

AMENDED AND RESTATED BYLAWS

**ADDISON-PENZAK JEWISH COMMUNITY CENTER
OF SILICON VALLEY**

JULY 15, 2019

**Suite 201
Gloria and Ken Levy Family Campus
14855 Oka Road
Los Gatos, California 95032**

**ADDISON-PENZAK JEWISH COMMUNITY CENTER
OF SILICON VALLEY**

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**ADDISON-PENZAK JEWISH COMMUNITY CENTER
OF SILICON VALLEY**

BY-LAWS

ARTICLE 1
NAME

The name of this corporation shall be Addison-Penzak Jewish Community Center of Silicon Valley (hereinafter "APJCC").

ARTICLE 2
PURPOSES AND FUNCTIONS

The APJCC is dedicated to the enhancement of Jewish life by providing for the social, cultural, educational and recreational needs and to serve as the common meeting place for the entire Jewish community as well as to extend these services and be a resource to the general community in the Silicon Valley.

ARTICLE 3
PRINCIPAL OFFICE

The principal office of the corporation for the transaction of business is located at 14855 Oka Road, Suite One, Los Gatos, California 95032.

ARTICLE 4
DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE 5
MEMBERSHIP

Section 5.01. Classification of Members. The corporation will have two classes of members (regular and social) or such other classes of membership as shall be determined by the Board of Directors from time to time.

Section 5.02. Eligibility for Membership. Any person, as defined in Corporations Code Section 5065, is eligible to be a member of the Corporation, except that, in the case of a natural person, the person will not be eligible for membership unless over the age of

18, unless the membership is a “Teen or Youth Membership” as that term is defined from time to time by the Board of Directors. Such Teen or Youth Membership shall have no voting rights.

Section 5.03. Qualification of Members. Any person, eligible for membership under Section 5.02 of these Bylaws, is qualified for membership only after that person has satisfied the qualifications set forth by the Board of Directors from time to time.

Section 5.04. Admission to Membership. Any person, eligible for membership under Section 5.02 of these Bylaws and qualified for membership under Section 5.03 of these Bylaws, will be admitted to membership only on the approval of an application submitted by that person in the form and manner prescribed by the corporation and on the payment of the application fees and membership fees as established by the corporation from time to time, as specified in Section 5.05 of these Bylaws.

Section 5.05. Members’ Dues, Fees, and Assessments. Each member must pay, within the required time and on the conditions set by the corporation, the dues, fees, and assessments in amounts to be fixed from time to time.

Section 5.06. Number of Members. The corporation may limit the number of members the corporation may admit.

Section 5.07. Transferability of Membership. Neither membership in the corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Section 5.08. Non-liability of Members. A member of the corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the corporation.

Section 5.09. Members In Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 5.10. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member
- (b) Expiration of the period of membership, unless the membership is renewed on the applicable renewal terms;
- (c) The member’s failure to pay dues, fees, or assessments within 30 days after they are due and payable;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or

(e) Termination of membership under these Bylaws based on the good faith determination by the Chief Executive Officer, or in his/her absence, the Chief Operating Officer, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 5.11. Suspension of Membership. A member may be suspended based on the good faith determination by the Chief Executive Officer, or in his/her absence, the Chief Operating Officer, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 5.12. Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under these Bylaws, the following procedure shall be followed:

(a) The member shall be given at least 15 days' prior written notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records;

(b) The member shall be given an opportunity to be heard, either orally or in writing, as least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Chief Executive Officer, or in his/her absence, the Chief Operating Officer.

(c) The Chief Executive Officer, or in his/her absence, the Chief Operating Officer, shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Chief Executive Officer, or in his/her absence, the Chief Operating Officer, shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 180 days after the date of the expulsion, suspension, or termination.

(e) During the above termination or suspension process, in addition to the corporation's right to bar a member from the APJCC as set forth in its policies, rules and requirements, as amended from time to time, the Chief Executive Officer, or in his/her absence, the Chief Operating Officer, may bar the member from the APJCC if the Chief Executive Officer, or in his/her absence, the Chief Operating Officer, determines that the member poses a threat to the corporation and/or safety of the APJCC, including but not limited to its employees, contractors, agents, officers, directors, members, guests and invitees

(f) A person whose membership is suspended shall not be a member during the period of suspension.

(g) The above procedure in (a) - (c) shall be deemed modified, from time to time, to comply with the minimum requirements of California law governing termination and suspension of memberships.

Section 5.13. Rights of Membership. All members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of Directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6 MEETINGS OF MEMBERS

Section 6.01. Place. Meetings of members will be held at 14855 Oka Road, Suite One, Los Gatos, California or the location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 6.02. Annual Meetings. The members will meet annually within four months of the end of the prior fiscal year, or such other time as shall be set forth in the Annual Meeting Notice, for the purpose of transacting proper business as may come before the meeting, including, but not limited to, the election of Directors.

Section 6.03. Special Meetings. Special meetings of members may be called by the Board of Directors, or the Chairperson of the Board of Directors, or the CEO of the corporation, or five percent or more of the members of the corporation. Special meetings may be called for any lawful purpose and shall be held at 14855 Oka Road, Suite One, Los Gatos, California or at the times and places within the State of California that may be ordered by resolution of the Board of Directors.

Section 6.04. Notice of Meetings. Written notice of every meeting of members must be either personally delivered or mailed by first class United States mail (postage prepaid) or by electronic transmission in accordance with Corporation Code §§ 20 and 5511(b). Notices shall be dispatched not less than 10, nor more than 90, days before the date of the meeting to each member who is entitled to vote at the meeting as of the record date for notice of the meeting.

(a) If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the corporation or at the address given by the member to the corporation for the purpose of notice. If no address appears or was given by the member, notice will be given at the principal office of the corporation or by publication in any newspaper of general circulation in the county in which the principal office of the corporation is located. The Secretary of the corporation, or any transfer agent specially designated by the Secretary for this purpose, will execute an affidavit of the giving of the notice of the meeting of members.

(b) In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the

meeting not less than 35 days nor more than 90 days after receipt of the written request from that person or persons by the Chairperson of the Board or CEO or Vice-Chairperson of the Board or Secretary of the corporation will be sent to the members forthwith and in any event within 20 days after the request was received.

(c) No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 6.05. Contents of Notice. The notice will state the place, date, time of the meeting and state an Agenda listing those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

Section 6.06. Waivers, Consents, and Approvals. The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be filed with the corporate records or included in the minutes of the meeting.

Section 6.07. Quorum. A quorum at any meeting of members consists of 50 members, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of Directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Section 6.08. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Section 6.09. Conduct of Meeting. The Robert's Rules of Order, as amended from time to time, governs the meetings of members insofar as those rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the rules governing agenda, motions, and related matters.

Section 6.10. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 6.08 of these Bylaws.

Section 6.11. Voting of Membership.

(a) One Vote Per Member. Each member 18 years or older is entitled to one vote on each matter submitted to a vote of the members. For each membership that is a joint membership (i.e. couple, family or other joint membership), then each person over the age of 18 within such joint membership shall be entitled to one vote on each matter submitted to a vote of the members.

(b) Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is 40 days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is 30 days before the date of the meeting of members.

(c) Cumulative Voting. Cumulative voting is not authorized for the election of directors or for any other purpose.

(d) No Proxy Voting. Members shall not be allowed to vote or act by proxy.

Section 6.12. Action Without Meeting by Written Ballot – Ballot Requirements.

(a) Subject to the limitations specified in Section 6.11(b) of these Bylaws and any contained in the Articles, any action that may be taken at any regular or special meeting of members may be taken without a meeting. If an action is taken without a meeting, the corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Solicitation of Ballots

(b) Ballots will be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 6.04 of these Bylaws and of voting by written ballot set forth in Section 6.12 of these Bylaws. All solicitations must indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, state the percentage of approvals necessary to pass the measure submitted. The solicitation must specify the time by which the ballot must be received in order to be counted.

Voting By Written Ballot

(c) The form of written ballots distributed to 10 or more members must afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written

ballot is distributed, to be acted on by that written ballot. The form must also provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any matter the vote must be cast in accordance with that choice. In any election of Directors, any form of written ballot in which the Directors to be voted on are named as candidates and that is marked by a member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld may not be voted either for or against the election of a Director.

Revocation of Ballot

(d) Unless otherwise provided in the Articles of Incorporation of the Corporation or these Bylaws, a written ballot may not be revoked.

ARTICLE 7 BOARD OF DIRECTORS

Section 7.01. Powers. Subject to the limitations stated in the Articles of Incorporation, these Bylaws, and the Nonprofit Corporations Law as to actions which shall be approved by the Voting Members, and subject to the duties of Directors as prescribed by the Nonprofit Corporations Law, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of the Corporation shall be managed by, the Board of Directors. The individual Directors shall act only as members of the Board of Directors, and the individual Directors shall have no individual power as such. Directors shall serve without compensation.

The Board of Directors shall have the following powers and duties:

(a) To determine policies with regard to the conduct, governance and business affairs of the Corporation.

(b) To make and adopt such rules and regulations, not inconsistent with the laws of the State of California or the Corporation's Articles of Incorporation and Bylaws, for the guidance of the officers and management of the Corporation.

(c) To appoint and remove at pleasure all officers of the Corporation and to prescribe their duties, except those subject to any employment agreements.

(d) To supervise all officers and agents of the Corporation and through the Chief Executive Officer the employees of the Corporation and see that duties are properly performed.

(e) To cause to be kept a complete record of the entire Corporation's minutes and acts, and of the proceedings of the members, and present a statement at the Annual Meeting of the Members showing the condition of the Corporation.

(f) To administer and approve the use of all Board restricted funds in accordance with the restrictions for the use of said funds. A simple majority vote is required for approval of distribution of any such funds.

Section 7.02. Structure of the Board. The management and administration of the business of the APJCC shall be vested in a Board of Directors composed as follows:

(a) Elected Directors – Twenty-four Directors elected directly by the membership. One-third shall be elected annually for a three-year term of office, modified as required to accommodate the remaining term of a Director concurrently serving as an Officer , as described below in Section 7.04.

(b) Immediate Past Chairperson - The Immediate Past Chairperson shall serve as a full voting member of the Board of Directors for as long as he/she is the Immediate Past Chairperson.

(c) Board Designated Directors – Two youth representatives, one Rabbinical/Cantorial representative and one senior shall be designated by the Nominating Committee and approved by the Board of Directors to serve one year terms as full voting members of the Board of Directors. (Although not voting members of the corporation, the two youth representatives are voting members of the Board of Directors.)

(d) Continental/Regional/State Association – Any member of the APJCC who is elected to a continental, regional or state governance board affiliated with the Jewish Community Center Association of North America shall serve as a member of the APJCC Board of Directors with voting privileges during their term of office with the respective Continental/Regional/State Association board.

Section 7.03. Election of Directors. The Directors, except those appointed by the Board, the Continental/Regional/State Association Board members, and the Immediate Past Chairperson of the Board, will be elected at each annual meeting as authorized by Article 6 of these Bylaws.

Section 7.04. Term of Office. A person who has been a member of the Board of Directors for nine consecutive years shall not be eligible for re-election to the Board of Directors until a one-year interval has elapsed during which the person was not a member of the Board. However, while a Director concurrently serves as an Officer (Chair, Vice-Chair, Secretary, Vice Chair of Finance, Immediate Past Chair), the nine consecutive year limit is tolled, and the years served as an Officer do not count towards the nine year maximum. For example, if a person has served two, three year terms (i.e. six years) and is then elected Vice Chair of Finance, and serves for three years as Vice Chair of Finance, that Board member can serve one more 3 year term before being required to take a year off.

Section 7.05. Duties and Obligations of Board Members.

(a) Throughout his or her term of office, each Director must be a member in good standing of the APJCC and must also be a contributor to each annual campaign of the Jewish Federation of Silicon Valley.

(b) Each Director shall chair, co-chair or be an active member of a standing committee, special project task force or special event committee of the Board of Directors of the APJCC in each year of their term of office.

(c) No Director shall exercise more than one vote nor shall one Director occupy more than one director position at any time.

(d) Directors shall contribute or raise a minimum fundraising commitment to be established by the Board of Directors from time to time.

(e) A Director cannot simultaneously be an employee of the corporation or a member of an APJCC employee's immediate family, i.e. spouse, child or parent.

Section 7.06. Removal of Directors – Removal for Cause.

(a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court;
2. The Director has been convicted of a felony;
3. The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq., on Directors who perform functions with respect to assets held in charitable trust;
4. The Director has failed to attend 3 successive Board meetings of the Board without good cause as reasonably determined by the Chairperson of the Board; or
5. The Director has failed to perform the obligations set forth above in Section 7.05.

Section 7.07. Resignation of Director. Any Director may resign effective on giving written notice to the Chairperson of the Board of Directors, the President/Chief Executive Officer, the Secretary, or the Board of Directors of the corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 7.08. Filling Vacancies By Directors. Except as otherwise provided in the Articles or these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office; or (3) a sole remaining Director.

Section 7.09. Filling Vacancies By Members. Vacancies created by removal of Directors may only be filled by the approval of the members within the meaning of Corporations Code Section 5034. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

Section 7.10. Execution of Contracts. The Board of Directors through its agents may enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary, the Chairperson or Chief Executive Officer shall be authorized to execute such instruments on behalf of the Corporation.

Section 7.11. Contracts with Directors. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that Director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested Director; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

ARTICLE 8 MEETING OF DIRECTORS

Section 8.01. Place of Meetings. All meetings of the Board will be held at the principal office of the Corporation or as changed from time to time.

Section 8.02. Board Meetings. A minimum of six regular meetings of the Board shall be held during an annual term, the dates thereof to be set in advance by the Board of Directors or the officers of the APJCC. The Board of Directors or the Chairperson may cancel or reschedule any Board meeting as necessary.

Section 8.03. Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board or the Chief Executive Officer or any Vice-Chair or the Secretary or any two Directors. Special meetings may be held on four days notice by first

class mail, postage prepaid, or on 48 hours' notice delivered personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic transmission by the corporation (Corporation Code §20).

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Section 8.04. Quorum. One fourth of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

Section 8.05. Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting, or such greater number as is required by the law, the Articles, or these Bylaws.

Section 8.06. Conduct of Meetings. The Chairperson of the Board or, in his or her absence, the Vice-Chairperson of the Board, or in the absence of both, any Director selected by the Directors then present will preside at meetings of the Board of Directors.

(a) The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board.

(b) Directors of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (Corporations Code §§ 20 and 21). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply:

1. Each Director participating in the meeting can communicate with all of the other Directors concurrently.

2. Each Director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 8.07. Adjournment. A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 8.08. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as the unanimous vote of the Directors.

ARTICLE 9 OFFICERS

Section 9.01. Number and Titles. The officers of the corporation shall be a Chairperson of the Board, a President/Chief Executive Officer, a Vice-Chair of the Board, a Secretary, a Chief Financial Officer, and a Vice-Chair of Finance, and those other officers with such titles and duties as determined by the Board and as may be necessary to enable it to sign instruments. The President/Chief Executive Officer is the general manager and chief executive officer of the Corporation. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President/Chief Executive Officer or Chairperson of the Board.

Section 9.02. Appointment and Resignation. The officers will be chosen by the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment or as set forth below. Any officer may resign at any time on written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 9.03. Officers

(a) Chairperson of the Board. The Chairperson of the Board must be a Director and shall preside at Board of Director meetings and Executive Committee meetings and shall prepare and deliver a "State of the Center" presentation at the annual meetings. This position may be shared by 2 individuals who shall each have one vote. This is a one year position unless the officer resigns or is removed by the Board

(b) Vice Chairperson of the Board. The Vice Chairperson of the Board must be a Director. If the Chairperson of the Board is absent or disabled, the Vice-Chairperson of the Board, if any, shall perform all duties of the Chairperson of the Board. When so acting, the Vice-Chairperson of the Board shall have all powers of and be subject to all restrictions of the Chairperson. The Vice-Chairperson of the Board shall have such other powers and perform such other duties as the Board or the Bylaws may require and the Vice-Chairperson of the Board must be a Director. This is a 1 year position unless the officer resigns or is removed by the Board

(c) President/Chief Executive Officer. Subject to such supervisory powers as the Board may give to the Chairperson of the Board, if any, and subject to the control of the Board, the President/Chief Executive Officer shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The President/Chief Executive Officer shall have such other powers and duties as the Board or the Bylaws may require

(d) Chief Operating Officer. The Corporation may also have a Chief Operating Officer as determined by the Board of Directors from time to time. The Chief Operating Officer shall be hired by, report to and supervised by the President/Chief Executive Officer. The Chief Operating Officer's responsibilities shall include, but shall not be limited to:

1. Supervision of program and administrative staff as assigned by the Chief Executive Officer.
2. Oversight of community-based activities including representation on inter-agency teams, events and committees that the APJCC is responsible for coordinating.
3. Assists in staffing the Board of Directors, its committees, task forces and special events activities.
4. Shall serve as the President/Chief Executive Officer in his/her absence.
5. Work on executive team with the President/Chief Executive Officer, Chief Financial Officer, Human Resource Director, Program Director and the Sports and Wellness Director.
6. Other responsibilities as assigned by the Board of Directors.

(e) Chief Financial Officer. The Chief Financial Officer shall be hired by, report to and supervised by the President/Chief Executive Officer. The Chief Financial Officer shall be responsible for maintaining the corporation's financial records, safeguarding the corporation's assets, implementing appropriate financial controls, and monitoring the corporation's short and long-term financial position.

1. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Chief Financial Officer shall send or cause to be given to the members and Directors such financial statements and reports as are required to be given by law, by these Bylaws, or by the Board. The books of account shall be open to inspection by any Director at all reasonable times.

2. The Chief Financial Officer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of

the corporation with such depositories as the Board may designate and as may be necessary for the operations of the corporation; (ii) disburse the corporation's funds as the Board may order; (iii) render to the President/Chief Executive Officer, Chairperson of the Board, if any, and the Board, when requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation; and (iv) have such other powers and perform such other duties as the Board or the Bylaws may require.

3. If required by the Board, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Chief Financial Officer on his or her death, resignation, retirement, or removal from office.

4. Work on executive team with the President/Chief Executive Officer, Chief Operating Officer, Human Resource Director, Program Director and the Sports and Wellness Director.

(f) Vice Chairperson of Finance. The Vice Chairperson of Finance must be a Director of the corporation.. The Vice Chairperson of Finance shall chair the Finance Committee. The Vice Chairperson of Finance shall be the primary liaison for financial matters for the corporation and shall work closely with the Chief Financial Officer. In addition, the Vice Chairperson of Finance shall have the following obligations:

1. Provide financial updates to the Board of Directors as needed and at least one financial report to the members at the Annual Meeting.

2. Appoint and remove members of the Finance Committee.

3. Assist the Chief Financial Officer to implement the agencies short and long-term financial plans.

4. Have authority to sign checks consistent with the corporation's policies on expenditures.

5. Have such other duties and responsibilities as may be delegated to him/her by the Board of Directors from time to time.

6. This is a one year position unless the officer resigns or is removed by the Board.

(g) Secretary. The Secretary shall be responsible for documenting the actions of the Board of Directors and must be a Director.

1. The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

2. The Secretary shall keep or cause to be kept, at the principal California office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

3. The Secretary shall keep or cause to be kept at the principal California office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, and class of membership.

4. The Secretary shall give, or cause to be given, notice of all meetings of members, of the Board, and of committees of the Board that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

5. This is a 1 year position unless the officer resigns or is removed by the Board.

(h) Past Chairperson. The Past Chairperson shall, in addition to other duties the Board shall determine from time to time, chair the Nominating Committee as set forth below in Section 10.05. This position is congruent with the term of the current Chairperson of the Board and unless the officer resigns or is removed by the Board.

ARTICLE 10 COMMITTEES

Section 10.01. Creation and Powers of Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees, each consisting of two or more Directors and no one who is not a Director, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the Directors then in office except as otherwise provided below. The Board may appoint one or more Directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

(a) Take final action on any matter that, by law (including California Nonprofit Public Benefit Corporation Law), requires a vote of approval by the members or approval of a majority of all members;

(b) Fill vacancies on the Board or any committee of the Board;

(c) Fix compensation of the Directors for serving on the Board or on any committee;

(d) Amend or repeal Bylaws or adopt new Bylaws;

(e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; and

(f) Create any other committees of the Board or appoint the members of committees of the Board.

The Board may, from time to time, create advisory committees, and rules and regulations related thereto, in addition to those described below in Section 10.05 through 10.07 which shall be under the direction and control of the Board.

Section 10.02. Meetings and Action of Board Committees. Meetings and actions of committees of the Board shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

Section 10.03. Executive Committee. The Executive Committee is a Board committee. The Board may appoint 5 or more Directors of the corporation to serve as the executive committee of the Board one of which shall be the Chairperson of the Board. The executive committee, unless limited by a resolution of the board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board. In addition the Executive Committee shall have the exclusive authority of the Board in reference to those matters enumerated below:

1. Personnel issues, including litigation matters related thereto, of all employees, except those officers hired by the Board.

2. Litigation concerning the day to day operations, management and activities of the corporations.

3. Other items delegated to the committee from time to time by the Board of Directors.

The Executive Committee members shall be, at a minimum, Directors who are also the Chairperson, Immediate Past Chairperson, the Vice Chairperson of the Board, the Vice Chairperson of Finance, and the Secretary, who shall serve terms concurrent with their officer positions, and additional members of the Executive Committee shall also be Directors and designated “members at large” who shall serve a one-year term unless the member resigns or is removed by the Board.

All non-confidential actions of the executive committee shall be reported to the full Board at the next duly scheduled Board meeting.

Section 10.04 Finance Committee. The Finance Committee shall be an advisory committee comprised of the Vice Chair of Finance and a minimum of two other Board members, at least one of whom must also not be an officer of the corporation. All committee members must be members of the corporation. The Vice Chair of Finance shall be responsible for appointing and removing members of the committee and shall endeavor to have at least one member of the Finance committee be a person who is not a member of the Board of Directors. The primary purpose of the Finance Committee is to provide oversight, propose policy, and controls over the financial aspects of the corporation. To that end, the Finance Committee shall monitor controls over the spending, income and budgeting of the corporation in close cooperation with the Chief Financial Officer and as approved, when necessary, by the Board of Directors. Additionally, the Finance Committee shall have the following specific tasks:

(a) Budget. The committee shall work with the staff and the Chief Financial Officer to craft a responsible annual budget. The committee shall create a review process to approve a proposed budget and shall provide its proposed budget to the Board of Directors for approval by the Board of Directors. The committee shall endeavor to submit its recommendation for a budget to the Board of Directors by June of each year.

1. In the event that the Board of Directors does not approve the proposed budget, after recommendation by the Finance Committee, the Finance Committee shall work to implement the directives of the Board of Directors with respect to the revised annual budget.

2. Once the budget has been approved for the fiscal year, the Finance Committee shall monitor controls to ensure that the corporation adheres to the budget to the extent feasible.

(b) Audit. Upon completion of the annual audit, the outside auditors shall provide the Finance Committee with a written or oral (or both) report. The Finance Committee may be called upon to provide support for the Audit Committee from time to time to the extent permitted by law.

(c) Term. Members of the Finance Committee shall serve a 2 year term unless the member resigns or is removed by the Board.

Section 10.05. Audit Committee. The corporation shall have an advisory audit committee consisting of at least two Directors, and may include non-voting advisors. Directors who are employees or officers of the corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as Director) may not serve on the audit committee.

Members of the audit committee shall not receive compensation for their service on the audit committee. A majority of the members of the audit committee may not concurrently serve as members of the finance committee, the chair of the audit committee may not serve on the finance committee, and the Vice-Chair of Finance shall not serve on the audit committee.

The audit committee shall perform the duties and adhere to the guidelines set forth in the corporation's audit committee charter as amended from time to time by the Board of Directors. Such duties include, but are not limited to:

- (a) Assisting the Finance Committee or Board in choosing an independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the corporation's financial affairs;
- (d) Directing the outside auditors in their audit of the corporation; and
- (e) Reviewing and accepting or rejecting the audit.

In the course of implementing their duties, the Audit Committee shall be empowered to obtain reasonable access to the corporation's records, direct staff, and take such other steps as may be necessary to satisfy the needs of the auditors.

In the event that at least two members of the Audit Committee deem there to be a conflict of interest affecting any member of the Audit Committee, the remaining Committee members may temporarily replace that member with any other member of the Board of Directors (except those prohibited by paragraphs 1 and 2 of this section) in order to meet, conduct business, and/or meet with the auditors to discuss the matters about which a perceived conflict of interest may exist. The Audit Committee need not disclose this action to the replaced member until after the audit has been completed.

The Audit Committee shall receive a written or oral report from the auditors at the conclusion of the audit. At least a portion of the report must be provided to the Audit Committee outside the presence of any APJCC staff member.

Section 10.06. Nominating Committee. The Nominating Committee shall be an advisory committee tasked with nominating new Directors for consideration by the Board of Directors.

(a) The Chairperson shall appoint within 4 months of the Annual Meeting a Nominating Committee consisting of four members of the Board of Directors, one other member in good standing of the APJCC who is not a member of the Board of Directors, and the Chief Executive Officer.

(b) At least three months prior to the Annual Meeting, the Nominating Committee shall endeavor to nominate one person to succeed each member of the Board of Directors whose term is expiring and one person for each position as a volunteer Officer of the APJCC.

(c) Additional persons may be nominated as Directors by written petition signed by at least two percent (2%) of the membership in good standing of the APJCC which must be submitted to the Corporate Secretary at least thirty (30) days prior to the Annual Meeting.

Section 10.07. Planned Giving Committee. The Corporation shall have an advisory Planned Giving Committee. The Board Chair appoints the Planned Giving Committee. The Planned Giving Committee shall be composed of a minimum of 5 APJCC members, each serving terms, as set forth in the committee's governing documents. The Planned Giving Committee will have a chair and secretary, appointed by the Planned Giving Committee.

Responsibilities:

The responsibilities of the Planned Giving Committee are:

1. Draft and recommend the Planned Giving Program (Program) and included policies (Investment, Spending and Gift Acceptance) to the Board for approval and recommend to the Board changes to the Program and included policies as needed. Board approval is required for any material changes to the Program and included policies.
2. Identify planned giving donors.
3. Meet at least quarterly, or more frequently if needed, for the purpose of reviewing Program and fund operations.
4. Report to the Board quarterly on planned giving progress and Program and fund operations.
5. Manage planned giving activities.
6. Maintain complete and accurate minutes of all actions taken by the Planned Giving Committee and supply a copy thereof to each member of the committee, and the CEO of the APJCC.

ARTICLE 11
INDEMNIFICATION AND INSURANCE

Section 11.01. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding”, as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses”, as used in this Bylaw, shall have the same meaning as in that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code Section 5238(b) or Section 5238(c), the board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

Section 11.02. Insurance. This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.

ARTICLE 12
BYLAW CHANGES

Section 12.01. Members’ Approval Required. Without the approval of the members, the board may not adopt, amend, or repeal any Bylaw that would:

- (a) increase or extend the terms of Directors;
- (b) allow any Director to hold office by designation or selection rather than by election by the members;

- (c) change the quorum for members' meetings;
- (d) repeal, restrict, create, expand, or otherwise change proxy rights;
- (e) authorize cumulative voting;
- (f) specify or change a fixed number of directors, or change from a fixed to a variable number of directors or vice versa;
- (g) require that approval by the members or a class of members be unanimous or by a greater proportion than that required by law;
- (h) authorize the board to fill vacancies created by the removal of directors; or
- (i) terminate all memberships or any class of memberships.

ARTICLE 13
CORPORATE RECORDS, REPORTS, AND SEAL

Section 13.01. Keeping Records. The corporation must keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The corporation must also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes will be kept in written form. Other books and records will be kept in either written form or in any other form capable of being converted into written form.

Section 13.02. Annual Report. The Board will cause an annual report to be sent to the members not later than 120 days after the close of the Corporation's fiscal year. The report must contain all the information required by Corporations Code Section 6321(a) and be accompanied by any report of independent accountants. If there is no report of independent accountants, the certificate of an authorized officer of the corporation that the statements were prepared without audit from the books and records of the corporation. The annual report must be furnished to all directors.

Section 13.03. Annual Statement of Certain Transactions and Indemnifications. The corporation must furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 6322(d) and (e), if that transaction or indemnification took place. The annual statement must be affixed to and sent with the annual report.

Section 13.04. Corporate Seal. The Secretary of the corporation will maintain custody of the seal and affix it in all appropriate cases to all corporate documents. However, the failure to affix the seal does not affect the validity of any instrument.

ARTICLE 14
FISCAL YEAR

The fiscal year of the APJCC shall be July 1 through June 30 of the following year, subject to change by a majority vote of the Board of Directors at a regular or special meeting.

ARTICLE 15
POLICIES


The Board of Directors shall be empowered to ratify such rules and regulations consistent with the purposes of these Bylaws as is necessary to attain the objectives thereof.

The Corporate Secretary shall certify that current Bylaws, as amended, are *prima facie* evidence of the adoption of those Bylaws and revisions and of the matters stated therein.

**CERTIFICATE OF SECRETARY OF
ADDISON-PENZAK JEWISH COMMUNITY CENTER
OF SILICON VALLEY,
a California nonprofit corporation**

I hereby certify that I am the duly elected and acting Secretary of this corporation and that the foregoing Amended and Restated Bylaws, comprising 23 pages, constitute the Bylaws of this corporation as duly adopted at a meeting of the Board of Directors held on July 15, 2019.

Dated: 7/15/19



Rebecca Geshuri, Secretary [signature]