

BYLAWS
OF JEWISH FAMILY SERVICE,
A MICHIGAN NON-PROFIT CORPORATION

ARTICLE I

Name

The name of the Corporation (hereinafter referred to as the "Agency") is Jewish Family Service. The Agency may also conduct its business under such other assumed names as may be authorized from time to time by the Board of Directors.

ARTICLE II

Purpose

The Agency's mission is as follows: *"Inspired by the wisdom and values of Jewish tradition, we strengthen lives through compassionate service."*

The Agency, including all activities incident to its purposes, shall at all times be conducted so as to be an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (as amended from time to time, the "Code"). Notwithstanding any other provision of these Bylaws, the Agency shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code, or (c) by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the provisions of Act 162 of the Public Acts of 1982, as amended ("Act").

No part of the assets or net earnings of the Agency shall inure to the benefit of or be distributable to its directors or officers (in their capacities as directors and officers, respectively), except that the Agency shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.

No substantial part of the activities of the Agency shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Agency shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office.

No gift, bequest, or devise (each referred to as the "Gift") of any property to the Agency shall be received and accepted if the Gift is conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an exempt organization or for other than exempt purposes within the meaning of Section

501(c)(3) of the Code, or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Agency pursuant to Section 501(c)(3) of the Code.

ARTICLE III

Directorship Basis of Organization

The Agency is organized on a directorship basis; accordingly, the affairs of the Agency shall be directed by the Board of Directors. The Board of Directors shall be the governing body of the Agency. The Agency shall not have members and is not authorized to issue capital stock.

ARTICLE IV

Annual Meeting of the Agency

Section 1. The annual meeting of the Agency shall be held on such date, time, and place as determined by the Chairperson of the Board of Directors in consultation with the Chief Executive Officer. Unless good cause exists otherwise, the annual meeting of the Agency shall be held in May or June of each calendar year.

Section 2. At each annual meeting, the current Board of Directors shall elect the required number of directors, officers, and the Members at Large of the Executive Committee by the affirmative vote of not less than a majority of the directors (having a right to vote) present at the meeting. For purposes of these Bylaws, unless the context clearly indicates otherwise, when the word "year" is used in connection with the term (or waiting period between terms) of a director, an officer, a Board liaison, a Committee member or other person, it shall mean the period running from the annual meeting in one calendar year until the next succeeding annual meeting.

ARTICLE V

Board of Directors

Section 1. The affairs of the Agency shall be directed by a Board of Directors of no more than 36 regular members plus ex-officio members as more particularly described in this Article.

Section 2. The term of office of a regular director shall be for three years, except as otherwise provided herein. No more than fifteen regular directors shall be elected at an annual meeting of the Agency. A director may resign by written notice to the Agency. The resignation shall be effective upon its receipt by the Agency or at a later time as set forth in the notice of resignation. Any vacancy occurring in the Board of Directors for any unexpired term (of a regular director) which has not been filled by the Board of Directors in accordance with Section 11 may also be filled by election at the next annual meeting of the Agency.

Section 3. Each director shall abide and be bound by such requirements and standards of conduct as are established by the Board of Directors from time to time.

Section 4. Each liaison from the NEXTGen Division of the Jewish Federation of Metropolitan Detroit (up to a maximum of three at any time) shall be an ex-officio member of the Board of Directors, without a vote. The term of each liaison shall be one year. A liaison shall be eligible to serve three consecutive one-year terms.

Section 5. In accordance with that certain agreement for the JFS office building on Maple Road in West Bloomfield, dated June 1, 2001 (the Orley Agreement”), two family members for whom the building is named (each, an “Orley Family Member”; collectively, the “Orley Family Members”) shall be ex-officio members of the Board of Directors, each with a vote. The designation of the Orley Family Members shall be made pursuant to the Orley Agreement or as may otherwise be agreed to by the Agency and the other parties to the Orley Agreement. During any period when an Orley Family Member director position is not filled, then such director position shall not be deemed to be filled for purposes of determining the number of directors (for voting, quorum, or other purposes).

Section 6. Subject to the provisions of these Bylaws (including, but not limited to, this Section 6 and Section 13 below): (i) each and every past President or Chairperson of the Board of Directors of the Agency who completed his or her full term of office (without being removed from such office) prior to June 6, 2012 shall be an ex-officio member of the Board of Directors for life, with a vote; and (ii) each and every past President or Chairperson of the Board of Directors of the Agency who completed his or her full term of office (without being removed from such office) on or after June 6, 2012 shall be an ex-officio member of the Board of Directors for life, without a vote; provided any such past President or Chairperson may disclaim such membership by written notice to the Agency (and, thereafter, until a revocation of such disclaimer is received by the Agency, such past President or Chairperson shall not be an ex-officio member of the Board of Directors). The acceptance of paid employment with the Agency shall also be deemed to be a disclaimer of such membership (during the term of such employment).

Section 7. The Chief Executive Officer shall be an ex-officio member of the Board of Directors, without a vote.

Section 8. A director shall be eligible to serve two consecutive three-year terms, provided (i) such limitation shall not include any term(s) served by a NEXTGen Division liaison pursuant to Section 4 above; (ii) such limitation shall not include any term(s) served by a person as an Orley Family Member pursuant to Section 5 above; and (iii) such limitation shall not apply to any an ex-officio member of the Board of Directors pursuant to Section 5, Section 6 or Section 7 above. One year must elapse before such regular director may become eligible for re-election, except as indicated in Section 9.

Section 9. A director elected to an office or to the Executive Committee during the last year of such director's second consecutive term, or nominated for an office or to the Executive Committee at the end of the last year of such director's second consecutive term, shall be eligible for re-election to the Board of Directors for a third consecutive term. A director properly elected for a third consecutive term may also be elected for a fourth consecutive term if such director is nominated as Chairperson during their third term and is elected Chairperson following such nomination.

Section 10. A regular director elected to fill a vacancy of more than 18 months shall be considered for purposes of this Article to have served one full term.

Section 11. Any vacancy occurring in the Board of Directors (with respect to regular directors) between annual meetings may be filled for the unexpired term by a majority vote of the directors (having a right to vote) present at a Board of Directors meeting (at which a quorum is present). Notice of intention to fill any vacancy in the Board of Directors at any meeting shall be given in the notice of such meeting.

Section 12. If a director (regular or ex-officio) without good cause fails to satisfy the requirements and standards of conduct for a director as the same may be established from time to time by the Board of Directors (pursuant to Section 3 above), then the Chairperson with the concurrence of the Executive Committee may remove the director, and such removed director's position shall remain vacant and shall not be deemed to be filled for purposes of determining the number of directors (for voting, quorum, or other purposes) until, if applicable, it is filled in accordance with the provisions of these Bylaws.

Section 13. If a director (regular or ex-officio) without good cause fails to satisfy the requirements and standards of conduct for a director as the same may be established from time to time by the Board of Directors (pursuant to Section 3 above), then by the affirmative vote of at least two-thirds of the members of the Board of Directors (having a right to vote) present at a regular or special meeting of the Board of Directors (at which a quorum is present), the Board of Directors may remove the director, and such removed director's position shall remain vacant and shall not be deemed to be filled for purposes of determining the number of directors (for voting, quorum, or other purposes) until, if applicable, it is filled in accordance with the provisions of these Bylaws.

ARTICLE VI

Board of Directors Meetings and Responsibilities

Section 1. The Board of Directors shall meet at least five times during each full fiscal year, with one of such meetings of the Board of Directors being designated as the annual meeting.

Section 2. Subject to the provisions of Article IV, Section 1, the Chairperson shall call regular meetings of the Board of Directors. Special meetings of the Board of Directors may be called by the Chairperson at any time. Upon the written request of at least three members of the Board of Directors stating the purpose of the meeting, the Secretary must call, in a timely fashion, a special meeting of the Board of Directors. At least three days written or electronic notice of any special meeting of the Board of Directors shall be given to all of the directors specifying the date, time and place of such meeting and stating the purpose of the meeting. The business conducted at such meeting shall be limited to the business stated in the notice thereof.

Section 3. Written or electronic notice of the time, place and purposes of each regular meeting of the directors shall be given not less than seven nor more than 60 days before the meeting either personally, by regular mail or by electronic mail to each director

of record. No notice of adjourned meetings need be given if the time and place to which the meeting is adjourned are announced at the meeting and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting, unless the Chairperson or the Board of Directors fixes a new record date for the adjourned meeting.

Section 4. One-half of the regular members of the Board of Directors then in office shall constitute a quorum of the Board of Directors. Except as may otherwise be specifically provided in these Bylaws or in the Act, a majority of voting members present at a meeting of the Board of Directors at which a quorum is present shall be sufficient for the adoption of any motion. The directors present at such meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum. Whether or not a quorum is present, the majority of those present may adjourn the meeting from time to time.

Section 5. The Board of Directors shall have full power to conduct the affairs of the Agency, employ and dismiss its Chief Executive Officer, determine policies for the management of the Agency, and determine the strategic direction of the Agency. Without limiting the generality of the foregoing: (i) upon presentation of the final audit report (as described in Article X, Section 3), the Board of Directors shall review and approve or reject the final audit report (and, if the Board rejects the final audit report, then the Board shall determine the appropriate next steps with respect to the audit); and (ii) upon presentation thereof by the Agency's Chief Financial Officer (or equivalent) (the "CFO") or the Treasurer, the members of the Board of Directors shall review and provide to the CFO or Treasurer any comments they may have to the Form 990 or the then currently appropriate forms.

Section 6. Meetings of the directors shall be presided over by a Chairperson of the meeting who shall be the Chairperson or, if the Chairperson is not present, a Vice Chairperson (in accordance with the provisions of Article VII, Section 4) or, if a Vice Chairperson is not present, by a Chairperson of the meeting to be chosen at the meeting by a majority of directors present at the meeting. The Secretary of the Agency or, in his or her absence, a person chosen at the meeting by a majority of directors present at the meeting, shall act as Secretary of the meeting.

Section 7. The Chairperson of the meeting, acting in their reasonable discretion, may allow a director to participate in a meeting of directors by a conference telephone or by other similar communications equipment (including video equipment) through which all persons participating in the meeting may communicate with the other participants. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Such participation shall constitute presence in person at the meeting.

Section 8. Any action required or permitted to be taken at an annual, other regular or special meeting of the directors may be taken without a meeting, without prior notice and without a vote if, before or after the action, all the directors entitled to vote consent in writing. Written consents shall be filed with the minutes of the proceedings of the Board of Directors. Consents pursuant to this Section and Section 9 below may be provided by originally-executed instrument or via signature on an instrument transmitted by facsimile

or electronically, and may be delivered in multiple counterpart copies of the same instrument (and such counterpart copies shall be deemed one and the same instrument).

Section 9. Any action required or permitted to be taken at an annual, other regular or special meeting of the directors may be taken without a meeting, without prior notice and without a vote, if consents in writing, setting forth the action so taken, are signed by the number of directors whose votes would be necessary to authorize or take the action at a meeting at which all directors entitled to vote on the action were present and voted. The written consents shall bear the date of signature of each director who signs the consent. No written consents shall be effective to take the corporate action referred to unless, all of the directors have received written or electronic copies of the proposal prior to the effective date of such proposed action and, written consents signed by a sufficient number of directors (dated no earlier than the date written copies of the proposal were delivered to all of the directors) to take the action are filed with the Agency. Prompt notice of the taking of the action without a meeting by less than unanimous written consent shall be given to directors who have not consented in writing. Written consents shall be filed with the minutes of proceedings of the Board of Directors.

Section 10. The funds of the Agency shall be handled and disbursed by such person, or persons, and under such terms as the Board of Directors may authorize in compliance with the Agency's Articles of Incorporation and the terms and provisions of these Bylaws. The Agency or the person(s) designated by the Board of Directors (unless the Board of Directors otherwise indicates) may also delegate the day-to-day handling and disbursement of the Agency's funds to the Agency's CFO (and through the executive staff of such person).

ARTICLE VII

Officers; Chief Executive Officer

Section 1. The officers shall be the Chairperson, at least one Vice Chairperson (but no more than two Vice Chairpersons), a Treasurer, and a Secretary who shall be members of the Board of Directors and elected by the Board of Directors at the annual meeting. Each officer shall be elected for a term of one year with a limit of three consecutive years for each officer (as to a particular office) with the exception of the Chairperson who shall be limited to two consecutive years. In certain extraordinary circumstances, as defined and determined by the Board of Directors, the Chairperson may be elected to serve a third consecutive one-year term. (For purposes of this Section 1, the one year term applicable to an officer shall mean the term running from the initial election of an officer at the annual meeting until the election of a successor at the next succeeding annual meeting.) The Board of Directors also may appoint such other officers and agents as it may deem necessary for the transaction of the business of the Agency, including a Chairperson-Elect. If a Chairperson-Elect is elected or appointed, then the Chairperson-Elect shall also be a Vice Chairperson of the Agency. For purposes of the Act, the Chairperson shall be the "President" of the Agency; and each Vice Chairperson shall be a "Vice President" of the Agency.

Section 2. Any officer may be removed from office by the Board of Directors with or without cause. An officer may resign by written notice to the Agency. The resignation shall be effective upon its receipt by the Agency or at a subsequent time specified in the

notice of resignation. The Board of Directors shall have the power to fill any vacancies in any offices occurring for whatever reason pursuant to Section 5 below.

Section 3. The Chairperson-Elect (in his or her capacity as Vice Chairperson) shall assume the office of the Chairperson on all occasions when the Chairperson is unable (due to absence or incapacity) to fulfill the duties of the office. During periods when there is a Chairperson-Elect, the (other) Vice Chairperson shall assume the office of the Chairperson on all occasions when each of the Chairperson and the Chairperson-Elect is unable (due to absence or incapacity) to fulfill the duties of the office. During periods when there is no Chairperson-Elect, the Vice Chairperson shall assume the office of the Chairperson on all occasions when the Chairperson is unable (due to absence or incapacity) to fulfill the duties of the office.

Section 4. The duties of the officers shall be as follows:

The Chairperson shall preside at all meetings of the Board of Directors and the Executive Committee. The Chairperson shall be a member of the Board of Directors. The Chairperson shall appoint committees under the provisions of these Bylaws and perform the usual duties incident to the office, and the Chairperson shall have such other powers and responsibilities as may be delegated or assigned by the Board of Directors. The Chairperson shall serve as an ex-officio non-voting (except as may otherwise be specified in these Bylaws) member on all appointed committees.

The Chairperson-Elect (when a person has been elected or appointed to such office) shall be a member of the Board of Directors, and shall be a Vice Chairperson. The Chairperson-Elect shall have the powers and responsibilities of the Vice Chairperson as set forth or determined pursuant to the following paragraph and shall have such other powers and responsibilities as may be delegated or assigned by the Board of Directors.

Each Vice Chairperson shall have such responsibilities and powers as may be delegated or assigned by the Board of Directors or the Chairperson. In the absence of the Chairperson, a Vice Chairperson shall preside at the Board of Directors' meeting pursuant to Section 2 above. Each Vice Chairperson shall serve on the Executive Committee and may chair Board Committees.

The Treasurer shall be responsible to the Board of Directors for assuring the appropriate maintenance of the agency fiscal records, and the Treasurer shall have such other powers and responsibilities as may be delegated or assigned by the Board of Directors. The Treasurer shall serve on the Executive Committee, the Audit Committee, and the Finance Committee.

The Secretary shall have responsibility for maintaining records, for recording minutes of all meetings of the Board of Directors (or causing the recording thereof), and for distributing (or causing the distribution of) such minutes, the Secretary shall have responsibility for maintaining records, for recording minutes of all meetings of the Executive Committee (or causing the recording thereof), and for distributing (or causing the distribution of) such minutes to the Executive Committee, and the Secretary shall have such other powers and

responsibilities as may be delegated or assigned by the Board of Directors. The Secretary shall serve on the Executive Committee.

Section 5. Vacancies in any elected or appointed office shall be filled for the unexpired term of such office by a majority vote of the directors (having a right to vote) present at a meeting (at which a quorum is present). Intention to fill such vacancies shall be provided to the directors in the notice of the meeting sent to the directors. Such notice shall include the name of the nominee selected by the Nominating Committee and shall be mailed at least seven days before the meeting. Additional nominations may be made by petition, signed by at least three members of the Board of Directors and filed with the Secretary at least 24 hours before the meeting.

Section 6. The Agency shall be managed on a day-to-day basis by the Chief Executive Officer. The Chief Executive Officer is not an officer for purposes of these Bylaws, except as may be specifically provided to the contrary.

ARTICLE VIII

Executive Committee

Section 1. The Executive Committee shall consist of the elected officers, the immediate past Chairperson of the Agency (or a predecessor thereof as described in Section 2 below), the chairpersons of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee, and an additional number of members of the Board of Directors who shall serve as Members at Large. The chairpersons of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee and the Members at Large shall be elected to a one-year term in the same manner as the officers. The number of Members at Large on the Executive Committee shall be no greater than the number (which may be zero) that when added to the elected officers and the immediate past Chairperson of the Agency (if any) and the chairpersons of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee, equals eleven. (For purposes of determining the composition of the Executive Committee, if an officer holds more than one office, then such officer and committee chairperson shall only count as one person; and if an officer is the chairperson of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, or the Programs Committee, then such officer and committee chairperson shall only count as one person.) Notwithstanding the foregoing, if a Chairperson-Elect has not been elected at the most recent Annual Meeting but could have been per the terms of these Bylaws or was so elected but is no longer currently in office, and if a Chairperson-Elect is subsequently appointed by the Board of Directors in accordance with these Bylaws, then the number of Members at Large on the Executive Committee shall be no greater than the number (which may be zero) that when added to the elected officers and the immediate past Chairperson of the Agency (if any) and the chairpersons of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee, equals twelve.

Section 2. The immediate Past Chairperson shall be a member of the Executive Committee until there is a succeeding immediate Past Chairperson. If the immediate Past Chairperson declines or is unable to serve in this capacity, that person's immediate predecessor may serve in such capacity. During period(s) when the immediate Past Chairperson declines or is unable to serve as a member of the Executive Committee and that person's immediate predecessor also declines or is unable to serve in such capacity, then the requirement for the immediate past Chairperson to serve on the Executive Committee shall be deemed waived until the next election of officers at the Annual Meeting.

Section 3. Between Board of Directors meetings, the Executive Committee may exercise all powers of the Board of Directors; provided that the Executive Committee shall not exercise any such powers with respect to matters that are not in the ordinary course of business of the Agency except on an emergency basis. Six members of the Executive Committee shall constitute a quorum for meetings of the Executive Committee. The Executive Committee shall meet when and as reasonably necessary, in the exercise of the discretion of the Executive Committee, and also at the direction of the Chairperson. Written or electronic notice of the time, place and purposes of each meeting of the Executive Committee shall be given not less than seven nor more than 30 days before the meeting either personally, by regular mail or by electronic mail to each member, provided if such meeting is to address an emergency or other matter requiring attention on a more immediate basis, then only such notice as is reasonable is required. Regular minutes of such meetings shall be maintained. Actions of the Executive Committee shall be reported to the Board of Directors either prior to or at the next meeting of the Board of Directors and, when necessary and/or appropriate, shall be subject to ratification by vote of the Board of Directors.

Section 4. The Executive Committee shall be responsible for the review and approval of the findings of the Finance Committee. The Finance Committee shall report to the Executive Committee within 14 days of the date of each Finance Committee meeting. During any periods when there is no separate Finance Committee, the Executive Committee shall serve as a finance committee.

Section 5. If the Chairperson or a majority of the remaining members of the Executive Committee desire to fill a vacancy in the Members at Large of the Executive Committee, such vacancy shall be filled in the same manner as officers, as specified in Article VII, Section 5.

ARTICLE IX

Nominating Committee

Section 1. The Nominating Committee shall consist of the immediate past Chairperson of the Agency (or their predecessor then serving on the Executive Committee, if any), the chairperson of the Leadership and Volunteer Committee, the Chairperson-Elect (during such times as there is an elected or appointed Chairperson-Elect), and no fewer than five additional members of the Board of Directors. The other members of the Nominating Committee shall be appointed by the Chairperson, in consultation with the chairperson of the Nominating Committee, for a one-year term, with at least one of the appointed members carried over from the preceding year if reasonably practical. The chairperson of the

Nominating Committee shall be the immediate past Chairperson of the Agency (or their predecessor then serving on the Executive Committee, if any); if there is no past Chairperson of the Agency or predecessor serving on the Executive Committee, then the chairperson of the Nominating Committee shall be the chairperson of the Leadership and Volunteer Committee. The chairperson of the Nominating Committee shall appoint a secretary of each meeting who shall have responsibility for recording minutes of the meeting, and for distributing (or causing the distribution of) such minutes to the committee members. If the chairperson of the Nominating Committee is the immediate past Chairperson of the Agency (or their predecessor then serving on the Executive Committee, if any), then the vice-chairperson of the Nominating Committee (who shall serve as chairperson of the Nominating Committee in the event of absence or incapacity of the chairperson) shall be the chairperson of the Leadership and Volunteer Committee. If the chairperson of the Nominating Committee is the chairperson of the Leadership and Volunteer Committee, then the Chairperson may appoint, in consultation with the chairperson of the Nominating Committee, a vice-chairperson of the Nominating Committee (to serve as chairperson of the Nominating Committee in the event of absence or incapacity of the chairperson).

Section 2. It shall be the duty of the Nominating Committee to prepare and submit a slate of directors, officers, and Members at Large of the Executive Committee to the directors at the Board of Directors meeting prior to the Annual Meeting. The Nominating Committee shall, with regard to office of Chairperson and, if applicable, Chairperson-Elect (and such other offices as the Nominating Committee may desire), solicit and take into account the advice and recommendations of the current Chairperson and CEO of the Agency. In such instances as the Nominating Committee is submitting a slate of officers which includes a Chairperson serving his or her second or third consecutive one-year term, then the slate of officers may also include a Chairperson-Elect. If a Chairperson-Elect has not been elected at the most recent Annual Meeting but could have been per the terms of these Bylaws or if a Chairperson-Elect was so elected but is no longer currently in office, then the Chairperson in consultation with the Chief Executive Officer may identify one or more prospective persons to serve as Chairperson-Elect and may submit such person(s) for the potential appointment (of one such person) as Chairperson-Elect by the Board of Directors pursuant to Article VII, Section 1 above.

Section 3. Additional nominations may be made by written petition signed by at least six members of the Board of Directors and filed with the Secretary of the Agency at least seven days prior to the Annual Meeting.

Section 4. In case of vacancies in the Board of Directors, vacancies in the officer positions and/or vacancies in the Members at Large of the Executive Committee occurring between annual meetings, the Nominating Committee, at the direction of the Chairperson, shall meet and submit recommendations to the Board of Directors.

Section 5. The Nominating Committee shall, subject to Board of Directors approval, determine its rules of procedure and criteria for the selection of directors, officers, and the Members at Large of the Executive Committee.

ARTICLE X

Audit Committee

Section 1. The Audit Committee shall consist of the Treasurer of the Agency, who shall be the chairperson of the Committee, and no fewer than two, and no more than six additional members. The other members of the Audit Committee shall be appointed by the Chairperson and the Treasurer, provided that in the event the Chairperson and the Treasurer cannot agree on one or more members, then such member(s) shall be appointed by the Chairperson. The term of the members of the Audit Committee shall be for one year, and at least one of the appointed members shall be carried over from the preceding year if reasonably practical. Up to two members of the Audit Committee (including ex-officio members of the Committee) need not be members of the Board of Directors. The Chairperson shall be an ex-officio member of the Audit Committee, with a vote. The Jewish Federation of Metropolitan Detroit may also appoint one person to be an ex-officio member of the Audit Committee, without a vote, pursuant to the Constituent Agency Guidelines of the Jewish Federation of Metropolitan Detroit. The Treasurer (as chairperson of the Audit Committee) shall appoint a secretary of each meeting who shall have responsibility for recording minutes of the meeting, and for distributing (or causing the distribution of) such minutes to the committee members. The Chairperson may appoint a vice-chairperson of the Audit Committee (to serve as chairperson of the Audit Committee in the event of absence or incapacity of the chairperson).

Section 2. The Audit Committee will: (i) review the qualifications of independent, certified public accounting firms and recommend an independent, certified public accounting firm to the Board of Directors to audit on an annual basis within a reasonable time after the close of the fiscal year of the Agency the Agency's financial statements (such recommendation of an auditor may be for such auditor to be engaged on a multi-year basis); (ii) review the scope of the audit and oversee the audit (as more particularly described in Section 3 below); (iii) meet and discuss with the independent auditor the auditor's conclusions and proposed recommendations (as more particularly described in Section 3 below); and (iv) discuss with the Agency's CFO (and, as appropriate, other executive staff of the Agency) and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Agency's audited financial statements, including any significant changes in the Agency's selection or application of accounting principles, any major issues concerning the adequacy of the Agency's internal controls, and any special steps adopted in light of material control deficiencies.

Section 3. The Audit Committee will meet with the independent auditor during the audit and, following the completion of the draft of the auditor's report, the management letter and related communications (collectively, the "Audit Documents"), the Committee will: (i) review the drafts of the Audit Documents; (ii) meet and discuss the Audit Documents with the independent auditor; (iii) if and as necessary, review further drafts of the Audit Documents, and discuss the same with the auditor; and (iv) direct the independent auditor to issue the final Audit Documents upon either the Committee's determination that the Audit Documents are acceptable and that the audit report is ready for consideration by the Board of Directors or upon direction by the Chairperson; and (v) following receipt of the final Audit Documents (including the final auditor's report), present the final auditor's report to the Board of Directors for its approval (or rejection) thereof.

Section 4. The Audit Committee may perform other functions reasonably related to its duties described herein as assigned by the Chairperson and/or the Board of Directors.

Section 5. The Audit Committee shall, subject to Board of Directors approval, determine its rules of procedure.

ARTICLE XI

Other Board Committees

Section 1. The Chairperson, in consultation with the Chief Executive Officer, shall appoint members to each of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee. In addition, ad hoc committees, advisory councils, and task forces may be established by the Chairperson as deemed advisable. The reporting responsibilities and duties of such ad hoc committees, advisory councils, and task forces will be established by the Chairperson.

Section 2. The members of all committees, advisory councils, and task forces that are established by the Chairperson shall be appointed by the Chairperson except as otherwise specifically provided in these Bylaws.

Section 3. Committee, advisory council, and task force members need not be members of the Board of Directors except as otherwise specifically provided in these Bylaws.

Section 4. One member of each committee, advisory council, and task force shall be designated by the Chairperson as chairperson. The Chairperson may also designate one member of each committee, advisory council, and task force as vice chairperson (to serve as chairperson in the event of absence or incapacity of the chairperson). The chairpersons of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee shall each be a member of the Board of Directors. The majority of the membership of each of the Finance Committee, the Leadership and Volunteer Committee, the Marketing Committee, the Development Committee, and the Programs Committee shall be members of the Board of Directors.

Section 5. The Chairperson shall serve as an ex-officio member of all committees, advisory councils, and task forces.

Section 6. Each committee may, at the discretion of the chairperson of such committee, establish subcommittees, working groups, and similar bodies of less than all of the committee members (and, if desired non-committee members) to perform certain necessary or desirable tasks or functions of the committee, provided that such subcommittees, groups and bodies shall not be authorized to perform any duties or tasks required of a committee by these Bylaws.

Section 7. The chairperson of each committee shall appoint a secretary of each meeting who shall have responsibility for recording minutes of the meeting, and for distributing (or causing the distribution of) such minutes to the committee members.

ARTICLE XII

Indemnification of Officers and Directors

Section 1. No director, volunteer director, officer or volunteer officer, as those terms are defined in the Act, shall be personally liable to the Agency for monetary damages for breach of fiduciary duty as a director or officer, provided that the foregoing shall not eliminate the liability of a director or officer for any of the following: (i) breach of the director's or officer's duty of loyalty to the Agency; (ii) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) a violation of Section 551(1) of the Act; (iv) a transaction from which the director or officer derived an improper personal benefit; (v) an act or omission occurring before the effective date this Section was originally incorporated into the Bylaws; or (vi) an act or omission that is grossly negligent. If the Act hereafter is amended to authorize the further elimination or limitation of the liability of directors or officers, then the liability of a director or officer of the Agency, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended Act. No amendment or repeal of this Article shall apply to or have any effect on the liability of any director or officer of the Agency for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

As provided under MCL 450.2209 (including, as amended by Act 397 of the Public Acts of 1996), the Agency will assume liability for all acts or omissions of a volunteer director, volunteer officer or other volunteer which occurred after the effective date of the initial amendment to these Bylaws including this provision (or a substantially similar provision limiting such liability) if all of the following conditions are met: (i) the person was acting or reasonably believed he or she was acting within the scope of his or her authority; (ii) the person was acting in good faith; (iii) the person's conduct did not amount to gross negligence or willful and wanton misconduct; (iv) the person's conduct was not an intentional tort; and (v) the person's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the insurance code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

As provided under MCL 450.2209 (including, as amended by Act 397 of the Public Acts of 1996), the Agency assumes all liability to any person other than the Agency for all acts or omissions of a volunteer director occurring on or after January 1, 1988 incurred in the good faith performance of the volunteer director's duties.

Section 2. The Agency shall, to the fullest extent now or hereafter permitted by law, indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by reason of the fact that the person is or was a director, officer, partner, trustee, employee, nondirector, volunteer or agent of the Agency ("Designated Person"), or is or was serving at the request of the Agency as a "Designated Person" against expenses, including actual and reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from action) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Agency or its directors, and with respect to any criminal action or

proceeding, had no reasonable cause to believe such person's conduct was unlawful. However, indemnification shall not be made for a claim, issue or matter in which the person has been found liable to the Agency unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for expenses which the court considers proper. Notwithstanding anything to the contrary herein, the indemnification or the rights provided herein or by applicable law shall only be provided to any person to the extent that such indemnification or other right is not inconsistent with nor jeopardizes the status of the Agency as an organization described in Code Section 501(c)(3).

Section 3. To the extent that a Designated Person has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Sections 1 or 2, or in defense of a claim, issue or matter in the action, suit or proceeding, the successful party shall be indemnified against expenses, including actual and reasonable attorneys' fees, incurred in connection with the action, suit or proceeding and in any action, suit or proceeding brought to enforce the mandatory indemnification provided in this Section.

Section 4. An indemnification under Sections 1 or 2, unless ordered by a court, shall be made by the Agency only as authorized in the specific case upon a determination that indemnification of the Designated Person is proper in the circumstances because the person has met the applicable standard of conduct set forth in Sections 1 and 2. This determination shall be made by a majority vote of a quorum of the Board of Directors consisting of directors who were not parties to the action, suit or proceeding.

Section 5. If a person is entitled to indemnification under Sections 1 or 2 for a portion of expenses including attorneys' fees, judgments, penalties, fines and amounts paid in settlement but not for the total amount thereof, the Agency shall indemnify the person for the portion of the expenses, judgments, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

Section 6. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Sections 1 or 2 shall be paid by the Agency in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the Designated Person to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Agency. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

Section 7. The indemnification provided in this Article continues as to a person who ceases to be a director, officer, employee, nondirector volunteer or agent and shall inure to the benefit of the heirs, executors and administrators of the person for purposes of this Article. The term "Agency" shall have the same meaning as the term "corporation" as provided in Section 569 of the Act.

ARTICLE XIII

Review of, and Amendments to, Bylaws

Section 1. These Bylaws shall be reviewed at least once every three years by an ad hoc committee, advisory council or task force established by the Chairperson (or more frequently if and as required by a body that accredits one or more of the programs and/or services of the Agency), and may be amended or re-ratified by a majority vote of the members of the Board of Directors (having the right to vote) present at a regular or special meeting of the Board of Directors (at which a quorum is present).

Section 2. Notice shall be given that an amendment or amendments to the Bylaws will be proposed at such meeting, or that the re-ratification of the existing Bylaws will be proposed at such meeting, as the case may be. A copy of the Bylaws and the proposed amendments shall be sent with the notice of the meeting.

ARTICLE XIV

Miscellaneous

Section 1. The fiscal year of the Agency shall end on the last day of May in each calendar year or on such other date as shall be fixed from time to time by the Board of Directors.

Section 2. Upon the dissolution of the Agency, the Board of Directors shall, after the Agency pays or makes provisions for the payment of all the liabilities of the Agency, cause the Agency to dispose of all the assets of the Agency in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Directors shall determine.

[END]

Amended and adopted 11/28/2017