

BYLAWS OF JEWISH FEDERATION OF GREATER SEATTLE

Amended and Restated as of March 27, 2026

Article	Title	Page
I.	Name	3
II.	Purposes	3
III.	Membership	3
IV.	Officers and Board of Directors	4
V.	Officers	7
VI.	Standing Committees	8
VII.	Committee Appointments, Structure and Operation	14
VIII.	Executive Personnel	14
IX.	Meetings	15
X.	Amendment of Bylaws	18
XI.	Director Liability	19
XII.	Indemnification	19
XIII.	Accommodation of Gifts	22

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Amended and Restated as of March __, 2026

Article	Title	Page
XIV.	Jewish Federation as Trustee	23
XV.	Rules of Procedure	23

PREAMBLE

The Jewish Federation of Greater Seattle’s mission is to ensure a vibrant, thriving Jewish community that is connected to Israel and the world Jewish community. The role of the Jewish Federation of Greater Seattle is to serve as a community leader and central voice, identify the needs of the Jewish community, and support innovative and meaningful programs and experiences that foster a strong Jewish community

ARTICLE I

NAME

The name of the corporation shall be Jewish Federation of Greater Seattle, hereinafter referred to as “the Jewish Federation.”

ARTICLE II

PURPOSES

The purposes of the Jewish Federation shall be:

1. To be the leading, unifying and coordinating force in the Jewish community, sensitive to and serving the needs of the community while strengthening partnerships among the Jewish Federation, Jewish communal organizations and donors.
2. To develop strategies and tactics that will enhance the quality of local Jewish life through investments, innovation and strategic partnerships.
3. To conduct fundraising campaigns to address community needs.
4. To promote charitable, educational, and other philanthropic endeavors in the local, national and global Jewish communities.

ARTICLE III

MEMBERSHIP

A member of the Jewish Federation shall be any individual who supports the mission and purposes of the Jewish Federation through a gift. A member includes the spouse/partner of an individual who makes a gift, unless expressly requested otherwise, as well as any individual(s) who make a recommendation or gift through a donor advised fund or charitable trust. Membership begins upon

acceptance of the pledge and continues through the fiscal year following the campaign year in which the pledge is made. The Jewish Federation Board reserves the right to deny or revoke membership from individuals whose actions or intentions are deemed to subvert the purposes of the Jewish Federation as stated in Article II. This right will be exercised only in the most extreme circumstances and requires an affirmative vote by seventy-five percent (75%) of the voting Directors present at a meeting of the Board.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

A. Powers of the Board

All rights, duties and privileges of the Jewish Federation shall be exercised and performed by the Board of Directors (the Board). The Board is the governing body of the Jewish Federation responsible for determining the Jewish Federation budget including allocations and grants, hiring and firing of the President & CEO and setting and supporting the policies that govern all Jewish Federation activities. The Board may delegate certain powers and duties to various committees to the extent permitted under applicable Washington State law.

B. Composition of the Board

The Board shall be composed of:

1. Eighteen (18) elected Directors including the Officers
2. Up to three (3) additional Directors who may be appointed by the Board Chair for a one-year term;
3. During such person's appointment, the chair of each of the following standing committees, unless such person is already an elected Director:
 - a) Audit
 - b) Jewish Community Relations Council (JCRC)
 - c) Campaign
 - d) Foundation
 - e) Community Security
 - f) Israel and Overseas
4. The past Board Chairs of the Jewish Federation shall serve on the Board as ex-officio Directors without a vote, except for the Immediate Past Board Chair who will be entitled to a vote; and

5. One representative from each of the Washington Coalition of Rabbis and the Va'ad HaRabanim of Greater Seattle may serve on the Board as an ex-officio Director without a vote.

C. Selection and Terms of Directors

1. The elected Board shall be divided into three classes, as nearly equal in number as possible, designated: Class I, Class II and Class III. At each Annual Membership Meeting, a Class of six (6) Directors shall be elected for a three-year term and additional Directors shall be elected for such vacancies as may exist for the remainder of any term.
2. Each elected Director shall serve for a 3-year term beginning on July 1st and ending on June 30th of the final year of their term (or if filling a vacancy, such an earlier date as the terms in such Class expires).
3. Vacancies occurring among elected Officers and Directors other than Board Chair shall be filled by the Board, upon recommendation of the Board Chair, and shall serve until the following June 30th. The remainder of the term, if any, will be filled by an individual recommended by the Nominating Committee and elected at the next Annual Membership Meeting.
4. No person shall serve as a Director who is not a member of the Jewish Federation. No person shall serve for more than nine (9) consecutive years as a voting Director. Such nine (9) year period shall only be extended for the Board Chair and the Immediate Past Board Chair to complete their terms. No person shall serve again until twelve (12) months after their last term. No Director shall be nominated for a term they are unable to complete in full,

D. Nomination and Election of Officers and Directors

1. The Nominating Committee shall submit to the Board in writing at least ninety (90) days prior to the Annual Membership Meeting its nominations of one (1) candidate who has agreed to serve for each of the Directors and Officers positions which are to be filled at the forthcoming Annual Membership Meeting. The Board shall approve each nominee at least sixty (60) days prior to the Annual Membership Meeting by a two-thirds (2/3) vote of those present and voting at a regular meeting of the Board, while in executive session.
2. The Nominating Committee or nominating petition (as provided in Section 4 below) shall designate with respect to each person nominated for Director whether he or she is a candidate for a full term or for the remainder of an unexpired term.

3. At least forty-five (45) days before the Annual Membership Meeting, the Secretary shall give notice to the Members, by electronic communication (e-mail) to Members which shall inform the Members of (a) the time and place of the meeting, (b) the candidates approved by the Board, (c) the term for which each was nominated, and (d) the procedure by which other candidates can be nominated by petition.
4. Other candidates for Officer and Director positions may be nominated by a petition containing the signatures of at least one hundred fifty (150) Members submitted to the Secretary at least thirty (30) days before the Annual Membership Meeting.
5. If candidates have been nominated by petition, then, at least fifteen (15) days before said meeting, the Secretary shall give notice to the Members by electronic communication (e-mail) which shall inform them of (a) the time and place of the meeting and (b) all of the candidates nominated for election as Directors and the terms for which each was nominated.
6. Any election in which the number of candidates for any particular term exceeds the Director positions to be filled for such terms shall be conducted by means of a secret ballot at the Annual Membership Meeting. The candidates approved by the Board shall be identified as such on the ballot. Candidates equal in number to the Director positions to be filled for each term, who receive the highest number of votes cast at the Annual Membership Meeting for such terms shall be deemed elected.
7. Voting at the Annual Meeting shall be by a simple majority of the Membership present. There shall be no cumulative voting for Directors.

E. Removal of Directors

A Director (which for the purpose of this paragraph includes Officers) may be removed with or without cause, by a two-thirds (2/3) vote of those present and voting at a regular meeting of the Board.

1. Cause - Any Director
 - a. who is absent without adequate excuse from three (3) consecutive regular meetings of the Board,
 - b. or who is guilty of misconduct as described in RCW 24.03A.530(5) (and any amending provisions),
 - c. or who is unable or unwilling to discharge the duties of his or her office, shall be subject to a vote of removal.
2. Notice - The Board Chair shall give such Director written notice of impending dismissal after the second successive absence without adequate excuse or for other cause, as described in RCW 24.03A.530 (2) (and any amending provisions).

ARTICLE V

OFFICERS

A. General

Officers of the Jewish Federation shall be the Board Chair, Secretary, Treasurer, up to four (4) Vice-Chairs, and a Chair-Elect. The Board in its discretion and subject to the nominating process in Article IV, may decide to leave the position of Chair-Elect and up to three (3) Vice Chairs vacant for any given term. The appointment and tenure of the President & CEO is governed by Article VIII, Section A. The President & CEO is a hired position and shall not be considered an Officer for purposes of Article IV and this Article V.

B. Election and Terms of Office

1. Officers

The slate of officers approved by the Board shall be elected at the Annual Membership Meeting. If a position has a candidate nominated by petition pursuant to Article IV.D.4, the candidate who receives the highest number of votes shall be deemed elected.

2. Terms of Office

Officers shall be elected for a term of one year. Officers, except for Vice-Chairs shall not serve for more than three terms consecutively in the same office. Term limits for Officers shall take effect on July 1, 2027.

3. Duties of Officers

1. The Board Chair shall:

- a. Call and preside at all meetings of the Board and the Membership;
- a. Appoint chairs of committees, except the Nominating Committee;
- b. Exercise primary supervisory authority over the President & CEO;
- c. Perform all other duties incident to the office of Board Chair

2. The Vice Chair(s) shall:

- a. Perform all duties delegated by the Board Chair;
- b. Perform all other duties incident to the office of Vice Chair

3. The Secretary shall be responsible for:

- a. Maintaining accurate minutes of all Membership, Board, and Executive Committee meetings;

- b. Seeing that all notices are duly given in accordance with the provisions of these By-laws or as required by law;
- c. In general, performing all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board Chair.

The Secretary may delegate his or her duties to the President & CEO, or an appropriate member of the Federation staff.

- 4. The Treasurer shall be responsible for:
 - a. Reviewing and maintaining the Federation's financial records
 - b. Serving as Chair of the Fiscal Management Committee;
 - c. In general performing all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board Chair

In the event of a short term absence of the Board Chair, his or her duties shall be exercised by the Chair-Elect or a Vice-Chair. In the event of death or resignation of any Officer, the successor shall be elected by the Board.

ARTICLE VI

STANDING COMMITTEES

A. Standing Committees

The following shall be standing committees, which, except for the Executive Committee, shall be advisory committees pursuant to RCW 24.03A.575. Advisory committees are not committees of the Board and may not exercise the powers of the Board:

- 1. Executive;
- 2. Fiscal Management (with the subcommittee of Investment);
- 3. Campaign;
- 4. Nominating;
- 5. Audit;
- 6. Jewish Community Relations Council (JCRC) (with the subcommittees of Public Advocacy and Membership);
- 7. Foundation;
- 8. Personnel;
- 9. Board Development;
- 10. Community Security
- 11. Israel & Overseas

No committee shall have the authority to: (a) amend, alter, or repeal these Bylaws; (b) elect, appoint, or remove any member of any other committee or any Director or Officer of the Jewish Federation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another entity; (e) authorize the sale, lease or exchange of all or substantially all of the property and assets of the Jewish Federation not in the ordinary course of business; (f) authorize the voluntary dissolution of the Jewish Federation or revoke proceedings therefor; (g) adopt a plan for the distribution of the assets of the Jewish Federation; or (h) amend, alter, or repeal any resolution of the Board which by its terms provides that it shall not be amended, altered, or repealed by a committee. The designation and appointment of any such committees and the delegation thereto of authority shall not relieve the Board or any individual Director of any responsibility imposed upon it, him, or her by law.

B. Committee Composition and Function

The composition and the functions of the standing committees shall be as follows:

1. Executive Committee

Role: The Executive Committee shall have and exercise all the powers and authority of the Board in emergencies, for time sensitive matters, when the Board Chair deems it impractical to call a special meeting of the Board or when the matter is of a sensitive nature or requires a high degree of confidentiality. The Executive Committee may discuss matters as the Board Chair deems appropriate from time to time. All actions by the Executive Committee shall be reported to the Board not later than the next regular Board meeting following such actions and shall be subject to revision or alteration by the Board.

Composition: The Executive Committee shall consist of the following voting members, all of whom must be Directors:

1. Board Chair;
2. Board Vice-Chair(s);
3. Chair-Elect (if one exists);
4. Campaign Chair;
5. Jewish Community Relations Council Chair
6. Treasurer (Chair of the Fiscal Management Committee);
7. One (1) Director who may be appointed by the Board Chair at his or her discretion;
8. Secretary; and
9. Immediate Past Board Chair.

2. Fiscal Management Committee

Role: The Fiscal Management Committee shall supervise and oversee the financial and administrative affairs of the Jewish Federation and report thereon from time to time to the Board. The Investment Committee is a subcommittee of the Fiscal Management Committee that oversees the Federation's investment strategies and policies..

Composition: The Fiscal Management Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair who shall be the Treasurer of the Jewish Federation;
2. Board Chair;
3. Not fewer than five (5) additional members, at least three (3) of whom shall be Directors.

The Investment Subcommittee shall consist of a chair, the Fiscal Management Committee chair and six (6) additional members, at least five (5) of whom shall have expertise in investment matters.

3. Campaign Committee

Role: The Campaign Committee shall oversee the overall strategic plan for the annual community campaign and special campaigns, as needed. The Committee establishes campaign policies and procedures and is responsible for holding events to enhance the community campaign. The Committee is responsible for helping to grow Affinity Groups, such as, but not limited to, the Ben-Gurion Society, National Young Leadership Cabinet, Women's Philanthropy, and the Cardozo Society.

Composition: The Campaign Committee shall consist of the following voting members to be appointed each year by the Board Chair with ratification by the Board:

1. Chair;
2. Board Chair;
3. No fewer than four (4) additional members.

4. Nominating Committee

Role: The Nominating Committee is responsible for recruiting and nominating a slate of Directors and Officers each year. The Nominating Committee's goal is to ensure that the Jewish Federation has a Board that represents the diversity of the Seattle Jewish community and to ensure future leadership.

Composition: The Nominating Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair who generally will be the Immediate Past Board Chair;
2. Board Chair;
3. Board Chair-elect (if one exists)
4. Chair of the Board Development Committee; and
5. No fewer than five (5) additional members, three (3) of whom are Directors whose terms are not expiring in the current fiscal year.

5. Audit Committee

Role: The purpose of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities for the financial reporting process, hiring and terminating audit firms, overseeing conflicts of interest, the system of internal control over financial reporting, the audit process, and the Jewish Federation’s process for monitoring compliance with laws and regulations and the Jewish Federation policies as they relate to the financial affairs of the Jewish Federation. The Audit Committee will provide an open avenue of communication between external auditors and the Board. The Audit Committee will also provide a forum for Jewish Federation staff wishing to discuss financial issues in a neutral environment (“whistle blower protection”).

The Audit Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- a. Retain outside counsel, accountants or others to advise the Committee or assist in the conduct of an investigation;
- b. Seek any information it requires from employees, or external parties;
- c. Meet with Officers, external auditors or outside counsel, as necessary.
- d. Review the audit and Form 990 tax filings prior to submitting them to the Board for approval.

Composition: The Audit Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair;
2. Chair of the Fiscal Management Committee (who may not serve as Chair of the Audit Committee); and
3. At least three (3) additional members, no fewer than two (2) of whom shall be Directors.

Each member of the Audit Committee shall be financially literate. When possible, at least one practicing CPA familiar with not-for-profit accounting and/or tax issues should be appointed to the Audit Committee. The Board Chair shall not serve on this committee.

6. Public Affairs Committee

Role: The Public Affairs Committee is the “Advisory Board” of the Jewish Community Relations Council (JCRC), which strives to represent the broader Jewish community through its membership.

Composition: The Public Affairs Committee shall consist of the following voting members to be appointed each year by the Board Chair with ratification by the Board.

1. Chair;

2. Immediate Past Chair;
3. Chair-Elect (if one exists);
4. Public Advocacy subcommittee Chair
5. Membership subcommittee Chair
6. Two (2) additional Directors
7. One (1) additional non-Director recommended by the JCRC Membership subcommittee
8. Up to two (2) additional non-Directors recommended by the JCRC Chair
9. Board Chair (or their designee)

7. Foundation Committee

Role: The Foundation Committee shall oversee the operations of the Seattle Jewish Community Foundation. The Committee reviews and recommends Foundation related policies and procedure updates to the Board. The Committee supports and promotes programs and campaigns to encourage the growth of the Foundation.

Composition: The Foundation Committee shall consist of the following voting members to be appointed each year by the Board Chair with ratification by the Board:

1. Chair;
2. Board Chair;
3. Chair of the Campaign Committee;
4. Chair of the Fiscal Management Committee; and
5. No fewer than two (2) additional members.

8. Personnel Committee

Role: The Personnel Committee evaluates the performance of the President & CEO of the Jewish Federation, provides guidance to the Board Chair and President & CEO on sensitive personnel matters, sets overall personnel policies and determines that the compensation of the President & CEO is appropriate.

Composition: The Personnel Committee shall consist of the following voting members to be appointed each year by the Board Chair with ratification by the Board:

1. Chair, who shall be an elected Director;
2. Board Chair;
3. Board Chair-Elect (if one exists);
4. Immediate Past Board Chair;
5. Chair of the Fiscal Management Committee; and
6. No fewer than two (2) additional voting Directors.

9. Board Development Committee

Role: The Board Development Committee is responsible for ensuring a strong, effective, and sustainable Board. The Committee identifies needs for the nominating committee in order to create a diverse board and leadership pipeline. It manages the processes for onboarding, training and evaluating Board members.

Composition: The Board Development Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair, who shall be an elected Director;
2. Board Chair;
3. Chair of the Campaign Committee;
4. Chair of Nominating Committee; and
5. No fewer than three (3) additional members.

10. Community Security Committee

Role: The Community Security Committee is responsible for supporting the security activities of the Federation, which serves the Washington State Jewish Community. The Committee is also responsible for reviewing and approving security grant requests submitted by the Washington State Jewish Community.

Composition: The Community Security Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair
2. Board Chair
3. No fewer than three (3) additional members, at least one (1) of whom must be a Director.

11. Israel and Overseas Committee

Role: The Israel and Overseas Committee shall review and recommend to the Board for approval Israel and Overseas grant requests on an annual, and as needed basis. The Israel and Overseas Committee shall also be responsible for strengthening the Jewish Community's ties to Israel and World Jewry through local programs and events.

Composition: The Israel and Overseas Committee shall consist of the following voting members, to be appointed each year by the Board Chair with ratification by the Board:

1. Chair
2. No fewer than five (5) additional members, at least three (3) of whom must be current Directors.

C. Other Committees

The Board Chair may, from time to time, establish other committees or task forces, as needed, that shall be required to report periodically to the Board.

ARTICLE VII

COMMITTEE APPOINTMENTS, STRUCTURE AND OPERATION

Unless otherwise provided in the Articles of Incorporation or Bylaws:

1. The chair and vice-chair and the members of all committees shall be appointed by the Board Chair, subject to approval by the Board.
2. All committee and subcommittee members are subject to approval by the Board.
3. All committee and subcommittee members must be Members of the Jewish Federation.
4. Each committee shall exercise only those powers and perform those functions that may be designated by the Board. The Board reserves the right to review the actions of all committees.
5. Each committee shall have the power to establish subcommittees and to select the members of such subcommittees in such a manner as the committee may determine. The members of the subcommittee need not necessarily be members of the committee.
6. 60% of the total membership of any committee, however in any case no less than four(4) members, shall be deemed a quorum to conduct committee business.

ARTICLE VIII

EXECUTIVE PERSONNEL

A. President & CEO

The Board shall employ a President & CEO who, subject to its power and control, shall be the chief professional officer of the Jewish Federation, responsible to the Board for the overall management and direction of the Jewish Federation in accordance with policies promulgated by the Board. The President & CEO shall act as the duly authorized representative of the Board in all administrative matters for which the Board has not formally designated another representative. The President & CEO shall be empowered to

perform all acts and to execute all documents necessary in the day-to-day management of the Federation and to accomplish the actions taken by the Board. The President & CEO shall make periodic reports to the Board, sufficient to enable the Board to properly discharge its functions and responsibilities.

B. Other Executive Personnel

The President & CEO, in consultation with the Board Chair, shall appoint and employ such other executive staff as may be necessary for the proper and efficient operation of the Jewish Federation within the budget provided.

ARTICLE IX

MEETINGS

A. Membership

1. Annual Membership Meeting

An annual meeting of the members of the Jewish Federation shall be held each year during May or June, at such time and place as may be determined by the Board. The agenda for the annual meeting shall include voting for the Directors and Officers for the following fiscal year, as well as any other business that the Board Chair deems appropriate.

2. Special Membership Meetings

Special membership meetings may be called at any time by the Board Chair and must be called within twenty (20) and not less than five (5) days upon written request of at least ten (10) voting Directors or, upon the written request of at least one hundred fifty (150) members of the Jewish Federation, which request shall state the purpose or purposes of the meeting.

3. Notice of Membership Meetings

Not less than forty-five (45) days' notice shall be given of an Annual Membership Meeting, except as otherwise noted herein and at least five (5) days' notice shall be given of a special meeting of the Members. The date of record for determining Membership shall be the day before the notice is given. Notices of special meetings shall state the purpose or purposes thereof, and the business of such meetings shall be restricted to such purposes. Any notice shall inform the Members of (a) the time and place of the meeting, and (b) the purpose or purposes for which the meeting has been called. Annual and special meetings may be conducted remotely. In addition, Members may participate in any in-person meeting of the Members using a

conference telephone or similar electronic communications equipment whereby all meeting participants can simultaneously participate with each other in the meeting. A Member participating in a meeting by these means is considered present in person at the meeting. Notice and complete instructions for participating in the meeting remotely must be delivered to each Member by a means which he or she has authorized.

4. Quorum for Membership Meetings

A quorum for the transaction of business at any meeting of the Members of the Jewish Federation shall be fifty (50) members. Members participating by remote communication can be used to establish a quorum.

5. Proxy and Absentee Voting

Voting by proxy or absentee ballot shall not be permitted at any meeting of the Members.

B. Board of Directors

1. Regular Directors' Meetings

The Board shall meet at least eight (8) times each year at such time and place as may be determined by the Board. Not less than five (5) days written notice shall be given of a regular meeting of the Board.

2. Special Directors' Meetings

Special meetings of the Board may be called by the Board Chair and must be called upon written request of at least four (4) Directors. Such meeting shall be held within ten (10) days from the receipt of the written request. Not less than five (5) days written notice shall be given of a special meeting of the Board. The meeting notice shall state the purpose or purposes of the meeting.

3. Quorums for Directors' Meetings

A quorum for the transaction of business at any meeting of the Board shall be 60% (sixty percent) of the voting Directors, not including vacant positions, rounded down to the nearest whole number, but in no case less than 10 (ten) Directors.

4. Remote Participation in Board or Committee Meetings

Meetings of the Board or any committee may be conducted remotely. In addition, Directors or any committee members may participate in any in-person meeting of the Board or a committee using a conference telephone or similar electronic

communications equipment whereby all meeting participants can simultaneously participate with each other in the meeting. A Director or committee member participating in a meeting by these means is considered present in person at the meeting. Notice and complete instructions for participating in the meeting remotely must be delivered to each Director or committee member by a means which he or she has authorized.

C. Voting by Proxy

No vote by proxy shall be permitted at any meetings of the Board or any committee.

D. Conflicts of Interest/Interested Directors.

If the Jewish Federation enters into a transaction with a Director (the “Interested Director”), the Board shall determine that:

1. The Jewish Federation is entering into the transaction for its own benefit;
2. The transaction is fair and reasonable to the Jewish Federation when it enters into the transaction or the non-interested Directors determine in good faith after reasonable investigation that the Jewish Federation cannot obtain a more advantageous arrangement with reasonable effort under the circumstances, at or before a Board vote (or in the case of action without a meeting, at or before the execution of the written consent);
3. Such determination is included in the Board meeting minutes, written consent, or in other records of the Jewish Federation; and
4. The Interested Director shall abstain from voting on the transaction involving himself or herself.

E. Action by Board without a Meeting.

Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote and delivered to the Secretary. Such written consents may be signed in two or more counterparts, each of which shall be deemed original, and all of which, taken together, shall constitute one and the same document. For purposes of these Bylaws, “executed” means: (a) a writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender’s identity. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of this section only, “each Director entitled to vote” does not include an “Interested Director” who abstains in writing from providing consent.

ARTICLE X

AMENDMENT OF BYLAWS

A. Amendment by Directors

1. Except as limited below, the Bylaws may be amended by a 75% (seventy-five percent) vote of all voting Directors present at any meeting of the Board (but with no fewer than ten (10) affirmative votes), provided that a written notice of the meeting and of the proposed amendment is sent to all Directors at least ten (10) days in advance of the meeting at which such vote is to be taken.
2. Such amendment shall be effective immediately, but shall be subject to ratification by two-thirds (2/3) vote of the members present and voting at the next Annual Membership Meeting.
3. Members shall be advised of all Bylaws changes by notice of the next Annual Membership Meeting. The notice shall include the revised Bylaws or a reference to a website containing such revised Bylaws.

B. Amendment by Members

Any proposed amendment signed by one-hundred-fifty (150) Members filed with the Board Chair at least forty (40) days prior to any membership meeting, shall be submitted to the membership at such meeting, and notice of consideration of such proposed amendment shall be given in conformity with Section C below. Such an amendment may be adopted by two-thirds (2/3) vote of the Members present at any membership meeting.

C. Limitation on Amendment

1. Notwithstanding the foregoing provisions of this Article, a two-thirds (2/3) vote of the membership present and voting at any meeting of the membership shall be required to amend any of the following provisions of the Bylaws:
 - a. The provisions relating to the name or purposes of the organization (Articles I and II).
 - b. The provisions relating to the composition of the Board and selection and terms of Directors (Article IV, Sections B and C).
 - c. The provisions requiring an annual meeting of Members or those relating to the quorum requirements for meetings of the membership or Board (Article IX, Section A).
 - d. The provisions relating to the amendment of the Bylaws (Article X).
2. Any such amendments shall be proposed in accordance with Sections A and B above.

ARTICLE XI

DIRECTOR LIABILITY

No Director shall be personally liable to the Jewish Federation or its members for monetary damages for his or her conduct as a Director on or after the date this Article becomes effective, except for (a) acts or omissions that involve intentional misconduct or a knowing violation of the law by the Director or (b) any transaction from which the Director will personally receive a benefit in money, property, or services to which the Director is not legally entitled. If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize further eliminating or limiting the personal liability of Directors, then the liability of a Director shall be eliminated or limited to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE XII

INDEMNIFICATION

1. Definitions as used in this article:

- a. "Action" means any actual or threatened claim, suit or proceeding, whether civil, criminal, administrative or investigative.
- b. "Affiliated Enterprise" means a corporation (other than the Corporation, and including any wholly owned subsidiary of the Corporation, and the Corporation's Supporting Foundations), a partnership, joint venture, trust, association, committee, employee benefit plan or other group or entity acting in concert with or for the benefit of the Corporation.
- c. "Corporation" means JEWISH FEDERATION OF GREATER SEATTLE, any predecessor to it and any corporation absorbed by the Corporation in a consolidation or merger.
- d. "Director or Officer" means each person who is serving or has served as a Director or Officer of the Corporation or, at the request of the Corporation, as a Director, Officer, partner, trustee, employee or agent of an Affiliated Enterprise. "Director or Officer" shall not include those persons with officer titles hired as employees of the Jewish Federation. Such employees may be indemnified pursuant to Section 7 below. For purposes of this Article XII, "Director or Officer" shall include appointed committee members.

- e. “Indemnitee” means each person who was, is or is threatened to be made a party to or is involved, including without limitation, as a witness, in an Action (a) because the person is or was a Director or Officer or (b) because the person is otherwise a Director or Officer of an Affiliated Enterprise and the Corporation in its sole discretion grants the benefits of this Article XII to such person, as described in and limited by Section 7 (b) below.
- f. “Loss” means loss, liability, expenses (including attorneys’ fees), judgments, fines, ERISA excise taxes or penalties and amounts to be paid in a settlement, actually and reasonably incurred or suffered by an Indemnitee in connection with an Action.
- g. “Supporting Foundation” means an organization qualified as a public charity under Internal Revenue Code Section 509(a)(3) by virtue of its support of, and operation, supervision or control by the Corporation at the time that a Loss is incurred.

2. Right to Indemnification:

The Corporation shall indemnify and hold each Indemnitee harmless against any and all Loss except for Losses arising out of (a) the Indemnitee’s acts or omissions finally adjudged to be intentional misconduct or a knowing violation of law or (b) any transaction in which it is finally adjudged that the Indemnitee personally received a benefit in money, property or services to which the Indemnitee was not legally entitled. Except as provided for in Section 4 of this Article, the Corporation shall not indemnify an Indemnitee in connection with an Action (or part thereof) initiated by the Indemnitee unless such action (or part thereof) was authorized by the Board of Directors of the Corporation. If, after the effective date of this Article, the Washington Nonprofit Corporation Act is amended to authorize further indemnification of Directors or Officers, then Directors and Officers of this Corporation shall be indemnified to the fullest extent permitted by the Washington Nonprofit Corporation Act, as so amended.

3. Burden of Proof and Procedure for Payment:

- a. The Indemnitee shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (including a claim for expenses incurred in defending any Action in advance of its final disposition, where the undertaking in (b) below has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the Indemnitee is so entitled.
- b. The right to indemnification conferred in this article shall include the right to be paid by the Corporation for all expenses (including attorneys’ fees) incurred in defending any Action in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of an Action shall be made upon delivery to the Corporation of an undertaking, by or on behalf of such Director or Officer (or other permitted indemnitee described in Section 7 below), to repay all amounts so advanced if it shall ultimately be determined that such Director or Officer (or other permitted

indemnatee described in Section 7 below) is not entitled to be indemnified under this Article or otherwise.

4. Right of Indemnatee to Bring Suit:

If a claim under this Article is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, except in the case of a claim for expenses incurred in defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the Indemnatee shall be entitled to be paid also the expense of prosecuting such claim. Neither the failure of the Corporation (including its Board of Directors, its members or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses to the claimant is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, its members or independent legal counsel) that the Indemnatee is not entitled to indemnification or to the reimbursement of expenses, shall be a defense to the action or create a presumption that the Indemnatee is not so entitled.

5. Nonexclusivity of Rights:

The right to indemnification and the payment of expenses incurred in defending an Action in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any persons may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of members or disinterested Directors or otherwise.

6. Insurance, Contracts and Funding:

The Corporation will maintain insurance, at its expense, to protect itself and any Director, Officer, employee or agent of the Corporation or an Affiliated Enterprise against any expense, liability or loss whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Washington Nonprofit Corporation Act. The Corporation may, without further corporate action, enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amount as may be necessary to effect indemnification as provided in this Article.

7. Indemnification of Employees and Agents of the Corporation and Certain Affiliated Enterprise Directors and Officers:

- a. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to employees and agents of the Corporation with the same scope and effect as the

provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise.

- b. The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of an Action to one or more Directors and Officers of an Affiliated Enterprise who are not otherwise deemed a Director or Officer as defined above. Such indemnification shall be with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Nonprofit Corporation Act or otherwise; provided, however, that such indemnity shall only result in payment to such Indemnitee to the extent such Loss is not otherwise paid or is not otherwise the subject of indemnification by such Affiliated Enterprise or any insurance provided by such Affiliated Enterprise or any other third party. The conditions of this paragraph (b) expressly limit the definitions of “Indemnitee” and “Loss” described above.

8. Contract Right:

Rights of indemnification under this article shall continue as to an Indemnitee who has ceased to be a Director or Officer and shall inure to the benefit of his or her heirs, executors and administrators. The right to indemnification conferred in this Article shall be a contract right upon which each Director or Officer shall be presumed to have relied in determining to serve or continue to serve as such. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal.

9. Severability:

If any provision of this Article or any application thereof shall be invalid, unenforceable or contrary to applicable law, the remainder of this Article, or the application of such provision to persons or circumstances other than those to which it is held invalid, unenforceable or contrary to applicable law, shall not be affected thereby and shall continue in full force and effect.

ARTICLE XIII

ACCOMMODATION OF GIFTS

The Jewish Federation shall have the power to accept accommodation gifts and, without further action on the part of the Board, to disburse the same in accordance with the directions of the donors thereof. As used herein, an “accommodation gift” is a gift of moneys and/or property to the Jewish Federation for the benefit of the Jewish Federation and any other organizations which are described in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended and, exempt

from taxation under Section 501(a) thereof, for religious, charitable, scientific, testing for public safety, literary or educational purposes, as those terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XIV

JEWISH FEDERATION AS TRUSTEE

The Jewish Federation shall have the power and authority to serve as a trustee of any trust, whether private or charitable, as provided in RCW 11.36.021(1)(c), as amended.

ARTICLE XV

RULES OF PROCEDURE

Robert's Rules of Order shall be the standard for parliamentary procedure for the Jewish Federation subject to modification by the Board.

Approved by the Board of Directors:

Approved by the Membership:

March 27, 2026

Date

Date