

January 1, 2012

**AMENDED AND RESTATED BYLAWS
OF
B'NAI ISRAEL
a California Nonprofit Religious Corporation**

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**AMENDED AND RESTATED BYLAWS
OF
B'NAI ISRAEL
a California Nonprofit Religious Corporation**

These Amended and Restated Bylaws (“Bylaws”) of B’nai Israel, a California non-profit religious corporation (the “Corporation”), shall be effective as of January 1, 2012 (the “Effective Date”).

RECITALS

WHEREAS, the Corporation has adopted those certain Bylaws as of December 12, 1980, which have subsequently been amended from time to time (“Existing Bylaws”); and

WHEREAS, the Board of Directors of the Corporation (the “Board”) desires to amend the Existing Bylaws and restate them in their entirety.

NOW THEREFORE, based on the foregoing, and in accordance with provisions contained herein, the Board of the Corporation hereby adopts these Amended and Restated Bylaws as hereinafter set forth:

**ARTICLE I
ORGANIZATIONAL MATTERS**

SECTION 1. PRINCIPAL OFFICE. The Corporation’s principal office shall be located at 2111 Bryan Avenue, Tustin, California, or such place as may be designated by the Board.

SECTION 2. NONPROFIT CORPORATION. The Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes.

SECTION 3. SPECIFIC PURPOSE & MISSION. The specific purpose for which the Corporation is organized and the Corporation’s mission is to maintain a synagogue and a congregation, and such educational, religious, social and recreational activities that will further the cause and objectives of the congregation, the synagogue and of Judaism.

SECTION 4. AFFILIATION. The Corporation is affiliated with the United Synagogue of Conservative Judaism. The auxiliaries and organizations of the congregation may also affiliate with the appropriate groups of the Conservative movement.

SECTION 5. LIMITATIONS. This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provisions of these Bylaws, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (ii) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

SECTION 6. DEDICATION OF ASSETS. The properties and assets of the Corporation are irrevocably dedicated to charitable and/or religious purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501 (c)(3) of the Internal Revenue Code.

SECTION 7. RESTRICTION ON CORPORATE POWER. The Corporation owns real property and improvements located at 2111 Bryan Avenue, Tustin, California (the "Facility"). Notwithstanding Section 9140 of the California Nonprofit Corporation Law, the Facility shall not be subject to any pledge, encumbrance, mortgage, deed of trust or other security interest.

ARTICLE II MEMBERSHIP

SECTION 1. CLASSES OF MEMBERS. The Corporation shall have two classes of members ("Members"), as set forth in this Section 1. Additional classes of Members may be established by the Board.

(a) Household Membership. Households of two (2) adults, at least one of whom is Jewish, including their dependent children aged twenty-five (25) or younger residing together as a single family unit, shall be eligible for household membership. Each household membership shall be entitled to one (1) vote for each Jewish adult residing in the household (for a maximum of two (2) votes per household) for any matter to be voted on by the Members.

(b) Individual Membership. An individual Jewish adult and including his or her dependent children aged twenty-five (25) or younger, residing together as a single family unit, shall be eligible for individual membership. Each individual membership shall be entitled to one (1) vote for any matter to be voted on by the Members.

SECTION 2. QUALIFICATION. Any Jewish person 18 years of age or older, of good moral character, shall be eligible for membership. For the purposes hereof, "Jewish" means a person born of a Jewish mother or who has been converted to Judaism according to the requirements of the Conservative movement of Judaism.

SECTION 3. PROCEDURE. Admission to membership shall be by submission of an application in a form designated by the Corporation from time to time. Members shall pay such dues as established by the Board. Any Member who has resigned from membership shall settle all obligations due prior to any reinstatement or renewal of membership.

SECTION 4. DUES. Members shall be required to pay dues in accordance with the amounts and procedures established by the Board from time to time. The amount of dues payable by each class of Members shall be considered and voted upon by the Board and Members in connection with approval of the annual budget at the annual Budget Meeting (as defined in Section 9). A special committee appointed by the President shall have the authority to reduce or waive membership dues, tuition for Hebrew or religious school, and all other assessments and fees payable to the Corporation. The decisions of the special committee described herein shall be appealable anonymously to the full Board.

SECTION 5. PRIVILEGES.

(a) Members in good standing shall be entitled to the privileges of membership, including, without limitation: (i) to attend all congregational meetings of the Members, (ii) to have a voice and be heard at all congregational meetings of the Members, (iii) to enroll their children in the Hebrew and religious school programs operated by the synagogue in accordance with the rules and regulations established by the Board, (iv) to participate in religious services and study, and (v) to participate in the educational, social and cultural programs of the synagogue.

(b) Women shall be granted full and equal status in the religious life of the synagogue according to the guidelines established by the United Synagogue of Conservative Judaism.

(c) Jewish Members may vote at congregational meetings of the Members, hold congregational office and may serve on the Board, in accordance with the guidelines and procedures set forth herein.

SECTION 6. TRANSFER OF MEMBERSHIP. No Member may sell or otherwise transfer any membership.

SECTION 7. TERMINATION OF MEMBERSHIP. Any Member may be suspended by a two-thirds (2/3) vote of the Board for sufficient reason, as determined in good faith by the Board at any general or special meeting of the Board. Suspended Members are not in good standing and not entitled to any privileges of membership. Resignation from membership may be submitted by a Member at any time in writing to the attention of the Membership Committee. Resignation shall not relieve a Member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments or fees.

SECTION 8. PLACE OF MEETINGS; ELECTRONIC TRANSMISSION. Meetings of the Members shall be held either at the principal office of the Corporation or at any other place which may be designated by the Board or by a written consent of all Members entitled to vote thereat, given either before or after the meeting and filed with the Secretary. A meeting of the Members may be conducted, in whole or in part, by electronic transmission (conference call) or by electronic video screen communication provided that (a) the Board shall implement reasonable measures to provide Members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Members, including an opportunity to read or hear the proceedings of the meeting concurrently with those proceedings, and (b) if any Member votes or takes other action at the meeting by means of electronic transmission, a record of that vote or action shall be maintained by the Corporation.

SECTION 9. GENERAL MEETINGS. Two general meetings of the Members shall be held annually in May and December of each year, or such other dates as may be determined by the Board. Any proper business may be transacted at the meetings of the Members. The annual election of Directors shall occur at the December meeting (the "Election Meeting") and the annual approval of the Corporation's budget shall occur at the May meeting (the "Budget Meeting").

SECTION 10. SPECIAL MEETINGS. Special meetings of the Members may be called by the Board, the President or by five percent (5%) or more of the voting interest of the Members. Upon request in writing to the Board, the President, the Board or such officer, as applicable, shall expeditiously set a reasonable time and place for the meeting and shall cause notice to be given to the Members entitled to vote of the time and place of the meeting. If the notice is not given within twenty (20) days of the request, the persons entitled to call the meeting may give the notice and may specify the place (which, if

practicable, shall be the principal office of the Corporation), the date (which shall be at least ten (10) days after the date that the notice is given), the time and the purpose of the special meeting.

SECTION 11. NOTICE OF MEETINGS. Reasonable notice of each general and special meeting shall be given to Members. Such notice shall include (and be sufficient if it includes) at least (i) one (1) public announcement of the time and place thereof at each regular religious service during the two (2) weeks preceding the meeting, and (ii) one (1) written announcement, delivered in print or electronically. Nothing herein shall prohibit the giving of longer notice or notice by additional means other than as described herein. The notice of any special meeting of the Members shall, in addition to stating the place, date and time thereof, shall state the purpose or purposes of the meeting.

SECTION 12. QUORUM. Five percent (5%) of the voting power of all voting Members, or twenty (20) voting Members, whichever is greater, represented in person, by written ballot, or by proxy, shall constitute a quorum at meetings of the Members. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter shall be the act of the Members. The Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Members required to constitute a quorum. In the absence of a quorum, any meeting of Members may be adjourned from time to time by the vote of a majority of the votes represented either in person or by proxy, but no other business may be transacted.

SECTION 13. VOTING. Only Members in good standing shall be permitted to vote on matters that come before the Members. The election of Directors, and all matters pertaining to the sale, purchase, mortgage (subject to Article I, Section 7, above) or lease (for more than three (3) months) of any real property by the Corporation shall be voted on by written ballot. Ballots shall be mailed to each Member not less than ten (10) days prior to the meeting date. Ballots must be returned prior to the start of the meeting at which the vote is to be taken. In the elections of Directors, the candidates receiving the highest number of votes are elected and no cumulative voting is permitted.

SECTION 14. ACTION WITHOUT A MEETING. Any action which may be taken at any regular or special meeting of Members may be taken without a meeting if (a) the written ballot of every Member is solicited, (b) at or before the time the ballot must be returned, the Corporation receives the signed written approvals, setting forth the action so taken, equal to or exceeding the quorum required to be present at a meeting authorizing such action, and (c) the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of ballots cast. The ballot and any related material may be sent by electronic transmission by the Corporation and responses may be returned to the Corporation by electronic transmission. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted. Written ballots may not be revoked once delivered to the Corporation.

SECTION 15. RECORD DATE. In order that the Corporation may determine the Members in good standing and entitled to notice of or to vote at any meeting of Members or any adjournment thereof, or to express consent to any action in writing without a meeting, the Board may fix, in advance, a record date, which shall not be more than 60 nor less than 10 days before the date of such meeting, nor more than 60 days prior to any other action. If no record date is fixed the record date for determining Members entitled to notice of or to vote at a meeting shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. The record date for determining Members entitled to express consent to action in writing without a meeting, when no prior action by the Board of Directors is necessary, shall

be the day on which the first written consent is expressed. A determination of the Members of record and in good standing entitled to notice of or to vote at a meeting shall apply to any adjournment of the meeting; provided, however, that the Board may fix a new record date for the adjourned meeting.

SECTION 16. CONDUCT OF MEETINGS. The President shall preside as the Chairman at each meeting of the Members. The Chairman shall conduct each meeting in a businesslike and fair manner. The Board shall have the power to specify parliamentary rules to be implemented at meetings of the Members; however, the President's rulings on procedural matters at each meeting shall be conclusive and binding.

SECTION 17. SETTLING DISPUTES. If at any time there shall arise a dispute among the Members of the Corporation with regard to any religious law or custom bearing on congregational activities, proposed or established, the dispute shall first be mediated by the Rabbi. If the dispute is not thereby satisfactorily resolved, then upon petition of at least two-thirds of the Members, the Board shall submit the dispute to the United Synagogue Committee on Interpretation of Jewish Law (or a similar successor committee), and the decision of such committee shall be binding on the congregation.

ARTICLE III DIRECTORS

SECTION 1. POWERS. Subject to the provisions and limitations of the California Nonprofit Religious Corporation Law and any other applicable laws, and subject to the limitations of the Articles and these Bylaws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committee however composed; provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the Corporation, prescribe powers and duties for them as are consistent with law, the Articles and these Bylaws, fix their compensation and require from them security for faithful performance of their duties;

(b) To conduct, manage and control the affairs and activities of the Corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best;

(c) Except as limited by Article I, Section 7 above and Article III, Section 2 below, to borrow money and incur indebtedness on behalf of and for the purposes of the Corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities; and

(d) To implement programs in furtherance of the Corporation's purpose.

SECTION 2. DUTIES AND LIMITATIONS ON BOARD AUTHORITY. The Board will establish and oversee the policies, activities and finances of the Corporation, will prepare the annual budget for approval by the Members, and will be responsible for the hiring and oversight of personnel, with the following limitations:

(a) All checks under five thousand dollars (\$5,000.00) shall require the signature of one (1) director and all checks of five thousand dollars (\$5,000.00) or greater shall require the signatures of two (2) directors;

(b) The Board shall obtain at least two (2) bids for all expenditures in excess of \$10,000;

(c) The Board shall not have the authority (without approval by a majority of the Members) to enter into contracts with vendors or service providers (exclusive of employment contracts with clergy members) that are longer than five (5) years in duration or that have an annual cost greater than ten percent (10%) of the annual budget; and

(d) The Board shall not have the authority (without approval by a majority of the Members) to incur indebtedness in excess of One Hundred Fifty Thousand Dollars (\$150,000).

SECTION 3. DIRECTORS; QUALIFICATIONS; ELECTION & TERM.

(a) Number of Directors. The authorized number of directors shall be not fewer than sixteen (16) nor more than thirty-six (36) until changed by amendment to these Bylaws. The exact number of directors shall be fixed from time to time within such limit by a duly adopted resolution of the Board.

(b) Interested Directors. No more than 49 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the Corporation.

(c) Qualifications. Jewish Members in good standing for not less than six (6) months prior to nomination or appointment shall be eligible to serve as directors. Full time employees of the Corporation providing services to the Corporation in excess of one thousand (1000) hours per year are not eligible to serve as directors, except in *ex officio* positions as established by these Bylaws or by the Board.

(d) Election & Term. Directors shall be elected at the Election Meeting of the Members; however, if any such directors are not elected at an annual meeting, they may be elected at any special meeting of the Board held for that purpose. Other than At-Large Directors (as defined below), all directors will be elected for two (2) year terms, co-terminous with the term of office held by such director under Article 5, and may only serve one (1) term in the same office. The At-Large Directors will be elected for one (1) year terms of office, and may only serve two (2) consecutive terms as At-Large Directors. All directors are eligible for continued service in a new position. After a one (1) term lapse, any director shall be eligible for any director position that was previously held by such director. Each director, including a director elected to fill a vacancy, elected at a special meeting shall hold office until expiration of the term for which elected and until a successor has been elected and qualified, or until such director's earlier death, resignation or removal. The term of office of each director elected or appointed to fill a vacancy created by resignation, death or removal of his predecessor shall be the balance of the un-served term of his predecessor.

SECTION 4. BOARD COMPOSITION. The Board shall be comprised of the following voting directors:

(a) The following twenty-four (24) officers, each of whom shall be elected by the Members as set forth in Article 5, Section 2:

- (i) the Past President;
- (ii) the President;
- (iii) the Executive Vice President;
- (iv) the Secretary;
- (v) the Treasurer;
- (vi) the Vice President – Finance;
- (vii) the two (2) co-Vice Presidents - Ways & Means;
- (viii) the two (2) co-Vice Presidents - Membership;
- (ix) the two (2) co-Vice Presidents - Education;
- (x) the two (2) co-Vice Presidents - Ritual;
- (xi) the two (2) co-Vice Presidents - Housing;
- (xii) the two (2) co-Vice Presidents - Social Action;
- (xiii) the two (2) co-Vice Presidents - Publicity;
- (xiv) the two (2) co-Vice Presidents - Youth; and
- (xv) the two (2) co-Vice Presidents - Child Development Center.

(b) Representatives of the Sisterhood and Mens' Club, as follows:

- (i) up to one (1) representative from the Sisterhood; and
- (ii) up to one (1) representative from the Mens' Club.

(c) Five (5) to ten (10) at-large representatives of the Members (the "At-Large Directors").

(d) The following employees of the Corporation shall be *ex-officio* non-voting members of the Board:

- (i) the Rabbi;
- (ii) the Cantor;
- (iii) the Executive Director;
- (iv) the Religious School Director;
- (v) the Child Development Center Director;
- (vi) the Youth Department Director; and
- (vii) such other employees of the Corporation that the Board may designate as *ex officio*

non-voting members of the Board.

SECTION 5. VACANCIES.

(a) Resignation. Any director may resign by giving notice to the President or the Secretary, in writing or by electronic mail. The resignation shall be effective when the notice is given, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the Board may elect a successor to take office when the resignation becomes effective.

Except on notice to the Attorney General of California, no director may resign if the Corporation would be left without a duly elected director or directors.

(b) Events Causing Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of (i) the death or resignation of any director, (ii) the increase of the authorized number of directors, or (v) the failure of the members of the Board, at any meeting of the Board at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

(c) Removal. Any director may be removed from office in the event that (i) such director is convicted by a court of competent jurisdiction of any felony, or of any crime of fraud or moral turpitude, or (ii) for any reason if two-thirds (2/3) of the directors then serving on the Board vote for such director's removal; provided, however, that such vote must be taken by secret ballot at a special meeting of the Board called for the purpose of considering the removal and noticed in writing to all directors at least two (2) weeks prior to the meeting date, and the affected director shall be given the opportunity to be heard at the meeting.

(d) Filling Vacancies. Vacancies on the Board may be filled by a vote of the majority of the remaining directors then in office, although less than a quorum, or by a sole remaining director. Each director so selected shall hold office until the expiration of the term of the replaced director or until a successor has been selected and qualified.

SECTION 6. PLACE OF MEETING. Meetings of the Board shall be held at any place within the County of Orange, State of California, or such other place within the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the Corporation's principal office.

SECTION 7. REGULAR MEETINGS. Regular meetings of the Board shall be held on the fourth (4th) Thursday of every month, or on such dates and at such times and places as may be fixed by the Board.

SECTION 8. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Executive Vice President or any two directors.

(b) Notice. Special meetings of the Board shall be held upon four (4) business days' notice by first-class mail or forty-eight (48) hours' notice given personally, by telephone (including a voice messaging system) or by e-mail or such other similar means of communication. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the Corporation or as may have been given to the Corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. The notice shall state the time of the meeting and the place if the place is other than the principal office of the Corporation. It need not specify the purpose of the meeting.

(c) Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its

commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9. QUORUM. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 10 below. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 10. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

SECTION 11. TELEPHONIC PARTICIPATION. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

SECTION 12. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an "interested director" as defined in Section 9243 of the California Corporations Code shall not be required for approval of the transaction. Such consent or consents shall have the same force and effect as any other validly approved action of the Board and shall be filed with the minutes of the proceedings of the Board.

SECTION 13. RIGHTS OF INSPECTION. Every director (or agent or attorney of such director) shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation of which such person is a director.

SECTION 14. STANDARDS OF CONDUCT. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Religious Corporation Law (Section 9243 through 9247) which shall be adhered to in all respects by all directors, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorships, (iii) creation of and appointments to committees of the Board, and (iv) indemnification of directors.

ARTICLE IV COMMITTEES, TASK FORCES AND AUXILIARIES

SECTION 1. IN GENERAL.

(a) Board Committees. The Board may appoint one or more Board committees (including the Standing Board Committees identified in Section 2 below), each consisting of two or more directors

and (except as specified below) any number of other persons who are not directors, and delegate to such committees any of the authority of the Board except with respect to:

- (i) The taking of any final action for which the California Religious Corporation Law also requires approval of the Members or approval of a majority of all Members;
- (ii) The filling of vacancies on the Board or on any committee that has the authority of the Board;
- (iii) The fixing of compensation of the directors for serving on the Board or on any committee;
- (iv) The amendment or repeal of Bylaws or the adoption of the new Bylaws;
- (v) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (vi) The appointment of other committees of the Board or the members of committees of the Board;
- (vii) The expenditure of corporate funds for any purpose; or
- (viii) The approval of any contract or transaction to which the Corporation is a party.

Any Board committee must be created, and the members thereof appointed, by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe rules for the government of any such Board committee, provided they are consistent with these Bylaws or, in the absence of any such prescription, the committee may adopt such rules. The meetings and other actions of any such committee shall be governed by, held, and taken in accordance with the provisions of Article III applicable to meetings and actions of the Board, except that the time and place for meetings of such committees may be determined by the committee Chairperson. All Board committees shall keep regular minutes of their proceedings whenever such committee takes action that constitutes action of the Board, in accordance with authority ceded to such committee by the Board, and shall cause such minutes to be filed with the Corporate records. All Board committees shall report to the Board from time to time as the Board may require.

(b) Subject Matter Committees. Each Vice President shall chair a subject matter committee, with such duties as each such Vice President shall designate and oversee within his or her subject area. The members of each committee shall be appointed by the Vice President chairing the committee, and shall consist of at least two (2) Members. Such subject matter committees shall not have the power or authority of the Board but shall merely recommend action to be taken by the Board.

(c) Ad Hoc Committees and Task Forces. The President shall have the authority to create ad hoc committees and task forces to report to and recommend action to the Board of Directors, and to appoint directors and Members to serve on such ad hoc committees and task forces. Such ad hoc committees and task forces shall not have the power or authority of the Board but shall merely recommend action to be taken by the Board.

(d) Auxiliaries. The Corporation may operate any number of auxiliary organizations, which shall be under the authority and oversight of the Board. The activities of auxiliary groups shall be conducted in the best interests of the Corporation. Without limiting the foregoing, the following auxiliary organization may be operated by the Corporation: Sisterhood, Men's Club, Shofar (newsletter), United

Synagogue Youth (USY) and Child Development Center. To the extent any auxiliary group adopts its own constitution and/or bylaws, such document must be (i) not inconsistent with these Bylaws, and (ii) shall be subject to review and approval by the Board, at the Board's discretion. Membership in auxiliary groups may be, at such group's option, open to both Members and non-Members; provided, however, that the two (2) most senior officers of any auxiliary group must be Members.

SECTION 2. STANDING BOARD COMMITTEES. The Executive Committee and the Nominating Committee, which shall be comprised as set forth below, shall be the standing committees of the Board. The Board shall have the authority to designate other standing committees from time to time, and shall establish guidelines for each standing committee, its chairperson and its members.

(a) Executive Committee. The Executive Committee shall consider and recommend action by the Board as needed from time to time. The Executive Committee shall be comprised of the Past President; the President; the Executive Vice President; the Secretary; the Treasurer and the Vice President - Finance. The President shall chair the Executive Committee.

(b) Nominating Committee. The Nominating Committee shall be responsible for developing a slate of officers and directors annually. The Nominating Committee shall consist of seven (7) members. The members of the nominating committee shall be recommended by the President to the Board, and appointed by the Board annually, and shall consist of three (3) directors, three (3) non-director Members, and a chairperson to be selected by the President (which chairperson may be a director or a non-director Member).

ARTICLE V OFFICERS

SECTION 1. OFFICERS. The officers of the Corporation shall be the President, a Secretary and a Treasurer. The Corporation may appoint an Executive Vice President, Past President, and any number of Vice Presidents as the Board may create. The Corporation may also have such other officers as may be elected or appointed in accordance with the provisions of this Article V. Any number of offices may be held by the same person; provided, however, that neither the Secretary nor the Treasurer may serve concurrently as a President.

SECTION 2. ELECTION. The officers of the Corporation shall be appointed by the Members, and shall serve at the pleasure of the Board. Officers shall hold their respective offices for one (1) two-year term, or until their resignation, removal or other disqualification from service.

SECTION 3. REMOVAL AND RESIGNATION. Any officer may be removed from office in the event that (i) such officer is convicted by a court of competent jurisdiction of any felony, or of any crime of fraud or moral turpitude, or (ii) for any reason if two-thirds (2/3) of the directors then serving on the Board vote for such officer's removal; provided, however, that such vote must be taken by secret ballot at a special meeting of the Board called for the purpose of considering the removal and noticed in writing to all directors at least two (2) weeks prior to the meeting date, and the affected officer shall be given the opportunity to be heard at the meeting. Any officer may resign at any time by giving written notice to the Corporation. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled by the Board for the completion of the term until the

next regular election to such office, provided that such vacancies may be filled as they occur and not on an annual basis.

SECTION 5. PRESIDENT. The Corporation shall have a President. Subject to such supervisory powers, if any, as may be given by the Board to other officers, if any, and subject to the control of the Board, the President shall be the general manager and chief executive officer of the Corporation and shall supervise, direct and control the business and officers of the Corporation. The President shall be the Chairman of the Board and shall preside at all meetings of the Board. Each President has the general powers and duties of management usually vested in the office of president and general manager of a Corporation and such other powers and duties as may be prescribed by law or by the Board. The President shall have the authority to create ad hoc committees and task forces comprised of Board members, Members and/or non-Members to be selected by the President, to report to and recommend action to the Board of Directors.

SECTION 6. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees. The minutes of meetings shall include the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given and shall have such other powers and perform such other duties as may be prescribed by law or by the Board.

In the event of a President's absence or disability and the Vice President's absence or disability, the Secretary shall call a meeting of the Board to address such officers' absence or disability.

SECTION 7. TREASURER. The Treasurer of the Corporation shall be the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the Corporation. The Treasurer shall send or cause to be sent to the directors, no later than 120 days after the close of the Corporation's fiscal year, such financial statements and annual reports and statements as are required to be given by law, these Bylaws or the Board. The books of account shall at all reasonable times be open to inspection by any director. The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to a President and the directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by law or by the Board.

SECTION 8. EXECUTIVE VICE PRESIDENT. If one is elected, the Executive Vice-President shall assist the President in the discharge of all duties and, in case of absence, resignation, death or disability of the President, shall discharge all the duties of the office of President, and shall have such other powers and perform such duties as may be prescribed by law or by the Board.

SECTION 9. PAST PRESIDENT. The president holding office immediately prior to the election shall be entitled to serve one term on the Board as the Past President. The Past President shall

serve as an advisor to the President, and shall have such other powers and perform such duties as may be prescribed by law or by the Board.

SECTION 10. VICE PRESIDENTS. The Board may appoint up to two (2) individuals to hold each of the following Vice-President positions, among others to be designated by the Board from time to time: Vice President – Finance, Vice President - Ways & Means, Vice President – Membership, Vice President – Education, Vice President –Ritual, Vice President – Housing, Vice President - Social Action, Vice President – Publicity, Vice President – Youth, and Vice President – Child Development Center. The Vice Presidents shall preside over matters and committees within their subject area, and shall have such other powers and perform such duties as may be prescribed by law or by the Board. At any given time each office of Vice President may be held by two (2) persons, with staggered two (2) year terms.

SECTION 11. FEES AND COMPENSATION. The officers of the Corporation shall not receive compensation for their services, however, officers may receive such reimbursement for expenses actually incurred, as may be fixed or determined by the Board consistent with the purposes of this Corporation.

ARTICLE VI OTHER PROVISIONS

SECTION 1. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

SECTION 2. AMENDMENTS. Except as set forth below, the Board may adopt, amend or repeal Bylaws by the Board. The Board may not extend the term of a director beyond that for which the director was elected. Once voting Members have been admitted to the Corporation, the Board may not, without the approval of the Members, specify or change any Bylaw provision that would:

- (a) change the minimum or maximum number of directors in the range provided for in the Bylaws;
- (b) increase or extend the terms of directors;
- (c) allow any director to hold office by designation or selection rather than by election by the Members;
- (d) increase the quorum for Members' meetings;
- (e) repeal, restrict, create, expand, or otherwise change proxy rights; or
- (f) authorize cumulative voting.

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Members, provided, however, that if the Corporation has more than one class of voting Members, any amendment that would materially and adversely affect the right of the class as to voting and transfer, in a manner different than the action affects another class, must be approved by the Members of that adversely affected class. Any provision of these Bylaws that requires the vote of a larger proportion of the Members than otherwise is required by law may not be altered, amended, or repealed except by the vote

of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

SECTION 3. CONSTRUCTIONS AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the General Provisions of the California Corporation Law and in the California Nonprofit Religious Corporation Law shall govern the construction of these Bylaws.

SECTION 4. FISCAL YEAR. The fiscal year of this Corporation shall end on June 30 of each year.

ARTICLE VII INDEMNIFICATION

SECTION 1. DEFINITIONS. For the purposes of this Article VII, “agent” means any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Section 4 or 5(c) of this Article VII.

SECTION 2. ACTIONS BY THIRD PARTIES. The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 9243 of the California Nonprofit Religious Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

SECTION 3. ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the Corporation, or brought under Section 9243 of the California Nonprofit Religious Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

SECTION 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the Corporation has been successful on the merits in the defense of any proceeding referred to in Section 2 or 3 of this Article VII or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SECTION 5. REQUIRED DETERMINATIONS. Except as provided in Section 4 of this Article VII, any indemnification under this Article VII shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article VII, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding;

(b) Approval of the voting Members (if any), with the persons to be indemnified not being entitled to vote thereon; or

(c) The court in which such proceeding is or was pending upon application made by the Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the Corporation.

SECTION 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 9246 of the California Nonprofit Religious Corporation Law prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VII.

SECTION 7. OTHER INDEMNIFICATION. No provision made by the Corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of voting Members (if any) or directors, an agreement or otherwise, shall be valid unless consistent with this Article VII. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

SECTION 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article VII, except as provided in Section 4 or 5(c), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the voting Members (if any) or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 9. INSURANCE. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of this Article VII; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 9243 of the California Nonprofit Religious Corporation Law.

SECTION 10. FIDUCIARIES OF EMPLOYEE BENEFIT PLANS. This Article VII does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in Section 1 of this Article VII. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

CERTIFICATE OF SECRETARY

I hereby certify that I am the duly elected and acting Secretary of B'nai Israel, a California Nonprofit Religious Corporation, that the above Amended and Restated Bylaws are the Bylaws of this Corporation as adopted by the Board on October 27, 2011.

By _____
Cheryl Ezra, Secretary