

BYLAWS OF JEWISH FAMILY & CAREER SERVICES, INC.

ARTICLE I NAME AND OFFICES

Section 1.01 The name of the organization is Jewish Family & Career Services, Inc., a Georgia nonprofit corporation (the "**Corporation**"). The Corporation's registered agent shall be the Chief Executive Officer (the "**CEO**") and the registered office shall be located in metropolitan Atlanta, in the State of Georgia. The Board of Directors (the "**Board**") may change the registered agent and registered office address filed with the Georgia Secretary of State at any time. The Corporation's principal office in the State of Georgia shall be located at such place as is lawfully designated by the Board. The Corporation may have other offices within and without the State of Georgia as the Board may determine or the business of the Corporation may require.

ARTICLE II PURPOSE

Section 2.01 The purposes of the Corporation shall be those set forth in the Certificate of Incorporation, as may be amended from time to time.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Powers; Purposes and Functions. The Corporation's business, affairs and property shall be managed by the Board. The Board shall (a) determine the Corporation's mission, purpose, and values, review them annually for accuracy and validity, and use them as context for decision-making; (b) regularly initiate, review and approve organizational policies (e.g., personnel, fiscal) and board policies (e.g., conflict of interest); (c) adopt fiscal policies in support of the mission and ensure policies are in place to support legal/accreditation requirements and government regulations; (d) carry out its fiduciary responsibilities including establish budget guidelines, assist in developing the annual budget, raise funds/ensure adequate resources, ensure proper financial controls are in place, manage risks, protect assets, and ensure an annual independent audit; (e) employ a CEO who shall be responsible to the Board for overall administration of the Corporation and the implementation of policies and directives approved by the Board; (f) conduct an annual CEO job performance evaluation; (g) monitor and evaluate program/service outcomes in alignment with the mission, resources, and strategic plan via staff and committee reports and Corporation metrics; (h) adopt a strategic mindset in focusing on trends, challenges, and issues that may impact the Corporation; (i) engage in strategic planning and monitor the implementation of such strategic plan; (j) represent the Corporation in the community and act as ambassadors and advocates of the Corporation's mission, programs, and accomplishments; (k) engage in behaviors and actions to uphold the board governance functions and conduct an annual board assessment for ongoing quality improvement; and (l) upon a majority vote of the Entire Board (as defined below), have the right to establish or dissolve Standing Committees. As used herein, the term "**Entire Board**" shall mean the total number of directors entitled to vote as fixed by a Board resolution from time to time.

Section 3.02 Board Composition. The number of directors shall be twenty-four (24). The Board shall be comprised of: (a) Five (5) Officers - Board Chair, Vice Chair, Secretary, Treasurer, and Assistant Treasurer; (b) Immediate Past Chair; (c) fifteen (15) At-large directors;

(d) Board Governance Committee Chair, (e) Resource Development Committee Chair; and (f) the Atlanta Rabbinical Association (ARA) President or an ARA designee.

Section 3.03 Election and Term of Office. The Board shall be elected and installed at the Board's Annual Meeting by a majority vote of directors present at the Annual Meeting from among the candidates recommended to it by the Nominating Subcommittee of the Board Governance Committee. Notwithstanding the foregoing, a quorum must be present in person or by proxy to hold the Annual Meeting. A quorum shall consist of a majority of the Entire Board. Each director and each Officer shall serve until the election, qualification, and installation of a successor, or until such director's death, resignation, or removal.

Each Officer shall serve a two (2) year term not to exceed two (2) consecutive terms in the same office; provided, however, the Board Chair, Vice Chair, and Immediate Past Chair shall only serve one (1) two (2) year term in the same office. Officers may be elected to the Board for one (1) additional three (3) year term following completion of service as an Officer. After one year of absence, following this additional term, an Officer may be re-elected to the Board.

The fifteen (15) at-large directors shall serve three (3) year terms, with five (5) directors elected each year. Each elected director shall be installed and begin his or her term at the Annual Meeting each year, and shall serve until his or her successor has been duly elected and installed. Directors can be elected for two (2) successive three (3) year terms. They are eligible for re-election to the Board one (1) year after completing two (2) successive three (3) year terms.

Each Standing Committee Chair shall be elected or appointed for the applicable term set forth in Article IV.

The ARA designee shall serve a two (2) year term not to exceed two (2) consecutive terms. The ARA head shall designate the ARA designee to the Board and such designee shall be confirmed and installed at the Annual Meeting.

Section 3.04 Qualifications and Responsibilities of Directors. Each director shall be at least 18 years of age. Each director shall serve on at least one committee.

Section 3.05 Vacancies. The Board Chair may fill Board vacancies between Annual Meetings to fill unexpired terms. The replacement director shall serve the remainder of the term once approved by a vote of the majority of the Entire Board. The unexpired term filled by a replacement director shall not count against the two (2) consecutive term limit.

Section 3.06 Removal. The Board Chair, with Executive Committee approval, may remove any director at any time for any of the following reasons: (a) continued neglect of director responsibilities; (b) conduct contrary to the ethical and fiduciary obligations of a director; or (c) absence from three (3) consecutive regular meetings of the Board without being excused from attendance.

Section 3.07 Resignation. A director may resign by giving written notice to the Board Chair. Unless specified in the notice, the resignation shall take effect at the time of receipt by the Board Chair. No resignation shall discharge any accrued obligation or duty of a director.

Section 3.08 Meetings. There shall be not less than six (6) meetings, which shall include the Annual Meeting, of the Board each fiscal year held at such times and places as may be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be called by or at the request of the Board Chair, or in the absence of the Board Chair, by the Secretary or at the written request of ten (10) directors received by the Board Chair or Secretary fifteen (15) days prior to the proposed date of such special meeting. The written notice of the special meeting will state the time, place and purpose of the meeting. Only those matters proposed in the notice shall be taken up at such special meeting. The Annual Meeting shall be held at such time and place each year as designated by the Board. Election of the Officers and directors shall take place at the Annual Meeting. Robert's Rules of Order will be utilized to govern conduct of all meetings.

Section 3.09 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, telegraph, courier service, electronic mail or hand delivery, directed to each director at his or her address or contact information as it appears on the records of the Board Chair. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting or special meeting for which the time and place is not fixed by the Board must be given to each director not less than seven (7) days before such meeting; provided, however, that notice of special meetings to discuss matters requiring prompt action may be given no less than forty-eight hours before the time at which such meeting is to be held if given personally, by telephone, by facsimile transmission or by electronic mail, unless the meeting relates to an emergency which must be resolved within forty-eight hours, in which case notice shall be given as promptly as possible. Notice of the date and place of the Annual Meeting shall be given not less than thirty (30) days prior to the date of such meeting.

Section 3.10 Quorum; Voting. At each Board meeting, a quorum must be present in person or by proxy to hold a duly validated meeting. A quorum shall consist of a majority of the Entire Board. The act of a simple majority of the voting directors, in person or by proxy, at a meeting at which a quorum is present shall be the act of the Board. If a quorum is not present at any meeting of the Board, a majority of the directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until a quorum is present, except that notice of such adjournment shall be given to any directors who were not present at the time of the adjournment.

Section 3.11 Meeting by Remote Communication. Upon approval by the Board Chair, any one or more directors may participate in a meeting of the Board by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each director can participate in all matters before the Board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the Board.

Section 3.12 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all directors or committee members consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the directors or such committee shall be filed with the minutes of the Board or such committee.

Section 3.13 Compensation. The Corporation shall not pay compensation to directors for services rendered to the Corporation in their capacity as directors, except that directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A director may receive reasonable compensation for the performance of services for the Corporation in any capacity separate from his or her responsibilities as a director.

ARTICLE IV COMMITTEES

Section 4.01 Standing Committees. The Board shall maintain the following Standing Committees: (a) Executive Committee; (b) Strategic Planning Committee; (c) Board Governance Committee (with a Nominating Subcommittee); (d) Resource Development Committee; (e) Budget and Finance Committee; and (f) Audit Committee. Except as otherwise provided in these Bylaws, each Standing Committee Chair shall designate members to serve on each Standing Committee. Members shall be invited to serve based on input from the Board Chair, directors, and the Corporation's senior staff.

Section 4.02 Standing Committee Rules. Each Standing Committee may adopt its own rules of procedure, and shall meet as often as is necessary for the proper conduct of its affairs at such times and place as may be determined by such rules. Every recommendation of a Standing Committee shall be reported to the Board for approval, modification or rejection.

Section 4.03 Executive Committee. The Executive Committee shall consist of the Board Chair, Vice Chair, Secretary, Treasurer, and Immediate Past Chair. The Executive Committee shall serve as the CEO compensation committee; assure that significant personnel issues are appropriately addressed; and conduct, or delegate such responsibility of the CEO's annual performance evaluation. The Executive Committee shall ensure that the performance evaluation findings are shared with the Board. The Executive Committee can be used in serving as a sounding board for the Board Chair/CEO as needed. The Executive Committee does not meet on a regular basis in place of the full Board. The Executive Committee chair shall be the Board Chair.

Section 4.04 Strategic Planning Committee. The Strategic Planning Committee shall be responsible for overseeing the strategic planning process and the implementation of strategic goals, setting strategic priorities, and monitoring implementation of the tactical plan developed by the CEO and the Corporation's staff. The Strategic Planning Committee chair shall be the Vice Chair.

Section 4.05 Board Governance Committee; Nominating Subcommittee. The Board Governance Committee shall be responsible for the healthy functioning and effective performance of the Board, including the nominating process. Areas of focus include recruiting and cultivating potential directors, addressing diversity in board representation, ensuring board orientation and education as needed, overseeing an annual board self-assessment, and addressing other governance issues. The Board Governance chair shall be elected by the Board to serve a two-year term concurrent with the terms of the Officers. The chair may be re-elected to serve an additional two-year term. After one year of absence following this additional term, the chair may be re-elected to the position. The Nominating Subcommittee shall propose a slate of Board candidates and Officers to succeed Board members whose terms expire on the date of the JF&CS Annual Meeting at least thirty (30) days prior to the Annual Meeting. The Nominating Subcommittee shall be chaired by the Immediate Past Board Chair, who is responsible for identifying subcommittee members. The

subcommittee is composed of: the chair, or a member, of the Board Governance Committee, three (3) current Board members and one (1) past Board chair or past Board member.

Section 4.06 Resource Development Committee. The Resource Development Committee shall be responsible for working with development staff in operationalizing a strategic resource development plan that includes, but is not limited to, annual campaign, fundraising events, planned giving and periodic capital campaigns. The Annual Campaign chair serves on the Resource Development Committee. The Resource Development chair shall be elected by the Board to serve a two-year term concurrent with the terms of the Officers. The chair may be re-elected to serve an additional two-year term. After one year of absence following this additional term, the chair may be re-elected to the position.

Section 4.07 Budget and Finance Committee. The Budget and Finance Committee is responsible for working with the CFO in providing oversight of the Board's fiduciary duties in order to ensure the financial health of the organization. Tasks include, but are not limited to, assuring that the annual budget is developed and providing input into the budget process; preparing budget and finance reports; tracking expenses and monitoring financial transactions; and providing guidance about increasing effectiveness/efficiency of the organization's financial activities. The Budget and Finance Committee chair shall be the Treasurer.

Section 4.08 Audit Committee. The Audit Committee is responsible for monitoring the manner in which financial practices and policies are carried out and ensuring compliance with applicable laws, regulations, and reporting requirements. The Committee's financial oversight duty includes the annual hiring, evaluating, and working with independent auditors, and counsel, as needed. The Audit Committee Chair shall be appointed by the Board of Directors for a 5-year term with one (1) five (5) year term renewal. The chair may not serve for more than ten (10) consecutive years. No Officer or member of the Budget & Finance Committee shall serve on the Audit Committee. No member of the Audit Committee shall have any financial relationship with JF&CS and shall not accept any consulting, advisory or other compensatory fee from the Corporation. Being a donor of JF&CS or a consumer of JF&CS services does not constitute a financial relationship. No member of the Audit Committee shall have participated in the preparation of the financial statements of JF&CS at any time during the previous three (3) years. No member of the Audit Committee shall have served as the CFO of the Corporation during the previous five (5) years. All Audit Committee members must be financially literate.

Section 4.09 Honorary Advisory Council. Past Board Chairs (fka Past Presidents) shall be the members of the Honorary Advisory Council. The members of the Honorary Advisory Council shall be permitted to attend meetings of the Board, but shall not have the right to vote or be counted in determining a quorum.

Section 4.10 Other Committees. Any additional ad hoc committees, task forces, and work groups shall be convened as needed to support the tasks of the Board, shall be appointed by the Board, and shall be subject at all times to the directions of the Board.

ARTICLE V OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01 Officers. The Officers of the Corporation shall consist of at least a Board Chair, Vice Chair, Secretary, Assistant Treasurer, and a Treasurer. The Board may elect such other officers as it may determine.

Section 5.02 Election, Term of Office, and Qualifications. The officers of the Corporation shall be elected, installed, and serve for the term as set forth in Section 3.03 herein. All officers shall be subject to the supervision and direction of the Board.

Section 5.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a two-thirds affirmative vote of the Entire Board.

Section 5.04 Resignations. Any officer may resign at any time by giving written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.06 Board Chair. The Board Chair shall serve as the Chair of the Board and the Executive Committee. The Board Chair shall have final responsibility to assure compliance with the resolutions of the Board, and to see that the Corporation's policies are carried into effect. The Board Chair shall preside at the meetings of the Board and the Executive Committee. The Board Chair shall be an ex-officio member of all committees.

Section 5.07 Vice Chair. In the case of the absence or the inability of the Board Chair to serve, the Vice Chair shall perform the duties of the office of the Board Chair. The Vice Chair shall attend Corporation and/or community meetings and shall perform such duties as the Board Chair (in consultation with the CEO) and the Executive Committee shall prescribe. The Vice Chair shall be Chair of the Strategic Planning Committee.

Section 5.08 Secretary. The Secretary shall: (a) oversee the preparation of minutes of all meetings of the Board, including regular meetings, special meetings and Executive Committee meetings that require distribution to committee members; (b) monitor all Standing Committee reports; (c) perform other duties prescribed by the Board or as directed by the Board Chair; and (d) oversee the Corporation's Risk Management Plan. In case of absence, the Board Chair may appoint a Secretary pro-tem.

Section 5.09 Treasurer and Assistant Treasurer. The Treasurer chairs the Budget and Finance Committee. The Treasurer may not serve as the Audit Committee Chairperson or as a member of the Audit Committee. The Treasurer shall monitor the completion and accuracy of quarterly reports and present those reports to the Board each quarter, with recommendations as necessary. In the case of the absence or the inability of the Treasurer to serve, the Assistant Treasurer shall perform the duties of the Treasurer.

Section 5.10 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

There shall be a CEO who shall be employed by and subject to the direction of the Board. The CEO shall be the executive and administrative head of the Corporation and shall be an ex-officio member of all committees except for the Nominating Subcommittee. The CEO shall be responsible for reporting to the Board on the activities of the Corporation and shall carry out the programs, plans and policies of the Corporation, as approved by the Board.

ARTICLE VI EXECUTION OF INSTRUMENTS

Section 6.01 Contracts and Instruments. The Board, subject to the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 6.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Section 7.01 Indemnification. (a) *Authority to indemnify.* Except as otherwise provided in this Article, the Corporation may indemnify an individual who is a party to a proceeding (whether threatened, pending, or completed action, suit, or proceeding, and whether civil, criminal, administrative, arbitative, or investigative, and whether formal or informal, collectively referred to as an "Action") because he or she is or was a director against liability to pay a judgment, settlement, penalty, fine, or reasonable expenses, including counsel fees, incurred with respect to the Action if: (i) Such individual conducted himself or herself in good faith; and (ii) Such individual reasonably believed: (A) In the case of conduct in his or her official capacity, that such conduct was in the best interests of the Corporation; (B) In all other cases, that such conduct was at least not opposed to the best interests of the Corporation; and (C) In the case of any criminal Action, that the individual had no reasonable cause to believe such conduct was unlawful.

Further, the termination of the Action by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the director did not meet the standard of conduct described in this Section. The Corporation may not indemnify a director under this Section in connection with an Action by or in the right of the Corporation, except for reasonable expenses, including counsel fees, if it is determined that the director has met the relevant standard of conduct under this Section, or in connection with any other Action with respect to conduct for which the director was adjudged liable on the basis that a personal benefit was improperly received by him or her, whether or not involving action in his or her official capacity.

(b) *Mandatory indemnification.* The Corporation shall indemnify a director who was successful, on the merits or otherwise, in the defense of any Action to which the director was a party because he or she was a director of the Corporation against the reasonable expenses, including counsel fees, incurred by the director in connection with the Action.

(c) *Advance for expenses.* Before the final disposition of an Action, the Corporation may advance funds to pay for or reimburse the reasonable expenses, including counsel fees, incurred by a director who is a party to an Action because he or she is a director, provided such director delivers to the Corporation: (i) A written affirmation of his or her good faith belief that he or she has met the relevant standard of conduct described in paragraph (a) of this Section 7.01 (and in O.C.G.A. § 14-3-

851), or that the Action involves conduct for which liability has been eliminated under a provision of the articles of incorporation (as authorized by O.C.G.A. § 14-3-202(b)(4)); and (ii) His or her written undertaking to repay any funds advanced if it is ultimately determined that the director is not entitled to indemnification under the provisions of Part 5 of Article 8 of the Code or under these Bylaws. This undertaking must be an unlimited general obligation and may be accepted by the Corporation without reference to the financial ability of the director to make repayment.

(d) *Authorizations.* (i) Authorizations to advance expenses under Section 7.01(c) and the reasonableness of expenses thereunder will be determined: by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum); and (ii) Authorizations to indemnify a director will not be made unless it is determined with regard to a specific proceeding that the director has met the relevant standard of conduct set forth in O.C.G.A. §14-3-851. Such a determination must be made by a majority vote of all of the disinterested directors (a majority of whom shall for such purpose constitute a quorum).

(e) *Court ordered indemnification or advance for expenses.* A director who is a party to an Action because he or she is a director may apply for indemnification or advance for expenses (including counsel fees) to the court conducting the Action or to another court of competent jurisdiction. After receipt of the application and after giving any notice it considers necessary, the court shall order indemnification or advance for expenses if it determines: (i) that the director is entitled to indemnification under this Section 7.01; or (ii) in view of all of the relevant circumstances, that it is fair and reasonable to indemnify or advance expenses to the director, even if the director has not met the relevant standard of conduct in paragraph (a) of this Section 7.01, or failed to comply with O.C.G.A. §14-3-853, or was adjudged liable in an Action by or in the right of the Corporation (but if adjudged liable, such indemnification will be limited to the reasonable expenses, including counsel fees, incurred in connection with the Action), but in either case only if it is determined that the director has met the relevant standard of conduct under this Section.

(f) *Indemnification or advance of expenses for officers, employees, and agents of Corporation.* The Corporation may indemnify and advance expenses under this Section 7.01 to an officer of the Corporation who is a party to an Action because he or she is an officer of the Corporation to the same extent as a director is indemnified, as provided in this Article. If the sole basis on which he or she is a party to the Action is an act or omission solely as an officer, the Corporation may indemnify or advance expenses exceeding the statutory levels for directors, except for liability arising out of conduct that constitutes: (A) appropriation, in violation of his or her duties as an officer, of any business opportunity of the Corporation; (B) acts or omissions which involve intentional misconduct or a knowing violation of law; (C) the types of liability for improper corporate distributions (as specified in O.C.G.A. § 14-3-831); or (D) the receipt of an improper personal benefit. The Corporation shall indemnify and advance expenses to an employee or agent of the Corporation who is not a director to the fullest possible extent consistent with public policy and to the fullest extent permitted by the laws of Georgia. The procedures for such indemnification or advance shall be consistent with those for directors or officers of the Corporation.

(g) *Insurance.* The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of directors and officers pursuant to Section 7.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 7.01 above.

(h) *Prior obligation to indemnify or advance expenses.* Pursuant to the provisions of O.C.G.A. § 14-3-858, the Corporation is authorized to obligate itself, in advance of the act or omission giving rise to an Action, to provide indemnification or advance funds to pay for or reimburse expenses of a director, officer, employee or agent to the fullest extent permitted by the laws of Georgia. The Corporation has power to pay or reimburse a director or officer in connection with his or her appearance as a witness in an Action at a time when he or she is not a party. Further, except to the extent limited in Paragraph (f) of this Section 7.01, this Section 7.01 does not otherwise limit the Corporation's power to indemnify, advance expenses to, or provide or maintain insurance on behalf of an employee or agent.

Section 7.02 Board Member Liability; Non-Exclusivity. If the Georgia Nonprofit Corporation Code is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of directors or offices, then the liability of the director or officer shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification. The indemnification and advancement of expenses provided by these Bylaws shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw or resolution approved by the affirmative vote of the directors taken at a meeting the notice of which specified that such Bylaw or resolution would be placed before the directors, both as to action by a director, officer, employee, or agent in his/her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE VIII GENERAL PROVISIONS

Section 8.01 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 each year and end on June 30 of the following year, unless otherwise provided by the Board.

Section 8.02 Seal. The corporate seal of the Corporation shall be in such form as adopted by the Board.

Section 8.03 Books and Records. The Corporation shall keep, at its principal office, complete books and records of the activities and transactions of the Corporation, including the minute book.

Section 8.04 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

Section 8.05 Determination of Matters Not Provided For in These Bylaws. The Executive Committee will decide any questions arising with respect to the Corporation and these bylaws that are not specifically or expressive provided for in these bylaws or the Georgia Nonprofit Corporation Code.

ARTICLE IX AMENDMENTS

Section 9.01 These bylaws may be altered, amended, or repealed by the affirmative vote of two-thirds (2/3) of the Entire Board present at any meeting of the Board at which a quorum is present. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein.

**ARTICLE X
REFERENCE TO CERTIFICATE OF INCORPORATION**

Section 10.01 References in these bylaws to the Certificate of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these bylaws. In the event of a conflict between the Certificate of Incorporation and these bylaws, these bylaws shall govern.

**ARTICLE XI
BOARD YEAR 2020-2021**

Notwithstanding anything to the contrary set forth herein, for Board Year 2020-2021 the Board shall consist of the following positions: Board Chair, Vice Chair, VP of Program Planning & Strategy, VP of External Communications, VP of Resource Development, VP of Board Governance (fka Board Development), VP of Building & Facilities, Secretary/VP of Internal Communications, Treasurer, Immediate Past President, Assistant Treasurer, fifteen (15) at large members, the ARA Rabbi, and five (5) Board Chair appointees. Beginning in Board Year 2021-2022, the Board composition shall be as set forth in Article III hereof. Further, at the beginning of Board Year 2021-2022, these bylaws shall be automatically amended to remove this Article XI.