

**BY-LAWS  
OF  
Amudim Community Resources Inc.**

May 30, 2014  
(1<sup>st</sup> amendment August 2, 2017)

**ARTICLE I**

**NAME, SEAL, OFFICES AND OPERATION**

Section 1. Name. The name of the Corporation is Amudim Community Resources Inc. (hereinafter “Amudim”).

Section 2. Seal. The Board of Directors of Amudim (hereinafter the “Board”) may, at its pleasure, obtain a seal for Amudim which may be in whatever form is desired by the Board.

Section 3. Offices. The principle office of the organization shall be located in New York, New York or such other location as the Board, from time-to-time, may determine. The organization also may have offices at such other places as the Board, from time to time, may agree or as the purposes of Amudim may require.

**ARTICLE II**

**MEMBERSHIP**

Section 1. Qualification for Membership. Any individual or organization may qualify for Membership if he, she or it is (i) a regular donor to operating charitable organizations, and/or (ii) a publicly supported charity or a private foundation, the primary purpose of which is grant making to operating charitable organizations and/or (iii) a director, trustee or non-salaried officer of a publicly supported charity or a private foundation, as described in “(ii)”, above, unless such individual is already afforded the rights of Membership by virtue of the explanatory provision in the following portions of this paragraph, and/or (iv) a staff member of a publicly supported charity or a private foundation as described in “(ii)”, above, whose primary responsibility is assisting donors in their grant making (“Foundation Staff”) unless such individual is already afforded the rights of Membership by virtue of the explanatory provision in the following portions of this paragraph. Membership under “(i)”, above, shall carry with it the right to include as members within that single Membership up to eight family members who are engaged in philanthropic activities. Membership under “(ii)”, above, shall carry with it the right to include within that single Membership all directors or trustees then in office plus two members of its salaried professional staff, one of whom shall be the Executive Director or a senior staff officer. A Qualified Membership shall be treated as held by an individual or an organization that, as of the close of business of the day next preceding the date of Amudim’s annual Membership meeting, continues to meet at least one of the above listed criteria and whose dues have been paid on a current basis.

Section 2. Modification of Membership Criteria. The Board of Directors of Amudim may modify in any way the above stated criteria for Qualified Membership status by the action of a majority of the Directors present at any Board meeting at which a quorum is present.

Section 3. Membership Rights and Duties. Qualified Memberships carry with them the obligation to pay dues at such time and by such methods as the Board of Directors may prescribe. Each Qualified Membership shall be entitled to one vote, but only on matters identified in these by-laws. Each Membership held by an organization allows for the designation of a single individual who shall be entitled to vote on behalf of that organization so long as that individual does not also hold a Membership in his/her own right. Membership voting rights include the right to elect the members of Amudim's Board of Directors and its Officers; disposition of all or substantially all of the assets of Amudim; dissolution of Amudim; and any other issues which the Board may designate.

Section 4. Notice. The Annual Meeting of Amudim shall be its only regular meeting and shall be held during Amudim's Annual National Conference or at such other time as the Board may determine. Written notice of that Meeting and any Special Meetings of the Membership shall be given to each holder of a Qualified Membership at least 15 days before any such Meeting, and shall state the date, place, and time of the meeting. In the case of a Special Meeting of the Membership, the notice shall specify the general nature of the business to be transacted.

Section 5. Quorum. One third of the total Qualified Membership, represented by proxies or in person, shall be necessary to constitute a quorum for the transaction of all business at any Regular or Special meeting of the Membership.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. Powers.

(a) General Powers. The Board of Directors shall have all the power and authority granted by law to the Board, including all powers necessary or appropriate to the management of the business and affairs of Amudim, unless otherwise provided in these By-laws.

(b) Specific Powers. Without limiting the general powers conferred by Paragraph (a) of this Section 1 and the powers conferred by the Articles of Incorporation, it is hereby expressly declared that the Board of Directors shall have the following powers:

(i) To confer upon any officer or officers of Amudim the power to choose, remove or suspend assistant officers, agents or servants.

(ii) To appoint any person, firm or corporation to accept and hold in trust for Amudim any property belonging to Amudim or in which it is interested, and to authorize any such person, firm or corporation to execute any documents and perform any duties that may be requisite in relation to any trust.

(iii) To approve and authorize the borrowing of money and the granting of security interests in the personal property and mortgages on the real estate of Amudim as security for the repayment of loans and interest thereon.

(iv) To purchase, sell, lease, mortgage, pledge, transfer in trust, and otherwise deal with real and personal property of Amudim.

(v) To appoint a person or persons to vote shares of another corporation held and owned by Amudim.

Section 2. Number. The number of directors shall be not less than 27 or more than 37. The exact number shall be set annually by the Board for the year next following.

Section 3. Composition. Directors of Amudim shall be themselves the holders of Qualified Memberships or shall be includible within the Qualified Memberships of an organization with which they are affiliated (see Article I, Section 1), with no more than one third being Foundation Staff. The President is an ex-officio (non-voting) member of the Board.

Section 4. Election. The Board of Directors shall be elected by a majority of the Membership voting (in person or by proxy) at the Annual Meeting which (as stated in Article I, Section 4) shall be held at the National Conference. One-third of the total Qualified Memberships (either present or represented by proxies) at the Annual Meeting shall constitute a quorum for the election of Directors.

Section 5. Terms. Directors' terms shall be three years, with no more than two consecutive terms permitted without a one-year break. Those directors whose terms are expiring (approximately one-third of the Board Membership) (or their potential successors) shall stand for re-election (or election) each year. The above reference to "one-third" may be varied from time-to-time by action of the Board. In the case where the completion of the full board term of a chair or co-chair(s) or vice-chair coincides with the completion of his/her chairmanship, he/she may stand for re-election to the Board for one additional term or until there is a new immediate past chair (whichever comes first). If a director is elected to any officer position including chair, co-chair, vice-chair, secretary or treasurer, the term of his/her directorship shall extend for the length of holding such office, regardless of whether he or she has reached the limit of two consecutive terms.

Section 6. Vacancies. A vacancy shall be deemed to exist on the Board in the event that the actual number of Directors is less than the then current Board-authorized number for any reason. (See Section 2 of this Article.) Vacancies may be filled by nomination by the Board Chairperson followed by ratification by majority vote of the Directors then in office. Any individual so selected shall serve for the balance of the unexpired term of the vacated directorship. Each vacancy shall be filled no later than 90 days after its occurrence.

Section 7. Resignation and Removal. Resignation of a Director shall be effective upon receipt of written notice thereof by the Secretary or Chairperson, unless a later effective date is specified in the notice of resignation. A Director may be removed, with or without cause, by a two-thirds vote of Qualified Memberships eligible to vote at any annual or other regular Membership meeting. A majority of the Directors then in office may remove any Director at any time, with or without cause. If an individual resigns or is removed from his/her office as a Director and such individual then is serving as an officer said resignation or removal shall apply as well to the officership then held.

Section 8. Regular Meetings. The Board of Directors shall meet at least twice annually, including once at the Annual National Conference. The Board of Directors shall have the power to fix by resolution the place, date and hour of the other regular meetings of the Board.

Section 9. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the Chairperson or any six Directors, and noticed in accordance with Section 10 of this Article.

Section 10. Notice. Written notice of the regular and special meetings of the Board of Directors shall be given to each Director at least 15 days before any such meeting, and shall state the date, place, and time of the meeting and, in the case of a special meeting, the subject-matter to be considered at the meeting.

Section 11. Waiver of Notice. Actions taken at any meeting of the Board of Directors, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice. The waiver of notice need not specify the purpose of the meeting. All waivers shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 12. Quorum & Adjournment. The presence of a majority of the Directors then in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If there be less than a quorum present, the majority of those present may adjourn the meeting from time to time and place to place and shall cause notice of each such adjourned meeting to be given to all absent Directors.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such Directors.

Section 14. Telephone Meetings. Directors may participate in a meeting through use of conference telephones or similar communications equipment so long as all Directors participating in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 15. Organization of Meeting. At all meetings of the Board, Amudim's Chairperson or, in his/her absence, the Vice Chairperson or, in his/her absence, a temporary chairperson chosen by the Directors from among their number, shall preside. Amudim's Secretary shall act as secretary at all meetings of the Board. In the absence of the Secretary, the presiding officer shall appoint any person to act as secretary of the meeting.

Section 16. Compensation. Directors shall serve without compensation for their services as such, but, on resolution of the Board, the expenses (if any) for attendance at each annual, special or regular meeting of the Board may be reimbursed. The Board shall have the power, in its sole discretion, to contract for and to pay to Directors rendering unusual or exceptional services to Amudim (in capacities other than as Directors) special compensation appropriate to the value of such services, and shall have the further power to compensate any Director who becomes an employee of Amudim.

Section 17. Standard of Care. A Director shall perform the duties of a director, including duties as a member of any Board Committee on which the Director may serve, in good faith, in a manner such

Director believes to be in the best interest of Amudim and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would exercise under similar circumstances.

In performing the duties of a Director, an individual shall be entitled to rely, in good faith, on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

- (i) one or more officers or employees of Amudim that the Director reasonably believes to be reliable and competent as to the matters presented; and/or
- (ii) counsel, independent accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; and/or
- (iii) a Board Committee upon which the Director does not serve, as to matters within its designated authority, provided that the Director reasonably believes such Committee merits confidence;

so long as, in any such case, the Director acts in good faith, after reasonable inquiry, when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VI below, an individual who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that individual's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

#### **ARTICLE IV**

#### **COMMITTEES OF THE BOARD**

Section 1. Committees. Committees shall include: Executive and Nominating, and such other committees as designated from time to time by the Board Chairperson(s).

Section 2. Committee Chairpersons. Committee Chairpersons shall be nominated by the Board Chairperson(s), which nomination shall be ratified by a majority in number of the Directors then serving.

Section 3. Committee Members. Committee members shall be chosen by the Committee Chairpersons in consultation with the Board Chairperson(s), and shall be either Directors or the holders of Qualified Memberships not then serving on the Board, but Directors shall comprise a majority of each Committee. Terms of Committee members shall be determined by the Chairpersons.

Section 4. Executive Committee. The Executive Committee shall be comprised of the Officers plus 5 at-large people designated by the Board Chairperson(s), no more than one-third of whom may be Foundation Staff (not including Foundation Staff who also hold Qualified Memberships under Subparagraphs (i) or (ii) of Section 1 of Article II hereof).

Section 5. Nominating Committee. A Nominating Committee comprised of Directors, no more than one-third of whom may be Foundation Staff (not including Foundation Staff who also hold Qualified Memberships under Subparagraphs (i) or (ii) of Section 1 of Article II hereof) shall recommend names of candidates to serve as Directors and Officers. The members of this Committee shall be nominated by the Board Chairperson and ratified by a majority of the Board then serving. Past Board Chairpersons shall serve as ex-officio members of the Nominating Committee, and the most recent past Board Chairperson shall serve as Chair of the Committee.

## **ARTICLE V**

### **OFFICERS**

Section 1. Officers. The Officers of Amudim shall be a Chairperson or Co-Chairpersons (alternatively, a President or Co-Presidents), one or more Vice Chairpersons (alternatively, Vice Presidents), a Secretary, and a Treasurer. Officers are members of the Board of Directors. Amudim also may have, at the discretion of the Board, such other offices as may be designated by the Board of Directors. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the Chairperson. Foundation Staff (not including Foundation Staff who also hold Qualified Memberships under Subparagraphs (i) or (ii) of Section 1 of Article II hereof) shall be limited to the holding of less than one-half of the total number of offices.

Section 2. Election. The Officers of Amudim shall be elected annually by the Membership for one-year terms, with no more than three consecutive terms permitted without a one-year break. Officers shall each serve until their respective successors are duly elected and qualified, unless removed from office by the Board of Directors during their respective terms.

Section 3. Removal. An officer may be removed, with or without cause, by a vote of the majority of the Board then serving or by an Officer on whom such power of removal may be conferred by the Board of Directors.

Section 4. Resignation. An Officer may resign at any time by giving written notice to the Secretary or Chairperson of Amudim. Such resignation shall take effect on receipt of that notice by either such Officer or at any later time specified in that notice and, unless otherwise specified in that notice, Amudim's acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of Amudim under any contract to which the resigning Officer is a party.

Section 5. Vacancies. A vacancy in any office for any reason shall be filled through nomination by the Board Chairperson and ratification by a majority of the Board of Directors then serving until the next annual election takes place. Each vacancy shall be filled no later than 90 days after its occurrence.

Section 6. Chairperson. The Chairperson (alternatively, the President) generally shall supervise, direct and control the activities of the Board of Directors and the other Officers of Amudim. In the exercise of these duties and subject to the limitations of the laws of the Commonwealth of Pennsylvania, these By-laws and the actions of the Board of Directors, he/she may appoint, suspend, and/or discharge employees and agents, shall preside at all meetings of the Board of Directors and shall be a member of all committees. He/she also shall do and perform such other duties as from time

to time may be assigned to him/her by the Board of Directors. Unless otherwise determined by the Board of Directors, the Chairperson, or a designee thereof, shall have full power and authority on behalf of Amudim to attend and to act and to vote at any meeting of the shareholders of any corporation in which Amudim may hold stock, and, at any such meeting, shall possess and may exercise any and all the rights and powers incident to the ownership of such stock and which, as the owner thereof, Amudim might have possessed and exercised.

Section 7. Vice Chairperson. One or more Vice Chairpersons (alternatively, Vice Presidents) shall, in the absence of the Chairperson, or when so directed by the Board of Directors, carry out the duties of the Chairperson and shall have such other powers and duties as may be prescribed by the Board or these By-laws.

Section 8. Secretary. The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees and of meetings of the members, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of Amudim, and shall have such other powers and duties as may be prescribed by the Board or these By-laws.

Section 9. Treasurer. The Treasurer shall have custody of all funds and other assets of Amudim, shall direct the expenditure of such funds in the manner prescribed by the Board of Directors, shall supervise the annual audit and the keeping and maintaining of adequate and correct accounts of Amudim's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Board or these By-laws.

Section 10. Delegation of Office. The Board of Directors may delegate the powers or duties of any Officer of Amudim to any other Officer or to any Director from time to time.

## **ARTICLE VI**

### **LIMITATION OF DIRECTORS' LIABILITY AND INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS**

Section 1. Limitation of Directors' Liability. No Director of Amudim shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his/her office under section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the provisions of this Section shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a Director for the payment of taxes pursuant to local, State or Federal law.

Section 2. Indemnification and Insurance.

(a) Indemnification of Directors and Officers.

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by Amudim for all actions taken by him/her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted

by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

- (ii) The right to indemnification provided in this Section shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by Amudim in

advance of the final disposition of the Proceeding to the fullest extent provided by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to Amudim of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section or otherwise.

- (iii) Indemnification pursuant to this Section shall continue as to an Indemnitee who has ceased to be a Director or officer and shall inure to the benefit of his/her heirs, executors and administrators.

- (iv) For purposes of this Article, (A) "Indemnitee" shall mean each Director or Officer of Amudim who was or is a party to, or is threatened to be made a party to, or is otherwise involved in, any Proceeding, by reason of the fact that he/she is or was a Director or Officer of Amudim or is or was serving in any capacity at the request or for the benefit of Amudim as a Director, Officer, employee, agent, partner, or fiduciary of, or in any other capacity for, another corporation or any partnership, joint venture, trust, employee benefit plan, or other enterprise; and (B) "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding (including without limitation an action, suit or proceeding by or on behalf of Amudim), whether civil, criminal, administrative or investigative.

- (b) Indemnification of Employees and Other Persons. Amudim may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of Amudim has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, Amudim shall indemnify such person against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.
- (c) Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses provided in this Article shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of Amudim's Articles of Incorporation or By-laws, agreement, vote of Directors, or otherwise.
- (d) Insurance. Amudim may purchase and maintain insurance, at its expenses for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not Amudim would have the power to



indemnify such person under Pennsylvania or other law. Amudim also may purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Section 3. Amendment. The provisions of this Article relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between Amudim and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Section. Notwithstanding any other provision of these By-laws relating to their amendment generally, any repeal or amendment of this Article which is adverse to any Director or Officer shall apply to such Director or Officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of Amudim, or limit the rights of

to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these By-laws, no repeal or amendment of these By-laws shall affect any or all of this Article so as either to reduce the limitation of Directors' liability or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of Directors of Amudim then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 4. Changes in Pennsylvania Law. References in this Article to Pennsylvania law or to any provision thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date this Article was adopted or as such law thereafter may be changed; provided that (a) in the case of any change which expands the liability of Directors or limits the indemnification rights or the rights to advancement of expenses which Amudim may provide, the rights to limited liability, to indemnification and to the advancement of expenses provided in this Article shall continue as theretofore to the extent permitted by law; and (b) if such change permits Amudim without the requirement of any further action by Directors to limit further the liability of Directors (or limit the liability of Officers) or to provide broader indemnification rights or rights to the advancement of expenses than Amudim was permitted to provide prior to such change, then liability thereupon shall be so limited and the rights to indemnification and the advancement of expenses shall be so broadened to the extent permitted by law.

## **ARTICLE VII**

### **DESIGNATED CONTRIBUTIONS**

Amudim may accept any designated contribution, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Certificate of Incorporation and these By-laws. As so limited, donor- designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, Amudim shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Furthermore, Amudim shall retain complete control over all donated funds (including designated contributions) and shall exercise unlimited discretion as to their use so as to insure that such funds will be used to carry our Amudim's tax-exempt purposes.

## **ARTICLE VIII**

### **BOARD OF ADVISORS**

Section 1. Appointment. The Board of Directors may appoint from time to time any number of persons as advisors to Amudim to act either singly or as a committee or committees. Each advisor shall hold office at the pleasure of the Board of Directors, and shall have only such authority or obligations as the Board of Directors may from time to time determine.

Section 2. Compensation. No advisor of Amudim shall receive, directly or indirectly, any salary or other compensation for any services rendered to Amudim except that the Board of Directors may authorize reimbursement of expenditures reasonably incurred on behalf of Amudim.

## **ARTICLE IX**

### **AGENTS AND REPRESENTATIVES**

The Board may appoint such agents and representatives of Amudim with such powers and to perform such acts or duties on behalf of the organization as the Board may see fit, so far as may be consistent with these By-laws, and to the extent authorized or permitted by law.

## **ARTICLE X**

### **CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS**

Section 1. Contracts. The Board, except as otherwise provided in these By-laws, may authorize any Officer or agent to enter into any contract or to execute and deliver any instrument in the name of and on behalf of Amudim. Such authority may be general or confined to a specific instance. Unless authorized by the Board pursuant to this Section 1, no Officer, agent or employee shall have the power or authority to bind Amudim by any contract or engagement, or to pledge its credit, or render it liable pecuniarily, for any purpose or to any amount.

Section 2. Loans. Amudim shall not borrow money, whether by issuing notes, bonds or otherwise, except with the approval of the Board. Amudim shall not loan any money to any Officer or Director but may, under appropriate circumstances, make loans to employees.

Section 3. Banks; Checks. The Board shall, from time to time and as necessary, select such banks or depositories as it shall deem proper for the monetary assets of Amudim. The Chairperson (President) and Treasurer individually shall be authorized from time to time on behalf of Amudim to sign checks, drafts or other orders for the payment of money, provided, however, that every check, draft or other order for the payment of money written in an amount greater than \$10,000 shall be signed by both the Chairperson (President) and the Treasurer.

Section 4. Investments. The monetary assets of Amudim may be retained in whole or in part in cash, or may be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities, but only as the Board may deem desirable.

## **ARTICLE XI**

## **FISCAL YEAR**

Amudim's fiscal year shall begin on January 1 of each calendar year and shall end on December 31 of the next following calendar year.

## **ARTICLE XII**

### **AMENDMENTS**

The Board shall have the power to make, alter, amend and repeal the By-laws of Amudim by the affirmative vote of a two-thirds majority of the Directors then voting; provided, however, that notice of the proposed amendment or amendments shall have been included in the meeting notice which is given to the members of the Board and; provided, further, that no such action shall be taken which would adversely affect the qualification of Amudim as an organization (i) exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Code Section 501(c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2).

## **ARTICLE XIII**

### **LIMITATIONS**

Section 1. Exempt Activities. Notwithstanding any other provision of these By-laws, no Director, Officer, employee or representative of Amudim shall take any action or carry on any activity by or on behalf of Amudim not permitted to be taken or carried on by an organization (i) exempt from Federal income tax under Code Section 501(a) as an organization described in Code Section 501 (c)(3) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2).

Section 2. Prohibition Against Sharing in Corporate Earnings. No Director, Officer, or employee of, or other person connected with Amudim, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of Amudim, provided that this shall not prevent either the payment to any such person of reasonable compensation for services rendered to or for the benefit of Amudim or the reimbursement of expenses incurred by any such person on behalf of Amudim, in connection with effecting any of the purposes of Amudim; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of Amudim. All such persons shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of Amudim, whether voluntary or involuntary, the assets of Amudim, after all debts have been satisfied, then remaining in the hands of the Board, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board may determine, or as may be determined by a court of competent jurisdiction upon the application of the Board, exclusively to charitable, religious, scientific, literary or educational organizations (i) which then qualify for exemption from Federal income taxation under the provisions of Code Sections 501(a) and 501(c)(3) and the Treasury Regulations promulgated thereunder (as they now exist or as they hereafter may be amended) and (ii) contributions to which are deductible under Code Sections 170(a)(1) and 170(c)(2) and the Treasury Regulations thereunder (as they now exist or as they hereafter may be amended).