

**BYLAWS OF**  
**JEWISH FEDERATION OF HUNTSVILLE AND NORTH ALABAMA, INC.,**  
**AN ALABAMA NONPROFIT CORPORATION**

**ARTICLE I**

**ACTIVITIES**

The activities of this Corporation shall be those necessary and appropriate to accomplish the purposes of the Corporation as stated in the Articles of Incorporation.

**ARTICLE II**

**OFFICE**

The principal office of the Corporation shall be at such place in the State of Alabama that the Board of Directors shall from time to time determine. The initial principal office of the Corporation shall be at 103 Lincoln Street, Huntsville, County of Madison, State of Alabama.

**ARTICLE III**

**MEMBERS**

**Section 3.1.** This Corporation will have two (2) classes of Members. There shall be no limit on the number of members.

(a) Voting Members – Defined as either a family with at least one spouse who is Jewish or an individual Jewish person who has reached the age of eighteen, or over and who made an annual contribution to the Corporation. The surviving spouse of a deceased member shall retain membership, whether or not he/she is Jewish, upon making an annual contribution.

(b) Non-voting Members – Any non-profit Corporation interested in adhering to and furthering the purposes of the corporation.

**Section 3.2.** Qualification of Voting Members. The Corporation shall be on a calendar Fiscal Year. Voting Members must make their initial annual contribution by April 30, 2004 and future contributions by the 1<sup>st</sup> of April immediately preceding the annual meeting of the Corporation.

**Section 3.3.** Place of Members' Meetings. Meetings of Members shall be held at the registered office of this Corporation in the State of Alabama or at any other place within or without the state as designated by the Board of Directors.

**Section 3.4.** Annual Members' Meeting. The date and time of the Annual Meeting of the Members will be determined by the Board of Directors, but will normally be held no later than June 30, of each year.

**Section 3.5.** Special meetings of the Members may be called by any of the following:

- (a) The Board of Directors;
- (b) The President; or
- (c) Members having at least 66.7% of the votes of all Members entitled to vote at such meetings.

**Section 3.6.** Notice of Members' Meetings. Written or printed notice, stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than five nor more than thirty calendar days before the date of the Members' meeting, either personally, by registered, or certified first class mail, by facsimile transmission, or by e-mail by or at the direction of the President, the Corresponding Secretary, or the officers or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his or her address as it appears on the records of the Corporation, with postage prepaid.

**Section 3.7.** Voting Rights of Members. Each Voting Member will be entitled to one vote on each matter submitted to a vote of Members.

**Section 3.8.** Quorum of Members. The presence in person of ten percent (10%) of the Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at a meeting of Members. The vote of a majority of the votes entitled to be cast by the Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Members, unless a greater proportion is required by law, the Articles of Incorporation, or any provision of these Bylaws.

**Section 3.9.** Membership in this Corporation is nontransferable and nonassignable.

**Section 3.10.** Membership in this Corporation will terminate upon any of the following events, and for no other reasons:

(a) Receipt by the Board of Directors of the written resignation of a Member executed by such Member or his or her duly authorized attorney-in-fact.

(b) The termination of the Corporation's activities or its nonprofit status.

(c) The failure of a Member to make an annual contribution to the Corporation before the due date.

(d) For cause, inconsistent with membership, and only after due notice and a hearing on the issues.

Before a membership can be terminated for any reason other than the resignation or termination of the Corporation's activities, the Member shall be given an opportunity to be heard and present evidence before the Board of Directors. A Member terminating membership status for reasons other than termination of its activity may be completely and automatically reinstated if the cause of termination is corrected before formal adoption by the Board of Directors of a resolution acknowledging such termination.

## ARTICLE IV

### OFFICERS

**Section 4.1.** (a) The officers of the Corporation shall be President, Vice President, Treasurer, Assistant Treasurer, Recording Secretary, and Corresponding Secretary, who shall be elected at the first meeting of the Board of Directors following the Annual Meeting of the Members and shall hold office for a term of one (1) year and/or until their successors are duly elected and qualified.

(b) In addition, the Board of Directors of the Corporation may elect or employ an Executive Director whose duties shall be determined by the Directors and who shall not be an officer of the Corporation.

## ARTICLE V

### DUTIES OF OFFICERS

**Section 5.1.** (a) The President shall preside at all meetings of the Corporation and of the Board of Directors and shall appoint the members of all committees. He shall also be an ex-officio member of all committees except for the Nominating Committee.

(b) The President shall from time to time and as often as may be directed submit reports to the Board of Directors and give such information touching the affairs of the Corporation as may be required and make such records as he may think proper, and shall at the last meeting of the Board before the annual meeting of the Corporation, submit a full and complete report showing the condition of the Corporation.

**Section 5.2.** (a) In case of the absence of the President, the Vice President shall assume all of the duties of the President, and shall preside at any and all of the meetings of the Corporation and the Board of Directors. In addition, in the absence of the Assistant Treasurer, the Vice President shall prepare checks for authorized signature. The Vice-President shall not be authorized to sign checks that he has prepared. (See also Section 5.6)

(b) In the event of the death, resignation or removal of the President from office, the Vice President shall perform all of the duties of the President until the President's successor shall be duly elected.

**Section 5.3.** (a) The Recording Secretary shall attend all of the meetings of the Corporation and of the Board of Directors and shall keep a record of all the transactions at the meetings in a minute book belonging to the Corporation and to be kept for that purpose.

(b) The Recording Secretary shall be the custodian of the Corporate records, the Corporate seal and whatever surety bonds may be required by the Board of Directors.

**Section 5.4.** (a) The Corresponding Secretary shall see that due and proper notice is given of all meetings of the Corporation and the Board of Directors.

(b) The Corresponding Secretary shall keep an up-to-date community calendar and a mailing list of the families comprising the Jewish community.

**Section 5.5.** (a) The Treasurer shall chair the Budget and Allocation Committee; shall receive all

moneys and deposit the same in the name and to the credit of the Corporation, in such depositories as may be designated by the Board of Directors; shall pay all bills and shall report annually at each regular meeting, in the manner approved and prescribed by the Board of Directors.

(b) The Treasurer shall cause approved checks, deposits and withdrawals to be signed in accordance with the resolution adopted by the Board establishing each account maintained by the Corporation. All checks over \$500 shall require two authorized signatures.

(c) The books of the Treasurer shall at all times be open to the inspection of the Board of Directors, or its designated committees.

**Section 5.6.** (a) The Assistant Treasurer shall prepare checks for signature by the officers authorized in the Board approved resolution establishing each account and shall perform other duties of the Treasurer, as assigned. The Assistant Treasurer shall not be authorized to sign checks.

(b) The Assistant Treasurer shall assume all duties of the Treasurer in his absence, except for check signature.

## ARTICLE VI

### BOARD OF DIRECTORS

**Section 6.1.** The management and administration of the business affairs of the Corporation shall be vested in a Board of Directors to be selected as follows:

The first Board of Directors shall consist of those persons listed in Section 2, Article IV, of the Articles of Incorporation. Thereafter, the number of Directors shall be not less than ten (10) nor more than twenty-five (25), to be determined by the then existing Board of Directors. All Directors must be voting members of the Corporation. The term of the initial Board of Directors shall be until the first Annual Meeting of Members. Beginning with the Annual Meeting of Members to be held in 2004, and at each successive Annual Meeting held every year thereafter, a new Board of Directors shall be elected by the membership. The term of office for the first elected Board of Directors shall be one (1) year for half and two (2) years for the other half. From then on, all Board members will serve for a two (2) year term, with half of the Board being replaced each year in the annual elections.

**Section 6.2.** Any Director who is absent from three (3) consecutive meetings of the Board of Directors may have his office declared vacant by the Board of Directors at their discretion, who shall fill such office by majority vote after notice thereof has been mailed to the delinquent Director.

**Section 6.3.** Should any vacancies occur in the Board of Directors, such vacancy must be filled by the Board of Directors.

**Section 6.4.** The Board of Directors shall make such rules and regulations consistent with the intent and purpose of these Bylaws for the purpose of attaining the objectives thereof. The Board of Directors may hire an Executive Director and such other employees it may require from time to time; and shall fix the respective salaries of such employees and require the furnishing of a surety bond for the Executive Director, or any other employee or officer, whenever in its discretion it shall determine that such bond is necessary, and the premium thereof shall constitute an administrative expense.

**Section 6.5.** A regular meeting of the Board of Directors shall be held quarterly, the date thereof to be selected by the Board of Directors of the Corporation. Special meetings shall be held at such other times as may be requested in writing by five (5) or more members of the Board of Directors or upon the call of the President of the Corporation.

**Section 6.6.** Robert's Rules of Order shall govern the procedure of all meetings. One-third (1/3) of the members of the Board of Directors shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten (10) days following the date of the initial meeting. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specified in the Articles of Incorporation or these Bylaws.

**Section 6.7.** Special meetings of the Board of Directors for any purpose may be called by the President or upon the written request of any five (5) Directors upon at least five (5) days notice to each Director.

**Section 6.8.** Any Director may be removed, either with or without cause, by an affirmative vote of two-thirds (2/3) of the whole Board of Directors at any regular or special meeting of the Board provided that notice of said meeting has been given in accordance with these Bylaws.

## **ARTICLE VII**

### **COMMITTEES**

**Section 7.1.** (a) The Executive Committee shall consist of the officers of the Corporation as listed in Article IV, the Executive Director, and the Immediate Past President.

(b) The Executive Committee shall meet as an advisory committee and for the consideration of urgent business in the interim between meetings of the Board. The Executive Committee shall have and exercise all of the authority of the Board of Directors except it shall not have the authority to amend or revise the bylaws or Articles of Incorporation, or to appoint or remove officers, Directors or members of the Corporation. The Executive Committee shall have the authority to poll the Board on any issue, using any available means.

(c) The Executive Committee shall meet at the call of the president or the request of three of its members. In order to transact business, four of its members shall be present.

(d) The Executive Committee shall report all significant actions to the Board of Directors at its next meeting.

**Section 7.2.** (a) The United Jewish Fund Committee shall consist of a Chairman and at least one Vice-Chairman, selected by the Board of Directors and as many members as may be deemed necessary in the discretion of said Board of Directors.

(b) The United Jewish Fund Committee shall have charge of conducting annual or other campaigns approved by the Board of Directors. It shall be the responsibility of this Committee not only to solicit pledges, but also to take whatever steps are necessary to convert said pledges into cash. All acts of the United Jewish Fund Committee are subject to final approval of the Board of Directors.

**Section 7.3.** (a) The Budget and Allocations Committee shall be chaired by the Treasurer, and shall consist of the Assistant Treasurer, three (3) members of the Board of Directors, and the Chairman of the United Jewish Fund Committee. In addition, the Rabbis of all Jewish Congregations and Executive Director (if one is selected) shall act in an advisory capacity.

(b) The Budget and Allocations Committee shall study the merits of the activities of local, national and overseas agencies and shall allocate by majority vote, the amount that is to be given to these agencies, whether local, national or overseas; give publicity of its findings; and fix responsibility in the fundraising efforts of said agencies. The Budget and Allocations Committee

may work through subcommittees for detailed analysis of the needs of prospective beneficiary agencies.

(c) The Budget and Allocations Committee shall prepare the budget for the Corporation.

(d) All acts of the Budget and Allocations Committee are subject to the final approval of the Board of Directors.

**Section 7.4.** (a) The Social Welfare Committee shall consist of three (3) members to be selected from among the Board of Directors or the membership of the Corporation.

(b) It shall be the duty of the Social Welfare Committee to receive, investigate, and render such service as may be deemed necessary in connection with requests for assistance made by individuals or families in the community related to financial distress, care of the aged, child welfare problems, and other personal emergencies. This Committee shall be responsible for keeping itself thoroughly informed as to the extent of such needs in the community, for developing such resources as may be required to meet the need, both locally and by maintaining and developing relationships with such regional and national agencies whose services are available to residents of the community.

(c) The Social Welfare Committee shall be responsible for assisting the Jewish Chaplain at Redstone Arsenal or any military organization within the Corporation's general area, and shall serve in this capacity to further the welfare of all Armed Services personnel and dependents of the Jewish faith.

**Section 7.5.** (a) The Cultural and Recreational Committee shall consist of three (3) members to be selected from among the Board of Directors or the membership of the Corporation. The Rabbis of all Jewish Congregations shall be members ex-officio.

(b) The duties of this Committee shall be to plan and arrange for the cultural, recreational and educational advancement of the Jewish community and to foster cooperation among the affiliates of the Corporation toward this end.

**Section 7.6.** The Nominating Committee shall be appointed during the month of October of each year prior to the Annual Meeting of Members in which members of the Board of Directors are to be elected. The Board of Directors shall appoint a Nominating Committee of five (5) members whose duty it shall be to nominate candidates for Directors to be elected at the next Annual Meeting of Members. They shall notify the Secretary in writing at least forty-five (45) days before the date of the Annual Meeting of Members of the names of such candidates. Candidates for the Board of Directors shall be selected by the Committee in accordance with the provisions of Article IX of these Bylaws.

**Section 7.7.** (a) The Finance Committee shall consist of three (3) members to be selected from the Officers and Board of Directors, with the Treasurer, Assistant Treasurer and the President ex-officio members.

(b) The Finance Committee shall have charge of the investment, sale, and reinvestment of such assets of the Corporation as may be required to be invested in securities, and it shall also be responsible for the administration of all such properties as may be held by the Corporation.

(c) The Finance Committee shall direct the conduct of periodic audits of the accounts of the Corporation. The frequency of such audits shall be determined by the Board of Directors; however, in no event shall the period between audits be more than three years. The audits shall be conducted by a qualified person or persons, other than the Treasurer or Assistant Treasurer, whose books are being audited.

**Section 7.8.** (a) The Community Relations Committee shall include the Rabbis of all Jewish Congregations. Other members of the community may be appointed as necessary.

(b) The Community Relations Committee shall represent the Jewish Community with respect to general community in all matters that affect the welfare of the total Jewish Community.

**Section 7.9.** (a) The United Way Committee shall consist of from one (1) to three (3) members to be appointed by the President. The Chairman of the Committee shall be the representative to the United Way of Huntsville/Madison County.

(b) The function of the Committee shall be to represent the Corporation during meetings of the United Way, including presentation of the Corporation's request for United Way funding.

**Section 7.10.** The period of appointment of all committees shall be for one (1) year.

**Section 7.11.** (a) The Board of Directors may at their discretion create such other committees as it may deem necessary from time to time to carry on the purpose of the Corporation. The membership of such committees shall be selected by the President.

(b) All active committees shall report at each meeting of the Corporation.

## **ARTICLE VIII MEETINGS**

**Section 8.1.** The first Annual Meeting of the Members of the Corporation shall be held not later than six (6) months from the date of incorporation, at a time and place designated by the Board of Directors. Thereafter, commencing in 2005 the annual meeting of the membership of the Corporation shall be held on the date set by the Board of Directors but no later than July 31.

**Section 8.2.** Additional special meetings of the Members of the Corporation must be held on the call of the Board of Directors or upon written petition signed by 66.7% of all the Members of the Corporation, and in addition, endorsed by five (5) members of the Board. This petition shall be submitted to the President or Recording Secretary of the Corporation at least twenty (20) days in advance of the date set for such meeting and shall contain a statement of the business desired to be transacted at such meeting.

**Section 8.3.** The presence in person of ten percent (10%) of the Members of the Corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business at any meeting of members. When a quorum is present at any meeting, the vote of a majority of those present shall be necessary for the adoption of any matter voted upon by members, unless the question is one upon which the Articles of Incorporation, or these Bylaws, require a different vote.

## **ARTICLE IX ELECTIONS**

**Section 9.1.** The Nominating Committee shall nominate a slate of candidates equal in number to the number of Board Members to be elected at the annual meeting. The report of the Nominating Committee shall be mailed to all Members at least thirty (30) days before the annual meeting with notice of the provisions for independent nominations.

**Section 9.2.** Nominations may also be made by petition of not fewer than twenty percent (20%) of the then active Members if filed with the Chairman of the Nominating Committee not less than fifteen (15) days prior to the annual meeting. Such petition must be accompanied by the written permission of the candidate.

**Section 9.3.** To vote a member must have qualified in accordance with Section 3.2



**Section 9.4.** The Chairman of the Nominating Committee shall be in charge of the election at the Annual Meeting of Members.

## **ARTICLE X AMENDMENTS**

**Section 10.1.** The Bylaws may be amended or replaced in accordance with the provisions of the Articles of Incorporation by a vote of two-thirds (2/3) of the whole Board of Directors at any regular or special meeting, provided that notice thereof shall be given not less than ten (10) days prior to such meeting.

## **ARTICLE XI AUDITORS**

An Auditor or Audit Committee may be selected by the Finance Committee and approved by the Board of Directors to serve. No officer of the Corporation shall be eligible to serve as Auditor or as a member of an Audit Committee.

## **ARTICLE XII DISBURSEMENTS AND CONTRIBUTIONS**

**Section 12.1.** Disbursements of the funds of the Corporation for the purposes of which it is organized shall be made by the Board of Directors in its discretion.

**Section 12.2.** The Board of Directors shall not make any disbursements or contributions of the funds or assets of the Corporation to or for the benefit, directly, or indirectly, of any director or officer of the Corporation, except for reasonable payments for services actually rendered to the Corporation by such director or officers as an employee of the Corporation.

## **ARTICLE XIII POLICIES**

**Section 13.1.** The directors of the Corporation shall not receive compensation for their services as directors of the Corporation.

**Section 13.2.** The Corporation is a nonprofit organization duly registered with the Secretary of State of the State of Alabama. All employees or independent contractors of the Corporation shall be retained on the basis of merit and not upon the basis of their family, blood or kin relationship to any member of the Board of Directors or any current officer or employee.

**Section 13.3.** No employee or board member of the Corporation shall vote in any decision of the Corporation directly affecting (a) any business or other undertaking in which the person has a substantial financial interest, or (b) a private undertaking in which the person is engaged as legal counsel, advisor, consultant, representative or in any other agency capacity.

**ARTICLE XIV  
MISCELLANEOUS**

**Section 14.1.** The books of account and minutes of proceedings of the directors meetings shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to such member's interests. Such inspection may be made in person or by an agent or attorney and shall include the right to make copies. Demand for inspection may be made in writing to the President or the Recording Secretary of the Corporation.

**Section 14.2.** All checks and other orders for the payment of money, drafts, notes, bonds, acceptances, contracts, and all other instruments, except as otherwise provided in these Bylaws, shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors, and in the absence of any provision in these Bylaws or any such general or special resolution applicable to any such instrument, then such instrument shall be signed by the President or Vice-President and by the Treasurer or the Recording Secretary. Unless authorized by the Board of Directors, no officer, agent or employee of the Corporation shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

**Section 14.3.** The Corporation shall keep in its principal office the original or a copy of these Bylaws as amended, certified by the Secretary, which shall be open to inspection by the directors and Members at all reasonable times during office hours.

**ARTICLE XV  
SEAL**

The Corporation may have a seal of such form as the Board of Directors may from time to time determine.

**ARTICLE XVI  
LIABILITY AND INDEMNIFICATION OF  
OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS**

**Section 16.1.** No director, officer, employee or other agent of the Corporation and no person serving at the request of the Corporation as a trustee, director, officer, employee or other agent of another corporation, partnership, joint venture, trust or other enterprise and no heir or personal representative of any such person shall be liable to the Corporation for any loss or damage suffered by it on account of an action of omission by such person as a trustee, director, officer, employee or other agent if such person acted in good faith and in a manner believed to be in or not opposed to the best interests of this Corporation, unless with respect to an action or suit by or in the right of the Corporation to procure a judgment in its favor such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to this Corporation.

## **Section 16.2. Indemnity**

(a) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed civil, criminal, administrative or investigative action, suit or proceeding (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, against expenses, attorneys' fee, judgment, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The terminating of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(b) The Corporation shall indemnify each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or is or was serving in such capacity at the request of the Corporation in other corporation, partnership, joint venture, trust or other enterprise against expenses and attorneys' fees actually and reasonably incurred by such person in the defense or settlement of such action or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such act or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses and attorneys' fees which such court deems proper.

(c) To the extent that a person seeking indemnification under subparagraphs 16.2(a) or 16.2(b) above has been successful on the merits or otherwise in defense of any action, suit or proceeding, or any claim, issue or matter therein, the Corporation shall indemnify such person against expenses and attorneys' fees actually and reasonably incurred in connection therewith.

(d) The Corporation shall make indemnification payments to or on behalf of the person seeking them only in the specific case upon a determination that indemnification of such person is proper because such person meets the applicable standards of conduct set forth in subparagraphs 16.2(a) or 16.2(b) above. Such determination may be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion of the Corporation, or (3) by the court in which such action, suit or proceeding was pending upon application made by the Corporation or the

person seeking indemnification or the attorney or other person rendering services in connection with tile defense, whether or not such application is opposed by the Corporation.

(e) The Board of Directors may authorize payment in advance of final disposition of an action, suit or proceeding for the expenses and attorneys' fees incurred by a person seeking indemnification under subparagraphs 16.2(a) or 16.2(b) above, provided that such person delivers a written undertaking to repay such amount unless it is ultimately determined that such person is entitled to be indemnified under this paragraph 16.2.

(f) The indemnification provided by this paragraph 16.2 shall not be deemed exclusive of any other rights to which those seeking indemnification are entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in a person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators.

(g) The Corporation may purchase and maintain insurance on behalf of any person described in subparagraphs 16.2(a) or 16.2(b) above against any liability asserted against or incurred by such person in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this paragraph 16.2.

(h) This paragraph 16.2 shall be effective with respect to any person who is a director, officer, employee or agent of the Corporation or is serving in such capacity at the request of the Corporation in any other corporation, partnership, joint venture, trust or other enterprise, at any time on or after the effective date of these Articles of Incorporation with respect to any action, suit or proceeding pending on or after that date against such person based upon his or her acting in such capacity before or after that date.

## **ARTICLE XVII DISSOLUTION**

The distribution of assets of the Corporation in the process of dissolution shall be applied and distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid and discharged.
- (b) Assets held by the Corporation upon conclusion requiring returns, transfer, or conveyance which condition occurs by reason of the dissolution shall be returned, transferred, or conveyed in accordance with such requirements.
- (c) All remaining assets shall be transferred or conveyed to one or more Jewish charitable, religious, eleemosynary, benevolent, educational, domestic, or foreign corporations, societies, or organizations engaged in activities substantially similar to those of the Corporation.

**CERTIFICATE OF ADOPTION  
OF BYLAWS OF  
JEWISH FEDERATION OF HUNTSVILLE AND NORTH ALABAMA, INC.,  
AN ALABAMA NONPROFIT CORPORATION**

We, the undersigned original Board of Directors of the said corporation hereby certify that the foregoing Bylaws are adopted by us as the Bylaws of said Corporation; and we further unanimously ratify, confirm, and adopt the minutes of the meeting of the Board of Directors held on the \_\_\_\_\_ day of \_\_\_\_\_, 2004, as being true and correct. We further unanimously ratify and confirm all acts done, or to be done, which are necessary and proper in having this Corporation properly and legally incorporated.

IN WITNESS WHEREOF, I have subscribed my name this the \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_(SEAL)  
Margaret Anne Goldsmith, Member

\_\_\_\_\_(SEAL)  
Paul Kunitz, Member

\_\_\_\_\_(SEAL)  
Ed Gollop, Member

\_\_\_\_\_(SEAL)  
Stanley Belsky, Member

\_\_\_\_\_(SEAL)  
William Goldberg, Member

\_\_\_\_\_(SEAL)  
Rabbi Jeffrey L. Ballon, Member