

**BYLAWS**  
**OF**  
**JEWS AND CHRISTIANS UNITED FOR ISRAEL, INC.**  
**(the "Corporation")**  
**a Texas Nonprofit Corporation**

These Bylaws govern the affairs of JEWS AND CHRISTIANS UNITED FOR ISRAEL, INC., a nonprofit corporation.

**ARTICLE 1 OFFICES**

**Principal Office**

1.01. The Corporation's principal office in Texas will be located at 6510 Abrams Road, Suite 310, Dallas, Texas 75231. The Corporation may have such other offices, in Texas or elsewhere, as the Board of Directors may determine. The Board may change the location of any office of the Corporation.

**Registered Office and Registered Agent**

1.02. The Corporation will maintain a registered office and registered agent in Texas. The registered office may, but need not, be identical with the Corporation's principal office in Texas. The Board may change the registered office and the registered agent as permitted in the Texas Business Organizations Code.

**ARTICLE 2 MEMBERS**

2.01. The Corporation will have three classes of members. Class A will consist of members who perform work for the Corporation. Members of Class A may vote on all matters put before the members. Class B will consist of all members who do not belong to Class A or Class C. Members of Class B may not vote on matters submitted to a vote of the members. Class B members are subject to annual fees and dues. Class C members are not subject to any annual fees and dues and may not vote on matters submitted to a vote of the members, but may perform work for the Corporation.

## **Admitting Members and Renewing Membership**

2.02. Natural persons may be admitted to membership in the Corporation by the Board, or a committee designated by the Board to handle such matters. The Board, or a Board-designated committee, may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the majority of the Directors, or a Board-designated committee, present and voting is required for admitting any applicant who meets the membership qualifications then in effect. Class B members may renew membership annually by paying all required fees and dues.

## **Membership Fees and Dues**

2.03. The Board, or a Board-designated committee, may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members of Class B members. Dues are payable in advance on the first day of each calendar year. The dues for a new Class B member's first year will be prorated from the first day of the month in which the member is admitted to membership through the end of the calendar year.

## **Certificates of Membership**

2.04. The Board may provide for issuing certificates evidencing membership in the Corporation. When a person has been admitted as a member and has paid any required fees and dues if appropriate, the Corporation will issue a membership certificate to the person. Such certificates will be signed by the president or a vice president and the secretary or an assistant secretary. Certificates may be sealed with the corporate seal. Membership certificates will be numbered consecutively with different sequences of numbers for each class of members. If a certificate is lost, mutilated, or destroyed, a new one may be issued.

## **Voting Rights**

2.05. Each member of Class A is entitled to one vote on each matter submitted to a vote of the members.

## **Resolving Disputes**

2.06. In any dispute between members relating to the Corporation's activities, all parties involved will cooperate in good faith to resolve the dispute. If the parties cannot resolve a dispute among themselves, they will cooperate to select one or more mediators to help resolve it. If no timely resolution of the dispute occurs through mediation, any party may demand binding arbitration pursuant to Chapters 171 and 173 of the Civil Practice and Remedies Code only if the parties

have met together with a mediator. This paragraph will apply to a dispute involving the Corporation as a party relating to sanctioning, suspending, or expelling a member from the Corporation. The Board has discretion to authorize using corporate funds for mediating or arbitrating a dispute described in this paragraph.

### **Sanctioning, Suspending, or Terminating Members**

2.07. The Board may impose reasonable sanctions on a member, or suspend or expel a member from the Corporation, for good cause after a hearing. Good cause includes defaulting on an obligation to the Corporation to pay fees or dues for a period of 30 days following delivery of notice of default, or a material and serious violation of the Corporation's certificate of formation, bylaws, or rules, or of law. The Board may delegate powers to a regular or ad hoc committee to conduct a hearing, make recommendations to the Board, or take action on the Board's behalf. The Board, or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion, may not take any action against a member without giving the member adequate notice and an opportunity to be heard. To be deemed adequate, notice must be in writing and delivered at least 14 days before the hearing. But shorter notice may be deemed adequate if the Board, or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion, determines that the need for a timely hearing outweighs the prejudice caused to the member and if the notice states the need for a timely hearing. If mailed, the notice will be sent by registered or certified mail, return receipt requested. A member may be represented by counsel at and before the hearing. The Board, or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion, may impose sanctions, suspend a member, or expel a member by vote of a majority of directors, or a committee designated by the Board to handle a matter involving sanctioning, suspension, or expulsion, who are present and voting.

### **Resignation**

2.08. Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation will not relieve him or her of any obligations to pay any dues, assessments, or other charges that had accrued and were unpaid before the effective date of the resignation.

### **Reinstatement**

2.09. A former member may submit a written request for reinstatement of membership. The Board, or a committee designated by the Board to handle the matter, may reinstate membership on any reasonable terms that the Board, or committee, deems appropriate.

## **Transferring Membership**

2.10. Membership in the Corporation is not transferable or assignable. Membership terminates when the Corporation dissolves or a member dies. Membership is not a property right that may be transferred after a member dies.

## **Waiving Interest in Corporate Property**

2.11. The Corporation owns all real and personal property, including all improvements located on the property, acquired by the Corporation. A member has no interest in specific property of the Corporation. Each member waives the right to require partition of all or part of the Corporation's property.

## **ARTICLE 3 MEETINGS OF MEMBERS**

### **Annual Meeting**

3.01. Beginning in 2013, the Board will hold an annual members' meeting at 10:00 a.m. on the 15<sup>th</sup> of January each year or at another time that the Board designates. If the day fixed for the annual meeting is a Saturday, Sunday, or legal holiday in Texas, the meeting will be held on the next business day. At the annual meeting, the members will elect directors and transact any other business that may come before the meeting. If, in any year, the election of directors is not held on the day designated for the annual meeting, or at any adjournment of the annual meeting, the Board will call a special meeting of the members, as soon as possible, to elect directors.

### **Special Meetings**

3.02. Special meetings of the members may be called by the president, the Board, or by not less than one third of the voting members.

### **Place of Meeting**

3.03. The Board may designate any place, inside or outside Texas, as the place of meeting for any annual meeting or for any special meeting called by the Board. If the Board does not designate the place of meeting, the meeting will be held at the Corporation's registered office in Texas.

### **Notice of Meetings**

3.04. Written or printed notice of any members' meeting, including the annual meeting, will be

delivered to each member entitled to vote at the meeting not less than 10, nor more than 60, days before the date of the meeting. The record date for determining the members entitled to notice of any meeting of Class A members will be 60 days before the meeting date. After fixing the record date, the Board will cause to be prepared an alphabetical list of all members entitled to notice of any meeting of members. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

3.04. When a meeting of Class A members is scheduled or called, notice may be given by any method of communication, such as by letter, email, fax, or other written electronic communication. The notice will state the place, day, and time of the meeting, who called it, and the general purpose or purposes for which it is called. Notice will be given by or at the direction of the president or secretary, or the officers or persons calling the meeting. If all the members meet and consent to holding a meeting, any corporate action may be taken at the meeting regardless of lack of proper notice.

#### **Eligibility to Vote at Members' Meetings**

3.05. After a record date is fixed, an alphabetical list of members entitled to receive notice, including their addresses will be prepared. The list will contain a listing of members entitled to vote at the meeting and will be available for inspection at the principal office of the corporation from two business days after notice is given until the meeting is held.

#### **Quorum**

3.06. Members holding more than fifty percent of the votes that may be cast at a meeting who attend the meeting in person, or by teleconferencing, or by proxy, will constitute a quorum at a meeting of members. The members present at a duly called or held meeting at which a quorum is present may continue to transact business, even if enough members leave so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of members required for a quorum. If a quorum is not present at any time during a meeting, a majority of the members who are present may adjourn and reconvene the meeting once without further notice.

#### **Actions of Members**

3.07. The members will try to act by consensus. However, if a consensus is not available on a matter or proposal, the vote of a majority of voting members in good standing present, including by teleconferencing, and entitled to vote at a meeting at which a quorum is present, is enough to constitute the act of the members unless law or the bylaws require a greater number. Voting will be by ballot, or voice, except that any election of directors will be by ballot or by electronic

means with teleconferencing if demanded by any voting member at the meeting before the voting begins.

### **Proxies**

3.08. A member entitled to vote at a meeting of members of the corporation may vote by proxy. All proxies must be in writing, must bear the signature of the member giving the proxy, and must specify the date on which they are executed. No proxy is valid after 60 days from the date of its execution.

### **Voting by Mail**

3.09. The Board may authorize members to vote by mail, email, or other electronic means, on the election of directors, or on any other matter that the members may vote on.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **Management of Corporation**

4.01. The Board will manage corporate affairs.

### **Number, Qualifications, and Tenure of Directors**

4.02. The initial number of Directors shall be four (4), or at any time a number determined by the Board that is not less than three (3) and not greater than nine (9). Directors need not be U.S. residents. Directors shall be Class A members of the Corporation. Each director will serve for a term of three years.

### **Nominating Directors**

4.03. At any meeting at which the election of a director is held, a director may nominate a person with the second of any other director. In addition to nominations made at meetings, a nominating committee will consider possible nominees and make nominations for each election of directors. The secretary will include the names nominated by that committee, and any report of the committee, with the notice of the meeting at which the election occurs.

### **Electing Directors**

4.04. A person who meets the qualifications for director and who has been duly nominated may be elected as a director. Directors will be elected by the vote of the Class A members. Each director will hold office until a successor is elected and qualifies. A director may be reelected.

Directors will be elected at the annual meeting of the members.

### **Vacancies**

4.05. The Board will fill any vacancy in the Board and any director position to be filled due to an increase in the number of directors. A vacancy is filled by the affirmative vote of a majority of the remaining directors, even if it is less than a quorum of the Board, or if it is a sole remaining director. A director selected to fill a vacancy will serve for the unexpired term of his or her predecessor in office.

### **Annual Meeting**

4.06. The annual meeting of the Board may be held without notice other than these Bylaws. The annual Board meeting will be held the 15<sup>th</sup> of January of each year at the corporation's registered office in Texas or immediately after, and at the same place as, the annual members' meeting.

### **Regular Meetings**

4.07. The Board may provide for regular meetings by resolution stating the time and place of such meetings. The meetings may be held inside or outside Texas, and will be held at the Corporation's registered office in Texas if the resolution does not specify the location of the meetings. No notice of regular Board meetings is required other than a Board resolution stating the time and place of the meetings.

### **Special Meetings**

4.08. Special Board meetings may be called by, or at the request of, the president or any two directors. A person or persons authorized to call special meetings of the Board may fix any place within or without Texas as the place for holding a special meeting, taking into consideration the location of the majority of the Board members. The person or persons calling a special meeting will inform the secretary of the corporation of the information to be included in the notice of the meeting. The secretary of the Corporation will give notice to the directors as these Bylaws require.

### **Notice**

4.09. Written or printed notice by any means electronic or otherwise of any special meeting of the Board will be delivered to each director not less than seven, nor more than thirty days before the date of the meeting. The notice will state the place, day, and time of the meeting; who called it; and the purpose or purposes for which it is called.

## **Quorum**

4.10. A majority of the number of directors then in office constitutes a quorum for transacting business at any Board meeting. The directors present, or by teleconference, at a duly called or held meeting at which a quorum is present may continue to transact business even if enough directors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of directors required for a quorum. If a quorum is never present at any time during a meeting, a majority of the directors present may adjourn and reconvene the meeting once without further notice.

## **Duties of Directors**

4.11. Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Corporation's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on directors, directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Corporation or another person that has been prepared or presented by a variety of persons, including officers and employees of the Corporation, professional advisors or experts such as accountants or legal counsel. A director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted.

Directors are not deemed to have the duties of trustees of a trust with respect to the Corporation or with respect to any property held or administered by the Corporation, including property that may be subject to restrictions imposed by the donor or transferor of the property.

## **Duty To Avoid Improper Distributions**

4.12. Directors who vote for or assent to improper distributions are jointly and severally liable to the Corporation for the value of improperly distributed assets, to the extent that, as a result of the improper distribution or distributions, the corporation lacks sufficient assets to pay its debts, obligations, and liabilities. Any distribution made when the Corporation is insolvent, other than in payment of corporate debts, or any distribution that would render the Corporation insolvent, is an improper distribution. A distribution made during liquidation without payment and discharge of or provision for payment and discharge of all known debts, obligations, and liabilities is also improper. Directors present at a Board meeting at which the improper action is taken are presumed to have assented, unless they dissent in writing. The written dissent must be filed with the secretary of the Corporation before adjournment of the meeting in question or mailed to the



secretary by registered mail immediately after adjournment.

A director is not liable if, in voting for or assenting to a distribution, the director (1) relies in good faith and with ordinary care on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by one or more officers or employees of the Corporation; legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; or a committee of the Board of which the director is not a member; (2) while acting in good faith and with ordinary care, considers the Corporation's assets to be at least that of their book value; or (3) in determining whether the Corporation made adequate provision for paying, satisfying, or discharging all of its liabilities and obligations, relied in good faith and with ordinary care on financial statements or other information concerning a person who was or became contractually obligated to satisfy or discharge some or all of these liabilities or obligations. Furthermore, directors are protected from liability if, in exercising ordinary care, they acted in good faith and in reliance on the written opinion of an attorney for the Corporation.

Directors held liable for an improper distribution are entitled to contribution from persons who accepted or received the improper distributions knowing they were improper. Contribution is in proportion to the amount received by each such person.

### **Delegating Duties**

4.13. Directors may select advisors and delegate duties and responsibilities to them, such as the full power to buy or otherwise acquire stocks, bonds, securities, and other investments on the Corporation's behalf; and to sell, transfer, or otherwise dispose of the Corporation's assets and properties at a time and for a consideration that the advisor deems appropriate. The directors have no liability for actions taken or omitted by the advisor if the Board acts in good faith and with ordinary care in selecting the advisor. The Board may remove or replace the advisor at any time and without any cause whatsoever.

### **Interested Directors**

4.14. Contracts or transactions between directors, officers, or members who have a financial interest in the matter are not void or voidable solely for that reason. Nor are they void or voidable solely because the director, officer, or member is present at or participates in the meeting that authorizes the contract or transaction, or solely because the interested party's votes are counted for the purpose. However, every director with any personal interest in the transaction must disclose all material facts concerning the transaction, including all potential personal benefit and potential conflicts of interest, to the other members of the Board or other group authorizing the transaction. The transaction must be approved by a majority of the uninterested

directors or other group with the authority to authorize the transaction.

### **Actions of Board of Directors**

4.15. The Board will try to act by consensus. However, if a consensus is not available, the vote of a majority of directors present and voting at a meeting at which a quorum is present is enough to constitute the act of the Board, unless the act of a greater number is required by law or by some other provision of these Bylaws. A director who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the Board's decision. For the purpose of determining the decision of the Board, a director who is represented by proxy in a vote is considered present.

### **Proxies**

4.16. A director may vote by proxy. All proxies must be in writing, must bear the signature of the director giving the proxy, and must bear the date on which the proxy was executed by the director. No proxy is valid after three months from the date of its execution.

### **Compensation**

4.17. Directors may receive salaries for their services. The Board may adopt a resolution providing for paying directors a fixed sum and expenses of attendance, if any, for attending each Board meeting. A director may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a director will be reasonable and commensurate with the services performed.

### **Removing Directors**

4.18. The Board may vote to remove a director at any time without cause. A director may be removed by the affirmative vote of the majority of the other Board members.

## **ARTICLE 5 OFFICERS**

### **Officer Positions**

5.01. The Corporation's officers will be a president, a secretary and a treasurer. The Board may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. The same person may hold any two or more offices, except for president and secretary.

## **Election and Term of Office**

5.02. The Corporation's officers will be appointed by the Board at the annual Board meeting. If officers are not appointed at this time, they will be appointed as soon thereafter as possible. Each officer will hold office until a successor is duly selected and qualifies. An officer's term will be three years. An officer may be appointed to succeed himself or herself in the same office.

## **Removal**

5.03. Any officer appointed by the Board may be removed by the Board with or without good cause. Removing an officer will be without prejudice to the officer's contractual rights, if any.

## **Vacancies**

5.04. The Board may select a person to fill a vacancy in any office for the unexpired portion of the officer's term.

## **President**

5.05. The president is the Corporation's chief executive officer. He or she will supervise and control all the Corporation's business and affairs and will preside at all meetings of the members and of the Board. The president may execute any deeds, mortgages, bonds, contracts, or other instruments that the Board authorizes to be executed. However, the president may not execute instruments on the Corporation's behalf if this power is expressly delegated to another officer or agent of the Corporation by the Board, these Bylaws, or statute. The president will perform other duties prescribed by the Board and all duties incident to the office of president.

## **Vice President**

5.06. When the president is absent, cannot act, or refuses to act, a vice president will perform the president's duties. When acting in the president's place, the vice president has all the powers of--and is subject to all the restrictions on--the president. If there is more than one vice president, the vice presidents will act for the president in the order of appointment. A vice president will perform other duties as assigned by the president or Board.

## **Treasurer**

5.07. The treasurer will:

(a) Have charge and custody of--and be responsible for--all the Corporation's funds and

securities.

(b) Receive and give receipts for moneys due and payable to the Corporation from any source.

(c) Deposit all moneys in the Corporation's name in banks, trust companies, or other depositories as these Bylaws provide or as the Board or president directs.

(d) Write checks and disburse funds to discharge the Corporation's obligations. However, funds may not be drawn from the Corporation or its accounts for amounts greater than \$5,000.00 without the signature of the president or a vice president in addition to that of the treasurer, or the treasurer's written authorization.

(e) Maintain the Corporation's financial books and records.

(f) Prepare financial reports at least annually.

(g) Perform other duties as assigned by the president or the Board.

(h) Perform all the duties incident to the office of treasurer.

### **Secretary**

5.08. The Secretary will:

(a) Give all notices as provided in the bylaws or as required by law.

(b) Take minutes of the meetings of the members and the Board and keep the minutes as part of the corporate records.

(c) Maintain custody of the corporate records and seal.

(d) Affix the corporate seal to all documents as authorized.

(e) Keep a register of the mailing address of each member, director, officer, and employee of the Corporation.

(f) Perform duties as assigned by the president or the Board.

(g) Perform all duties incident to the office of secretary.

## ARTICLE 6 COMMITTEES

### Establishing Committees

6.01. The Board may adopt a resolution establishing one or more committees delegating specified authority to a committee, and appointing or removing members of a committee. A committee will include one or more directors and may include persons who are not directors, but are Class A and/or Class C members. If the Board delegates any of its management authority to a committee, the majority of the committee will consist of directors. The Board may also delegate to the president its power to appoint and remove members of a committee that has not been delegated any management authority of the Board. The Board may establish qualifications for membership on a committee.

Establishing a committee or delegating authority to it will not relieve the Board, or any individual director, of any responsibility imposed by these Bylaws or otherwise imposed by law.

No committee has the authority of the Board to:

- (a) Amend the certificate of formation or articles of incorporation.
- (b) Adopt a plan of merger or of consolidation with another corporation.
- (c) Authorize the sale, lease, exchange, or mortgage of all or substantially all of the Corporation's property and assets.
- (d) Authorize voluntary dissolution of the Corporation.
- (e) Revoke proceedings for voluntary dissolution of the Corporation.
- (f) Adopt a plan for distributing the Corporation's assets.
- (g) Amend, alter, or repeal these Bylaws.
- (h) Elect, appoint, or remove a member of a committee or a director or officer of the Corporation.
- (i) Approve any transaction to which the Corporation is a party and that involves a potential conflict of interest as defined in paragraph 7.04, below.
- (j) Take any action outside the scope of authority delegated to it by the Board.

(k) Take final action on a matter requiring approval by the members.

### **Authorization of Specific Committees**

6.02. The following committees are authorized: Membership, Nominating, and Program Committees. The Board will define the activities and scope of authority of each committee by resolution.

### **Term of Office**

6.03. Each committee member will continue to serve on the committee until the next annual members' meeting and/or until a successor is appointed. However, a committee member's term may terminate earlier if the committee is terminated, or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee will serve for the unexpired portion of the terminated committee member's term.

### **Chair and Vice-Chair**

6.04. One member of each committee will be designated as the committee chair, and another member of each committee will be designated as the vice-chair. The chair and vice-chair will be appointed by the president. The chair will call and preside at all meetings of the committee. When the chair is absent, cannot act, or refuses to act, the vice-chair will perform the chair's duties. When a vice-chair acts for the chair, the vice-chair has all the powers of--and is subject to all the restrictions on--the chair.

### **Notice of Meetings**

6.05. Written or printed notice by any means electronic or otherwise of a committee meeting will be delivered to each member of a committee not less than seven nor more than 30 days before the date of the meeting. The notice will state the place, day, and time of the meeting, and the purpose or purposes for which it is called.

### **Quorum**

6.06. A majority of the number of committee members constitutes a quorum for transacting business at any meeting of the committee. The committee members present, or present by teleconferencing, at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of

the number of committee members required for a quorum. If a quorum is never present at any time during a meeting, the chair may adjourn and reconvene the meeting once without further notice.

### **Actions of Committees**

6.07. Committees will try to take action by consensus. However, if a consensus is not available, the vote of a majority of committee members present, or present by teleconferencing, and voting at a meeting at which a quorum is present is enough to constitute the act of the committee unless the act of a greater number is required by statute or by some other provision of these Bylaws. A committee member who is present at a meeting and abstains from a vote is not considered to be present and voting for the purpose of determining the act of the committee.

### **Proxies**

6.08. A committee member may not vote by proxy.

### **Compensation**

6.09. Committee members may or may not receive salaries for their services. The Board may adopt a resolution providing for paying committee members a fixed sum and expenses of attendance, if any, for attending each meeting of the committee. A committee member may serve the Corporation in any other capacity and receive compensation for those services. Any compensation that the Corporation pays to a committee member will be reasonable and commensurate with the services performed.

### **Rules**

6.10. Each committee may adopt its own rules, consistent with these Bylaws or with other rules that may be adopted by the Board.

## **ARTICLE 7 TRANSACTIONS OF CORPORATION**

### **Contracts**

7.01. The Board may authorize any officer or agent of the Corporation to enter into a contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation. This authority may be limited to a specific contract or instrument, or it may extend to any number and type of possible contracts and instruments.

## **Deposits**

7.02. All the Corporation's funds will be deposited to the credit of the Corporation in banks, trust companies, or other depositories that the Board selects.

## **Gifts**

7.03. The Board may accept, on the Corporation's behalf, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation. The Board may make gifts and give charitable contributions not prohibited by these Bylaws, the certificate of formation, state law, and provisions set out in federal tax law that must be complied with to maintain the Corporation's federal and state tax status.

## **Potential Conflicts of Interest**

7.04. The Corporation may not make any loan to a director or officer of the Corporation. A member, director, officer, or committee member of the Corporation may lend money to--and otherwise transact business with--the Corporation except as otherwise provided by these Bylaws, the certificate of formation, and applicable law. Such a person transacting business with the Corporation has the same rights and obligations relating to those matters as other persons transacting business with the Corporation. The Corporation may not borrow money from--or otherwise transact business with--a member, director, officer, or committee member of the Corporation unless the transaction is described fully in a legally binding instrument and is in the Corporation's best interests. The Corporation may not borrow money from--or otherwise transact business with--a member, director, officer, or committee member of the Corporation without full disclosure of all relevant facts and without the Board's approval, not including the vote of any person having a personal interest in the transaction.

## **Prohibited Acts**

7.05. As long as the Corporation exists, and except with the Board's prior approval, no member, director, officer, or committee member of the Corporation may:

- (a) Do any act in violation of these Bylaws or a binding obligation of the Corporation.
- (b) Do any act with the intention of harming the Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the Corporation's intended or ordinary business.



- (d) Receive an improper personal benefit from the operation of the Corporation.
- (e) Use the Corporation's assets, directly or indirectly, for any purpose other than carrying on the Corporation's business.
- (f) Wrongfully transfer or dispose of Corporation property, including intangible property such as good will.
- (g) Use the Corporation's name (or any substantially similar name) or any trademark or trade name adopted by the Corporation, except on behalf of the Corporation in the ordinary course of its business.
- (h) Disclose any of the Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

## **ARTICLE 8 BOOKS AND RECORDS**

### **Required Books and Records**

8.01. The Corporation will keep correct and complete books and records of account. The books and records include:

- (a) A file-endorsed copy of all documents filed with the Texas Secretary of State relating to the Corporation, including but not limited to the certificate of formation, and any certificate of amendment, restated certificate, certificate of merger, certificate of consolidation, and statement of change of registered office or registered agent.
- (b) A copy of all bylaws, including these Bylaws, and any amended versions or amendments to them.
- (c) Minutes of the proceedings of the members, Board, and committees having any of the authority of the Board.
- (d) A list of the names and addresses of the members, directors, officers, and any committee members of the Corporation.
- (e) A financial statement showing the Corporation's assets, liabilities, and net worth at the end of the three most recent calendar years.
- (f) A financial statement showing the Corporation's income and expenses for the three most

recent fiscal years.

(g) All rulings, letters, and other documents relating to the Corporation's federal, state, and local tax status.

(h) The Corporation's federal, state, and local tax information or income-tax returns for each of the Corporation's three most recent tax years.

### **Inspection and Copying**

8.02. Any Class A member, director, officer, or committee member of the Corporation may inspect and receive copies of all the corporate books and records required to be kept under the bylaws. Such a person may, by written request, inspect or receive copies if he or she has a proper purpose related to his or her interest in the Corporation. He or she may do so through his or her attorney or other duly authorized representative. The inspection may take place at a reasonable time, no later than 30 working days after the Corporation receives a proper written request. The Board may establish reasonable copying fees, which may cover the cost of materials and labor but may not exceed 10 cents per page. The Corporation will provide requested copies of books or records no later than 30 working days after receiving a proper written request.

### **Audits**

8.03. Any Class A member may have an audit conducted of the Corporation's books. That member bears the expense of the audit unless the members vote to authorize payment of audit expenses. The member requesting the audit may select the accounting firm to conduct it. A member may not exercise these rights so as to subject the Corporation to an audit more than once in any calendar year.

## **ARTICLE 9 CALENDAR YEAR**

9.01. The Corporation's fiscal year will begin on the first day of January and end on the last day of December in each year, a calendar year.

## **ARTICLE 10 INDEMNIFICATION**

### **When Indemnification Is Required, Permitted, and Prohibited**

10.01. (a) The Corporation will indemnify a director, officer, member, committee member, employee, or agent of the Corporation who was, is, or may be named defendant or respondent in any proceeding as a result of his or her actions or omissions within the scope of his or her official

capacity in the Corporation. For the purposes of this article, an agent includes one who is or was serving at the Corporation's request as a director, officer, partner, venturer, proprietor, trustee, partnership, joint venture, sole proprietorship, trust, employee-benefit plan, or other enterprise.

(b) The Corporation will indemnify a person only if he or she acted in good faith and reasonably believed that his or her conduct was in the Corporation's best interests. In case of a criminal proceeding, the person may be indemnified only if he or she had no reasonable cause to believe that the conduct was unlawful. The Corporation will not indemnify a person who is found liable to the Corporation or is found liable to another on the basis of improperly receiving a personal benefit from the Corporation. A person is conclusively considered to have been found liable in relation to any claim, issue, or matter if the person has been adjudged liable by a court of competent jurisdiction and all appeals have been exhausted. Termination of a proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent does not necessarily preclude indemnification by the Corporation.

(c) The Corporation will pay or reimburse expenses incurred by a director, officer, member, committee member, employee, or agent of the Corporation in connection with the person's appearance as a witness or other participation in a proceeding involving or affecting the Corporation when the person is not a named defendant or respondent in the proceeding.

(d) In addition to the situations otherwise described in this paragraph, the Corporation may indemnify a director, officer, member, committee member, employee, or agent of the Corporation to the extent permitted by law. However, the Corporation will not indemnify any person in any situation in which indemnification is prohibited by paragraph 10.01(b), above.

(e) The corporation may advance expenses incurred or to be incurred in the defense of a proceeding to a person who might eventually be entitled to indemnification, even though there has been no final disposition of the proceeding. Advancement of expenses may occur only when the procedural conditions specified in paragraph 10.03(c), below, have been satisfied.

(f) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such position, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(g) The Board shall have power but may not be required to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, against any liability asserted against him and incurred by him in any capacity, or arising out of

his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of these Articles.

### **Extent and Nature of Indemnity**

10.02. The indemnity permitted under these Bylaws includes indemnity against judgments, penalties, (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred in connection with the proceeding. If the proceeding was brought by or on behalf of the Corporation, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

### **Procedures Relating to Indemnification Payments**

10.03. (a) Before the Corporation may pay any indemnification expenses (including attorney's fees), the Corporation must specifically determine that indemnification is permissible, authorize indemnification, and determine that expenses to be reimbursed are reasonable, except as provided in subparagraph (c), below. The Corporation may make these determinations and decisions by any one of the following procedures:

(i) Majority vote of a quorum consisting of directors who, at the time of the vote, are not named defendants or respondents in the proceeding.

(ii) If such a quorum cannot be obtained, by a majority vote of a committee of the Board, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding.

(iii) Determination by special legal counsel selected by the Board by the same vote as provided in sub-subparagraphs (i) or (ii), above, or if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors.

(iv) Majority vote of Class A members, excluding directors or other members who are named defendants or respondents in the proceeding.

(b) The Corporation will authorize indemnification and determine that expenses to be reimbursed are reasonable in the same manner that it determines whether indemnification is permissible. If special legal counsel determines that indemnification is permissible, authorization of indemnification and determination of reasonableness of expenses will be made as specified by subparagraph (a)(iii), above, governing selection of special legal counsel. A provision contained in the certificate of formation, or a resolution of Class A members or the Board that requires the indemnification permitted by paragraph 10.01, above, constitutes sufficient authorization of

indemnification even though the provision may not have been adopted or authorized in the same manner as the determination that indemnification is permissible.

(c) The Corporation will advance expenses before final disposition of a proceeding only after it determines that the facts then known would not preclude indemnification. The determination that the facts then known to those making the determination would not preclude indemnification and authorization of payment will be made in the same manner as a determination that indemnification is permissible under subparagraph (a), above.

In addition to this determination, the Corporation may advance expenses only after it receives a written affirmation and undertaking from the person to receive the advance. The person's written affirmation will state that he or she has met the standard of conduct necessary for indemnification under these Bylaws. The written undertaking will provide for repayment of the amounts advanced by the Corporation if it is ultimately determined that the person has not met the requirements for indemnification. The undertaking will be an unlimited general obligation of the person, but it need not be secured and may be accepted without reference to financial ability to repay.

(d) Any indemnification or advance of expenses will be reported in writing to the Corporation's Class A members. The report will be made with or before the notice or waiver of notice of the next members' meeting, or with or before the next submission to members of consent to action without a meeting. In any case, the report will be sent within the 12-month period immediately following the date of the indemnification or advance.

## **ARTICLE 11 NOTICES**

### **Notice by Mail or Electronic Means**

11.01. Any notice required or permitted by these Bylaws to be given to a member, director, officer, or member of a committee of the Corporation may be given by mail or by electronic means. If mailed, a notice is deemed delivered when deposited in the mail addressed to the person at his or her address as it appears on the corporate records, with postage prepaid. If given by electronic means, a notice is deemed delivered when confirmed by the outgoing fax machine or confirmed by email receipt from the person at his or her fax number, or email address as it appears on the corporate records. A person may change his or her address, fax number, email address in the corporate records by giving written notice of the change to the secretary of the corporation.

### **Signed Waiver of Notice**

11.02. Whenever any notice is required by law or under the certificate of formation or these Bylaws, a written waiver signed by the person entitled to receive such notice is considered the equivalent to giving the required notice. A waiver of notice is effective whether signed before or after the time stated in the notice being waived.

### **Waiving Notice by Attendance**

11.03. A person's attendance at a meeting constitutes waiver of notice of the meeting unless the person attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

## **ARTICLE 12 SPECIAL PROCEDURES CONCERNING MEETINGS**

### **Meeting by Telephone**

12.01. The members, Board of Directors, and any committee of the Corporation may hold any meeting by telephone conference-call procedures. In all meetings held by telephone, matters must be arranged in such a manner that all persons participating in the meeting can hear each other; the notice of a meeting by telephone conference must state the fact that the meeting will be held by telephone as well as all other matters required to be included in the notice; and a person's participating in a conference-call meeting constitutes his or her presence at the meeting.

### **Decision Without Meeting**

12.02. Any decision required or permitted to be made at a meeting of the members, Board, or any committee of the Corporation may be made without a meeting. A decision without a meeting may be made if a written consent to the decision is signed by all the persons entitled to vote on the matter. The original signed consents will be placed in the Corporation minute book and kept with the corporate records.

Furthermore, in accordance with the certificate of formation, action may be taken without a meeting when there are signed written consents by the number of members, directors, or committee members whose votes would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must be signed and bear the date of signature of the person signing it. A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or a photographic, facsimile, or similar reproduction of a signed writing, will be treated as an original being signed by the member, director, or committee member.

Consents must be delivered to the Corporation. A consent signed by fewer than all members,

directors, or committee members is not effective to take the intended action unless the required number of consents are delivered to the Corporation within 60 days after the date that the earliest-dated consent was delivered to the Corporation. Delivery may be made by hand, or by certified or registered mail, return receipt requested, or by electronic means. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that these written consent procedures were followed to authorize the action and filing.

### **Proxy Voting**

12.03. A person authorized to exercise a proxy may not exercise the proxy unless it is delivered to the officer presiding at the meeting before the business of the meeting begins. The secretary or other person taking the minutes of the meeting will record in the minutes the name of the person who executed the proxy and the name of the person authorized to exercise the proxy. If a person who has duly executed a proxy personally attends a meeting, the proxy will not be effective for that meeting. A proxy filed with the secretary of the Corporation or other designated officer remains in force until the first of the following occurs:

- (a) An instrument revoking the proxy is delivered to the secretary or other designated officer.
- (b) The proxy authority expires under the proxy's terms.
- (c) The proxy authority expires under the terms of these Bylaws.

### **ARTICLE 13 AMENDING BYLAWS**

13.01. These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by a majority of the Board of Directors. The notice of any meeting at which these Bylaws are altered, amended, or repealed, or at which new bylaws are adopted will include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

### **ARTICLE 14 MISCELLANEOUS PROVISIONS**

## **Legal Authorities Governing Construction of Bylaws**

14.01. These Bylaws will be construed under Texas law. All references in these Bylaws to statutes, regulations, or other sources of legal authority will refer to the authorities cited, or their successors, as they may be amended from time to time.

## **Legal Construction**

14.02. To the greatest extent possible, these Bylaws shall be construed to conform to all legal requirements and all requirements for obtaining and maintaining all tax exemptions that may be available to nonprofit corporations. If any bylaw provision is held invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability will not affect any other provision, and the bylaws will be construed as if they had not included the invalid, illegal, or unenforceable provision.

## **Headings**

14.03. The headings used in the bylaws are for convenience and may not be considered in construing the bylaws.

## **Number**

14.04. All singular words include the plural, and all plural words include the singular.

## **Seal**

14.05. The Board of Directors may provide for a corporate seal. Such a seal would consist of two concentric circles containing the words "JEWS AND CHRISTIANS UNITED FOR ISRAEL, INC.", "Texas," in one circle and the word "Incorporated" together with the date of incorporation in the other circle.

## **Power of Attorney**

14.06. A person may execute any instrument related to the Corporation by means of a power of attorney if an original executed copy of the power of attorney is provided to the secretary to be kept with the corporate records.

## **Parties Bound**

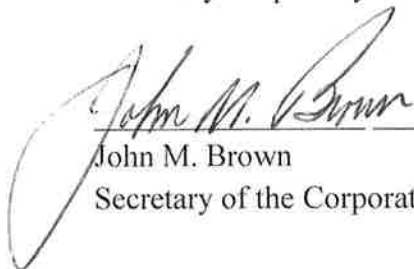
14.07. The bylaws will bind and inure to the benefit of the members, directors, officers,



committee members, employees, and agents of the Corporation and their respective heirs, executors, administrators, legal representatives, successors, and assigns except as the bylaws otherwise provide.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting secretary of JEWS AND CHRISTIANS UNITED FOR ISRAEL, INC. and that these Bylaws constitute the Corporation's Bylaws. These Bylaws were duly adopted by the Board of Directors on January 16, 2012.

  
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John M. Brown  
Secretary of the Corporation