meetings and conduct all correspondence as directed by the Board. At the expiration of the term of office, the Secretary shall make arrangements for the continuity of all records under the Secretary's control to be rendered to their successor.

4.6 Assistant Secretaries; Assistant Treasurers. The Assistant Secretary and

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

4.7 President. The Board shall appoint a President who, under the supervision and control of the Board, shall be the chief executive officer of JUF and shall employ and direct the paid personnel necessary for the conduct of the work of JUF. The President shall be charged with preparing requisite information for the appropriate committees of the Board with respect to the annual overall budget of JUF and with respect to the problems which the Board may desire to study in the work of JUF. The President shall perform such other duties as may from time to time be required by the Board. The President shall be an *ex officio* non-voting Director and a non-voting member of committees.. The President may, with the approval of the Board, appoint an Executive Vice President who shall rank as the next senior member of the senior staff of JUF.

4.8 Vice Presidents. The Vice Presidents shall assist the President in the discharge of duties as the President may direct and shall perform such other duties as from time to time may be assigned by the President or by the Board. In the absence of the President or in the event of the President's inability or refusal to act, the Vice Presidents (in the order designated by the Board or by the President if the Board 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 JUF shall be bonded in such amounts and with such surety as shall be satisfactory to the Board. Premiums on such bonds shall be paid by JUF.

4.10 Authority. The Board Chair, the Treasurer, and such other officers and persons, or any one or more of them, as may be designated by the Board, shall sign orders and checks for money which shall have been appropriated by the Board; 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, or by the Investment Committee; shall have access of the safety deposit boxes of JUF; and shall, in the name and on behalf of JUF, accept and receive contributions, gifts, bequests, legacies, and all other monies, property, and receipts of JUF.

ARTICLE V

Committees and Advisory Bodies

5.1 Appointment. The Board Chair, subject to the approval of the Board, shall establish an Executive Committee, an Investment Committee, an Overall Planning and Allocations Committee, an Audit Committee, a Compensation and Executive Review Committee, a Governance Committee, a Treasurer's Advisory Committee and such other committees and advisory bodies as the Board shall determine from time to time. Upon consultation between professional staff and volunteer leadership, committee members will be appointed for a term of one year or until their respective successors are approved, subject to the approval of the Board.

5.2 Audit Committee. The majority of members of the Committee shall be Board members. In addition to other duties prescribed from time to time by the Board, the Audit Committee shall be responsible for monitoring and overseeing the audit process for JUF, selecting an independent auditor firm, accepting the annual audited financial statements and management letter issued by the CPA firm, and reviewing the annual Form 990s. The annual audited statements and management letter shall be available to the Board. The Audit Committee shall provide periodic reports to the Board pertaining to the financial reporting and overall financial systems and controls.

5.3 Executive Committee. The Executive Committee shall be composed of the following persons as long as they are Directors of JUF and hold the specified positions: Board Chair, Treasurer; Secretary; Campaign Chairs; OPAC Chair; JCRC Chair; Administration Committee Chair; President of the Women's Board; President of the Young Leadership Division; the Immediate Past Board Chair; and a maximum of three Directors appointed by the Chair. During the intervals between the meetings of the Board, the Executive Committee may exercise all the powers of the Board in the management of the business and affairs of the Corporation, except the power to make appropriations from the Endowment Funds, and subject to such other restrictions, if any, as the Board may from time to time adopt. The Executive Committee shall report its actions to the Board 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.

5.4 Investment Committee. The Investment Committee ("IC") shall be composed of not less than six voting members. The IC shall be responsible for oversight of the investments of the JFMC Pooled Endowment Portfolio, LLC including the investments of JUF and JUF's employee benefit plans and any vehicle used by JUF or its employee benefit plans to hold investments. In performing such oversight, the IC shall implement the investment policies adopted from time to time by the Board. The IC shall also perform such other investment-related functions as may be assigned to it from time to time by the Board. The IC shall report to the Board not less frequently than quarterly on the status and performance of the investments overseen by the IC.

5.5 Overall Planning and Allocations Committee. The Overall Planning and Allocations Committee (“OPAC”) shall recommend an office budget and overall allocation budget to the Board, taking into account priority guidelines and resources.

5.6 Compensation and Executive Review Committee. The Compensation and Executive Review Committee shall consist of at least four Directors. The Compensation and Executive Review Committee shall annually review the performance and determine the compensation of the President of JUF, and shall review the President’s recommendations concerning the compensation of other senior executives of JUF. The Compensation and Executive Review Committee shall make an annual report to the Board on its activities during the year.

5.7 Treasurer’s Advisory Committee. The Treasurer’s Advisory Committee will include the chairs of the following JUF committees: Administration, Audit, FacCorp, Investments, OPAC, and Treasurer’s Risk Assessment Committee, or the chairs of any committee that may from time to time be assigned to have the responsibilities currently carried out by these committees. The Treasurer’s Advisory Committee will be staffed by the CFO. The Treasurer shall convene the Committee at least twice per year so that the CFO can present key relevant information pertaining to the overall fiscal condition of JUF. The Committee members will share key relevant information pertaining to JUF’s fiscal condition in the areas covered by the committees which they chair. The Treasurer will report to the Board at least twice a year.

5.8 Governance Committee. The Governance Committee’s purpose is to institutionalize best practices regarding strategic Board recruitment, effective Board engagement, and Board assessment. The activities of the Committee may include Board self-assessment, Board leadership development, Board onboarding and training, and ensuring the Board reflects the diversity of the communities that JUF serves.

5.9 Committee and Advisory Body Membership. In appointing any committee or advisory body, the Board Chair may designate the Chair thereof and, if deemed desirable, the Vice Chair and may also designate a Secretary who may be a member thereof or a member of the staff of JUF. Committee or advisory body members may include, with full voting rights, persons who are not Directors, except that (i) all voting members of the Executive Committee shall be Directors, and (ii) any Committee designated by the Board to act on its behalf shall have a majority of that committee be Directors. Regardless of whether it has authority to act on behalf of the Board, at least a majority of the voting members of each of the Investment Committee, the Audit Committee, OPAC, and the Compensation and Executive Review Committee shall be Directors. Advisory bodies may be composed entirely of individuals who are not Directors. The Board Chair or the Chair of a committee or advisory body may designate members of the professional or senior staff of JUF or any Affiliated or Beneficiary Organization as non-voting member of committees or advisory bodies.

5.10 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 Bylaws and/or procedures as approved by JUF.

ARTICLE VI

Meetings

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

6.2 At the annual meeting, the Board Chair or the Board's Chair designee shall submit a report for the fiscal year preceding the meeting and the Treasurer shall submit a report of all receipts and disbursements and a statement of the financial condition of JUF for such fiscal year.

ARTICLE VII

Indemnification

7.1 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 JUF) by reason of the fact that the person is or was a Director, officer, committee member, trustee, employee or agent of JUF, or who is or was serving at the request of 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 the person reasonably believed to be in, or not opposed to, the best interests of JUF, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's 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 JUF or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the person's conduct was unlawful.

7.2 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 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 JUF, or is or was serving at the request

of 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 action or suit, if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of 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 the person's duty to 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 JFNA shall be deemed to be or to have been serving in such capacity at the request of JUF. However, the Board of JUF may, but shall have no obligation to, accord indemnification, on such terms and conditions as such Board 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 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 the person has met the applicable standard of conduct set forth in Sections 7.1 or 7.2. Such determination shall be made (1) by the Board 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 JUF (whether or not such counsel is a Member or Director of JUF), or if such counsel fails or refuses to do so, by independent legal counsel (whether or not such counsel is a Director of JUF), or (3) by the Member entitled to vote, if any.

7.5 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by JUF in advance of the final disposition of such action, suit or proceeding, as authorized by the Board 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 the person is entitled to be indemnified by 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, determination by the Member, vote of disinterested Directors, or otherwise, both as to action in the person's 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 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 JUF or who is or was serving at the request of 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 the person's status as such, whether or not JUF would have the power to indemnify such person against such liability under the provisions of this Article.

7.8 If JUF has paid indemnity or has advanced expenses under this Article to a Director, officer, committee member, trustee, employee or agent, JUF shall report the indemnification or advance in writing to the Member.

7.9 For purposes of this Article, references to "JUF" may at the option of 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 JUF" shall include any service as a Director, officer, committee member, trustee, employee or agent of JUF which imposes duties on, or involves services by such Director, officer, committee member, trustee, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner the person reasonably believed to be in the best interests 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 JUF" as referred to in this Article.

ARTICLE VIII

Disclosure of Membership/Conflict of Interest

8.1 All Directors, community members of committees, and key members of senior staff shall submit to the Board on or before June 1 of each year, or at any other time if requested by the Board Chair or the President, a written statement disclosing membership on the Board or similar governing body of any Affiliated or Beneficiary Organization, their principal business or occupation, and any financial transactions since the beginning of the preceding calendar year, which they or any member of their immediate family (parent, child or spouse) may have had with JUF or any Affiliated or Beneficiary Organization

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 they are a member relating to an Affiliated or Beneficiary Organization, or any other organization seeking financial support from JUF, of which they are a board or staff member, they shall disclose such membership or employment to the board or committee.

8.3 Nothing contained in this Article VIII shall preclude any Director or a committee member from voting on any matter.

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

8.5 Key members of the senior staff shall not be disqualified by their 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 JUF; provided that, prior to making such decision, such person makes full disclosure of such association or financial interest to the Board Chair or the President. Failure of any such staff members to make such disclosure shall subject them to review of the continuation of their employment and possible dismissal or other appropriate action by the Board Chair or the President.

ARTICLE IX

Rules of Order

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the JUF Board and committee meetings provided they are not inconsistent with these Bylaws or any special rules of order JUF may adopt.

ARTICLE X

Amendments

The Bylaws may be amended (a) by consent of the Member or (b) at any regular or special meeting of the Board 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 five (5) days before the date of such meeting.

ARTICLE XI

Electronic Means

11.1 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 (including, without limitation, by email, text, or other acceptable then communication method, as reasonably determined in the sole discretion of the Secretary or their designee) to the address that appears in the records of JUF for the person to whom the notice is to be delivered.

11.2 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” or any other approval and the like by the Member, Directors or committee members shall include any communication transmitted or received by electronic means