

BYLAWS FOR SHALOM ORLANDO

Purpose, Mission, and Function.

Shalom Orlando is the association that inspires, elevates, and influences our Community. We are a modern version of a singular Jewish entity to better serve the evolving needs of our growing community and strengthen overall philanthropic support. By working together, our leadership approaches the community united as one driving a message of strength and sustainability, in collaboration with all our communal organizations.

These Bylaws govern the affairs of Shalom Orlando, established through the merger of the Jewish Federation of Greater Orlando, Inc., and the Jewish Community Center of Greater Orlando, Inc.

ARTICLE I

Name, Offices, and Registered Agent

The name of the organization shall be Shalom Orlando, Inc., a Florida not for profit corporation (the “Corporation”), which shall do business as “Shalom Orlando”, “The Jewish Federation of Greater Orlando” and “The Roth Family Jewish Community Center of Greater Orlando” . The Corporation shall have and continuously maintain a registered office and registered agent located in the State of Florida, as required by the State of Florida Nonprofit Corporation Act. The registered agent shall be an individual resident of the State or a corporation authorized to transact business in the State of Florida. The Corporation may have such other offices, either within or without the State of Florida, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II

Members

SECTION 1. Qualification and Manner of Admission. The members of the Corporation at any particular time shall be those individuals who are then serving as members of the organization's Leadership Council. The members shall have no voting or other rights or fiduciary responsibilities except as provided in these bylaws.

SECTION 2. Annual Meeting. There shall be an annual meeting of the members upon such a date, time, and place as the Majority of the Board of Directors shall determine. and as may be specified in a notice of meeting or in a duly executed waiver of notice thereof, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as close to that date as possible. An Annual Informational Meeting will also be held for the members. Shalom Orlando may, in its discretion, hold additional Member meetings to address issues impacting the community and Shalom Orlando.

SECTION 3. Special Meetings. Special meetings of the members, for any purpose or purposes, may be called by the Board of Directors, or by not less than twenty-five percent (25%) of all of the members of the Corporation or by the Chair of the Board.

SECTION 4. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of meeting for any annual meeting of members or for any special meeting. Meetings conducted by telephone or electronic means are permitted and shall occur as provided by Article III Section 17 of these Bylaws. If the Board makes no designation of the place of the annual meeting, or a special meeting, the place of meeting shall be the principal office of the Corporation in the State of Florida. Notwithstanding the first two sentences of this section, a waiver of notice signed by all members entitled to vote at a meeting, whether an annual or special meeting, may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of the holding of such meeting.

SECTION 5. Notice of Meeting by Hand-delivery, Mail, or Electronic Transmission, or E-Mail. Whenever notice is required to be given in these Bylaws, it may be given by mail, hand-delivery, or by any electronic means designed to provide actual notice. The notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which

the meeting is called and shall be delivered to each member of record entitled to vote at such meeting not less than ten (10) nor more than sixty (60) days before the date of the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at the member's address as it appears in the membership book of the Corporation, with the postage thereon prepaid. If delivered by electronic means, such notice will be deemed to have been received when sent. If a machine-generated message is received that delivery has failed, then notice must be sent by mail or hand-delivery not less than eight (8) days before the date of the meeting unless the sender receives electronic or written confirmation that the recipient received the email notice.

SECTION 6. Waiver of Notice. Notice of the time, place and purpose of any meeting of the members may be waived by any member who signs a waiver of notice, either before or after, such meeting has been held. Attendance of a member at a meeting, either in person or by telephone, constitutes a waiver of notice of any and all objections to the place of the meeting, the time of the meeting, or the manner in which the meeting has been called or convened, unless the member attends a meeting solely for the purpose of stating, at the beginning of the meeting or upon such members arrival at the meeting, any such objection(s) to the transaction of affairs because the meeting is not lawfully called or convened.

SECTION 7. Quorum. A simple majority of the members of the Corporation entitled to vote, represented in person, as provided by Article III Section 17 of these Bylaws, or by proxy, shall constitute a quorum at a meeting of the members. In the event a quorum is not present at any meeting of the members, those members present may adjourn the meeting to a later date, time or place. When a meeting is adjourned to another time or place, it shall be necessary to give at least five (5) days written notice prior to the date, time and place of the adjourned meeting or such shorter notice period as may be appropriate under the particular circumstances, given the date and time of the continuation of the adjourned meeting. Any business may be transacted at the adjourned meeting that might have been transacted at the original date of the meeting. After a quorum has been established at a members' meeting, the subsequent withdrawal of members, so as to reduce the number entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

SECTION 8. Proxies. Every member entitled to vote at a meeting of members or to express consent or dissent without a meeting, or the member's duly authorized attorney-in-fact, may authorize another person or persons to act for the member by proxy. The proxy must be executed in writing by the member or the member's duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of such meeting or at the time of expressing such consent or dissent without a meeting.

SECTION 9. Voting. Each member shall be entitled to one (1) vote upon each matter submitted to a vote at a meeting of the members.

ARTICLE III

Board of Directors

SECTION 1. General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors subject to the Corporation's organizational documents, these bylaws and all applicable law.

SECTION 2. Number of Directors. The number of Directors of the Corporation shall be determined from time to time by the Board of Directors but shall be not fewer than fifteen (15) nor more than twenty-five (25).

SECTION 3. Initial Board Composition. Eighteen (18) Directors of the Founding Board shall be comprised of members from the following: one-third from the Roth Family JCC of Greater Orlando; one-third from the Jewish Federation of Greater Orlando; and one-third from the community.

SECTION 4. Terms Each person who is a member of the Board of Directors at the time these bylaws are adopted shall hold office until a successor has been duly elected in accordance with these bylaws.

Founding Board: The Eighteen (18) Directors of the Founding Board Directors comprised from the Roth Family JCC of Greater Orlando (JCC), Jewish Federation of Greater Orlando (Federation), and the community shall be divided as follows

- Three (3) JCC and three (3) Federation Directors to serve a one (1) year term,

- Three (3) JCC and three (3) Federation Directors to serve a two (2) year term, and
- Six (6) Directors from the community serving a three (3) year term.

At the meeting of the Board of Directors at which these bylaws are adopted, a vote shall occur designating a term for each the Directors. The JCC and Federation Directors may continue to serve on subsequent boards, if nominated. Should additional Directors be added to the Founding Board, whether in a voting or ex-officio capacity, they shall hold office for a term that shall coincide with the remaining term of that class.

Subsequent Boards:

Each elected Director shall serve on the Board for a term of three (3) years, with the terms of approximately one third of the elected Directors expiring each year.

Except as otherwise provided in Article III Section 14 of these bylaws at each annual meeting of the members after the date on which these bylaws are adopted the members of the Corporation shall elect, for a term of three-years the successors to the class of Directors whose terms are then expiring.

With the exception of the Chief Executive Officer who shall be a non-voting, ex-officio member of the Board of Directors, the maximum term of office shall not exceed eleven (11) consecutive years, provided that if at the end of a Director's eleventh consecutive year of service that Director is also holding a position as an officer of the Corporation, then that Director may continue as a Director for a twelfth consecutive year, to complete the term of office

If the number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any additional Directors of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of Directors shorten the term of any incumbent director. Vacancies are filled per section 14 below.

No more than one-third (1/3) of the total number of Directors may be replaced at any annual meeting. Subject to the foregoing qualifications, each Director shall hold office for the elected term

and until a successor shall have been elected and qualified or until the Director's earlier resignation, removal from office, or death.

Ex-Officio and Honorary Directors. Ex-officio directors serve as directors by virtue of their position currently held. Honorary directors serve by virtue of their election by the Board in recognition of prior service to the community. Neither ex-officio directors nor honorary directors shall have voting powers or count towards the presence of a quorum at meetings of the Board of Directors but shall otherwise be entitled to all of the other privileges as directors, including attendance at meetings and the providing of advice to the Board of Directors. The term of an ex-officio director shall end upon the end of the position (or the end of the position designating such person to be an ex-officio director). The term of an honorary director shall be until such honorary director dies, resigns or is removed by a vote of the elected directors. The following persons shall be ex-officio directors of the Board of Directors at the discretion of the Board of Directors: the Chief Executive Officer and any individuals deemed appropriate by the Nominations Committee and elected by the Board

SECTION 5. Annual and Regular Meetings. The annual meeting of the Board of Directors shall be held without any additional notice other than the constructive notice deemed given by this section of the bylaws, immediately after and at the same place as the annual meeting of members. The Board of Directors may provide, by resolution, the time and place for the holding of regular meetings without any additional notice other than the constructive notice deemed given by the adoption of such resolution. The Board of Directors shall be scheduled to meet no less than six (6) times per fiscal year with a goal of at least one (1) time each month; provided that any scheduled monthly meeting may be cancelled by action of the Board of Directors or by direction of the Chair; provided further that no two consecutive scheduled meetings may be cancelled by direction of the Chair.

SECTION 6. Special Meetings. Special meetings of the Board of Directors may be called by the Chair or by any two members of the Board of Directors. The person or persons who call a special meeting of the Board of Directors may fix the place and time for holding such special meeting so long as the physical location of the meeting occur within the counties served by Shalom Orlando and with the remote attendance option provided by Article III Section 17 of these Bylaws.

SECTION 7. Notice. Notice of any special meeting shall be given at least five (5) days before the meeting by written notice delivered personally, by mail or by electronic mail to each Director at

the Director's residence/business address or email address, unless, in the case of an emergency, the Chair of the Board shall prescribe a shorter notice to be given personally, by mail, or by electronic mail to each Director. If a notice of meeting is mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting, before, at or after the meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

SECTION 8. Quorum. A simple majority of the number of Directors then serving (defined as one half plus one) shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. Provided that a quorum of Directors is present at the meeting, business may continue to be conducted thereafter even if the number of Directors present falls below quorum during the course of the meeting. Notwithstanding the foregoing, no action may be approved without a minimum of eight votes in favor of the action. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Written notice of any such adjourned meeting shall be given to the Directors who were not present at the time of the adjournment at least five days prior to the date of such adjourned meeting.

SECTION 9. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 10. Powers of the Board. The Board of Directors shall supervise and control the business, property, and affairs of the Corporation (a non-restrictive list of examples includes but is not limited to establishing governance structure, policies and procedures for administering the affairs of the Corporation, appointment of an Chief Executive Officer, approval of other executive positions, adopt an annual budget for its operations, and approve the allocation of the Corporation's funds), as provided in the organizational documents, these Bylaws, and applicable law.

SECTION 11. Compensation. The Board of Directors shall serve without compensation, with the exception of the Chief Executive Officer who will be a non-voting, ex-officio member of the Board and an officer of the Corporation.

SECTION 12. Duties of Directors. A Director shall perform the duties as a Director, including the duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. In performing these duties, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

- (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;
- (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or
- (iii) a committee of the Board upon which he or she is not a member, if the Director reasonably believes the committee merits confidence.

A Director shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause such reliance described in clause (i), (ii) or (iii) of this Section to be unwarranted.

Director Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of the Directors are directors or officers or are financially interested shall be either void or severed because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because the Director's votes are counted for such purpose, if:

- (i) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
- (ii) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or
- (iii) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee or the members.

Common or interested Directors may not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction. All members of the Board of Directors will sign 'Conflict of Interest' documents annually as required by policy or procedure.

SECTION 13. Committees The following shall be the eight (8) standing committees of the Board of Directors: Nominating Committee, Finance and Audit Committee, Jewish Community Relations Council, Development Committee, Facilities Management Committee (FMC), Early Childhood Learning Center (ECLC) Committee, Program Committee, and Israel & Overseas Committee.

The Chair of the Board shall select the Chairperson of each committee. Each Chairperson shall nominate persons to serve on the committee who will be appointed after approval of the Board of

Directors. At least 1/3 of each standing committee shall consist of members of the Board of Directors. Non-Board members from the community shall be solicited to serve on each committee.

In addition, the Chair of the Board, or the Board of Directors, by resolution, may designate from among the members of the Board of Directors one or more ad hoc committees for any purpose and with such powers as shall be specified in the resolution of appointment and such committee members shall serve at the pleasure of the Board of Directors.

Any committee, the membership of which consists solely of Directors, to the extent provided in the resolution establishing the ad hoc committee, shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

- (i) Approve or recommend to members actions or proposals required by law to be approved by the Members of the Corporation;
- (ii) Fill vacancies in the Board of Directors or any committee thereof;
- (iii) Adopt, amend, or repeal the bylaws;
- (iv) Authorize or approve qualifications for members of the Corporation; or
- (v) Allocate resources that were not previously approved by the Board of Directors.

The Board of Directors, by resolution adopted in accordance with this section, may designate one or more Directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

The Nominating Committee shall be charged with the duty to nominate the Board of Directors and the officers of the Corporation. The chairperson of the Nominating Committee shall be the Immediate Past Chair(s) of the Board. If the immediate past Chair of the Board is unable or unwilling to serve, the Chair of the Board shall choose the chairperson of the Nominating Committee. A minimum of one member from the Leadership Council who is not a Director shall be appointed.

The Finance and Audit Committee shall consist of at least six members. The members of the committee may include individuals who are not serving as Directors. The committee will be responsible for the oversight of all financial matters relating to the Corporation, including without

limitation, recommendation of budgets to the Board of Directors, audits, financial plans, forecasting, cash flow statements and projections, selection of banks and auditors. The Treasurer of the Corporation shall serve as Chairperson of this Committee. The committee will meet monthly. The Chairperson of the Finance and Audit Committee shall appoint an audit subcommittee of the Finance committee which shall consist solely of not fewer than three members of the Finance and Audit Committee. This subcommittee shall not be chaired by the Treasurer of the Corporation.

The Jewish Community Relations Council shall organize and engage in programs to represent the Jewish community and provide perspective in the general community consistent with its Bylaws that have been approved by the Corporation's Board of Directors. It shall be concerned with programs for strengthening relationships with other groups, for combating anti- Semitism and other forms of discrimination and for maintaining and improving relationships with the general community.

The Development Committee shall provide leadership in raising funds for the organization's annual campaign, capital campaigns, and endowment campaigns, and participate in other fundraising activities and special events as needed.

The Facilities Management Committee shall oversee the management, maintenance, and repair of the Jewish Community campus.

The Early Childhood Learning Center Committee shall develop, oversee, and implement the strategic vision and operations of the Early Childhood Learning Center.

The Program Committee shall develop, oversee, and implement programs for persons of all ages in the greater Orlando community through educational, philanthropic, cultural, social, recreational and athletic programs designed to increase multigenerational engagement in the Jewish community.

The Israel & Overseas Committee shall develop ways to increase and strengthen the Greater Orlando community's connections with Israel.

SECTION 14. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of Directors up to the maximum permitted by Section 2 of this Article III, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy

shall hold office until the completion of the term of the member of the Board whose office is so vacated, or until the Director's earlier resignation, removal from office, or death. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors, but only for a term of office continuing until the next election of Directors by the members.

SECTION 15. Removal of Director(s). The Board of Directors shall have absolute and full discretion to remove a member of the Board of Directors of the Corporation by majority vote of the full Board of Directors; provided, however, that before a Director shall be removed, he or she shall be given an opportunity to be heard. The standards set out in the responsibilities of the Board members contract signed by each member of the Board of Directors shall be considered in any such decision or call for vote, but the decision of the Board of Directors shall be controlling.

SECTION 16. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors or a committee at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless; (a) The Director objects, at the beginning of the meeting or promptly upon arrival, to holding the meeting or transacting specified affairs at the meeting; or (b) the Director votes against such action or abstains from the action taken

SECTION 17. Meeting by Telephone; Electronic Means. Any meetings permitted by the Bylaws may be conducted using telephone conference-call or such other electronic or digital means (remote attendance), to include holding a meeting where attendees are given the option to appear in person or through remote attendance. In all such meetings held by remote attendance, matters must be arranged in such a manner that all persons participating in the meeting can hear and communicate with each other; the notice of a meeting permitting remote attendance must identify the type or types of access to the meeting as well as all other matters required to be included in the notice; and a person's remote attendance participation in such a meeting constitutes the person's presence at the meeting.

SECTION 18. Action Without a Meeting. Any action required to be taken at any meeting of the Directors of the Corporation or any action which may be taken at a meeting of the Directors or a committee thereof, may be taken without a meeting. A decision without a meeting may be made by a majority of all persons entitled to vote provided the majority represents a quorum. The original written consents shall be placed with the minutes of the proceedings of the Board or of the committee that clearly identify the decision and action, which shall be kept with the corporate records. An email or other electronic means of consent from a Director or committee member indicating such sender's

consent shall constitute a written consent. Each written consent must be signed and bear the date of the signature of the person signing it. An e-mail, facsimile or similar transmission by a committee member, or a photographic, facsimile, or similar reproduction of a signed writing, shall be treated as an original being signed by the committee member with the date of service of the email or electronic transmission constituting the date of the person's signature.

ARTICLE IV

Officers

SECTION 1. Number. The officers of the Board shall be a Chair, up to two (2) Vice Chairs, a Secretary, Treasurer, and Immediate Past Board Chair, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. One individual is permitted to hold two or more offices. Only members of the Board of Directors are eligible to become officers of the Corporation. The Chief Executive Officer of the Corporation will serve as a non-voting, ex-officio member of the Board of Directors and as an officer of the Corporation.

SECTION 2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected for two-year terms at the regular meeting of the Board of Directors held for such purpose. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until a successor shall have been elected and qualified or until the officer's earlier resignation, removal from office, or death.

SECTION 3. Removal. The Board of Directors may remove any officer at any time with or without cause.

SECTION 4. Vacancies. A vacancy, however occurring, in any office may be filled by the Board of Directors for the un-expired portion of the term

SECTION 5. Chair of the Board. The Chair of the Board shall, when present, preside at all meetings of the members and of the Board of Directors and shall have general control over the affairs of the Corporation, subject to the direction of the Board of Directors. The Chair of the Board may sign, with the Secretary, Chief Executive Officer or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, or other instruments which the

Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The Chair of the Board shall in general perform all duties as from time to time may be assigned to the Chair of the Board by the Board of Directors.

SECTION 6. Vice Chair of the Board. In the absence of the Chair of the Board or in the event of the Chair of the Board's death or inability or refusal to act, any Vice Chair of the Board chosen by the Chair of the Board or the Board of Directors shall have the duties of the Chair of the Board, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. Without limiting the immediately preceding sentence each Vice Chair of the Board shall perform such other duties as from time to time may be assigned to the Vice Chair of the Board by the Chair of the Board or the Board of Directors.

SECTION 7. Secretary. The Secretary shall: (a) write or oversee the development of the minutes of all meetings of the members and the Board of Directors; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and (c) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Chair of the Board or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) oversee all funds and securities of the Corporation; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair of the Board or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

ARTICLE V

Resignations

Any Director or officer of the Corporation may resign at any time by giving written or electronic notice to the Board of Directors, to the Chair of the Board, or to the Secretary of the

Corporation. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its acceptance by the Board of Directors.

ARTICLE VI

Chief Executive Officer

The Board of Directors may engage a Chief Executive Officer, who shall serve at its pleasure and shall have general responsibility for managing the day-to-day affairs of the Corporation as its lead professional. The Chief Executive Officer shall regularly report to the Board regarding the Corporation's operations, including any matters as are appropriate to keep the Board fully informed in order to meet their responsibilities. The Chief Executive Officer shall comply with any policy guidelines established by the Board and may delegate portions of the position's responsibilities to other employees as appropriate so long as that delegation is in the best interests of the Corporation and is approved by the Chair of the Board. The Chief Executive Officer will be a non-voting, ex-officio member of the Board and an officer of the Corporation and shall employ qualified staff in accordance with the budget and policies established by the Board of Directors. In addition, the Chief Executive Officer shall perform such other duties as may be required by the Chair of the Board or the Board of Directors.

ARTICLE VII

Leadership Council

SECTION 1. Members. The Leadership Council shall consist of:

- (i) The Members of the Board of Directors of the Corporation who are duly elected in accordance with these bylaws;
- (ii) The senior professional lay leaders of all interested Jewish organizations and synagogues in the Greater Orlando area;
- (iii) Past Presidents of Shalom Orlando, the Jewish Federation of Greater Orlando, and the Roth Family JCC of Greater Orlando;

- (iv) The individual serving as Chairperson of the Orlando Committee of the TOP Jewish Foundation;
- (v) Any member of the national Board of Directors of the Jewish Federations of North America or the Jewish Community Centers Association who is a resident of the Greater Orlando area;
- (vi) The President and Rabbi or their designees, of each synagogue recognized as a Jewish synagogue by the Board of Rabbis in the Greater Orlando area; and
- (vii) Four to six at-large members appointed by the Chair of the Board for a one-year term

No person serving on the Leadership Council in more than one representative capacity shall have more than one vote.

SECTION 2. Honorary Life Members. Members determined to have provided service over and above the call of duty can be voted as Lifetime Honorary Members to the Leadership Council by a vote at any regular or special meeting of the Board of Directors.

SECTION 3. Powers and Responsibilities. The members of the Leadership Council shall:

- (i) Serve as members of the Corporation;
- (ii) Elect the Board of Directors except as otherwise provided in Article III, Section 4 or Article III, Section 14 of these bylaws;
- (iii) Offer advice and guidance to the Board of Directors;
- (iv) Serve as a ‘voice of the community’; and
- (v) Serve as ‘ambassadors’ for the Corporation

SECTION 4. Maximum Period of Service. No member appointed at large by the Chair of the Board may serve as a member of the Leadership Council for more than six consecutive years exclusive of time served as a member of the Board of Directors.

SECTION 5. Vacancies. Any at-large vacancies on the Leadership Council shall be filled by nominations from the Chair of the Board and approved by the remaining members of the Corporation serving on the Leadership Council at that time

SECTION 6. Officers. The Chair of the Board, or the Chair of the Board's designee, shall serve as the chairperson of the Leadership Council. The Leadership Council shall have no other officers. If the Chair of the Board or designee is unavailable to preside at a meeting, then he/she shall designate a substitute.

SECTION 7. Number of Meetings. The Leadership Council shall meet no fewer than two times in each fiscal year, such meetings to be held at the discretion of the Chair of the Board. Leadership Council meetings can be combined with regular meetings of the Board of Directors at the discretion of the Chair of the Board.

ARTICLE VIII

Contracts, Loans, Checks, Deposits, and Delegations of Authority

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, unless otherwise restricted by law. Such authority may be general or confined to specific instances.

SECTION 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 5. Delegations of Authority. The Corporation shall create a Delegations of Authority Policy that sets forth approval limits for Shalom Orlando lay leadership, and the Chief Executive Officer, Director, Managerial and Supervisor level staff to use relating to expenditures for their respective program budgets, hiring, check and contract signing, as well as the notification process for public announcements.

ARTICLE IX

Fiscal Year

The fiscal year of the Corporation for the Calendar year 2022 shall begin on September 1, 2022 and end on May 31, 2023. Thereafter, the fiscal year of the Corporation, shall begin on June 1 and end on May 31 of the following year.

ARTICLE X

Indemnification

No Director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or to any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a Director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a Director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these bylaws of which this Article X is a part to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a Director or officers of the Corporation existing at the time of such repeal or modification.

The Corporation will carry a minimum of \$3 million Directors and Officers insurance.

ARTICLE XI

Amendments

These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a vote of the Board of Directors, at any annual Directors' meeting or at any special Directors' meeting, provided notice of the proposed change is given in the notice of such meeting. If there is a proposed change to the bylaws to be taken up at a regular meeting of the Board of Directors, notice of such meeting must be given under the terms of Article III, Section 7 of these bylaws, as if the meeting were a special meeting of the Board of Directors.

ARTICLE XII

Emergency Bylaws

In the event that a quorum of the Corporation's Board of Directors cannot readily be assembled because of a catastrophic event which affects the survival of the Corporation or its facilities, the following emergency bylaws are in effect until termination of the emergency:

SECTION 1. Notice. Notice of a meeting of the Board of Directors need only be given to those Directors whom it is practicable to reach and may be given in any practicable manner, including by publication or radio.

SECTION 2. Quorum. The Director or Directors in attendance at a meeting, shall constitute a quorum.

SECTION 3. Actions By the Board of Directors During an Emergency. To the extent consistent with the emergency bylaws in this Article XII, the bylaws shall remain in effect during an emergency. During an emergency as set forth herein, the Board of Directors may (a) modify lines of succession to accommodate the incapacity of any Director, officer, employee, or agent; and (b) relocate the principal office or designate alternative principal or regional offices or authorize the officers to do so.

ARTICLE XIII

PROHIBITED ACTIONS AND ACTIVITIES

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not engage in the activities prohibited by Section 617.0835 of the Florida Statutes.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal income tax as an organization described in Section 501c(3) of the Internal Revenue Code of 1986 (or any successor thereto) or; (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or any successor thereto), and (c) by an organization which is a public charity described in Section 509(a) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE XIV

DISSOLUTION

The Corporation may be dissolved pursuant to the act of the Board of Directors, in accordance with applicable law.