

AMENDED AND RESTATED BYLAWS

OF

Jewish Silicon Valley

2/15/21

ARTICLE I
NAME

The name of this corporation shall be Jewish Silicon Valley (hereinafter "JSV")

ARTICLE II
PURPOSE, MISSION AND FUNCTION

JSV harnesses the power of community to improve lives, build bridges of understanding and strengthen the Jewish people here, in Israel and around the world. The mission of JSV is to ensure a vibrant Jewish community in Silicon Valley and promote the well-being of all people by providing visionary leadership, philanthropic support, meaningful programs, and experiences rooted in Jewish values and traditions.

ARTICLE III
PRINCIPAL OFFICE

The principal office for the transaction of business of JSV shall be located at 14855 Oka Road, Suite One, Los Gatos, California 95032. JSV may establish other offices as the Board of Directors determines.

ARTICLE IV
DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to Jewish communal purposes. No part of the net earnings, properties, or assets of JSV, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any Director or Officer of JSV. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of JSV shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for Jewish communal purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

ARTICLE V
JEWISH SILICON VALLEY MEMBERSHIP

Section 1. JSV Membership. Any person over the age of 18 who is dedicated to the purposes of the JSV shall be eligible for JSV membership upon minimum donation of \$100 to JSV. The initial JSV membership shall include anyone who has made a donation of \$100 or more to the Addison-Penzak Jewish Community Center or the Jewish Federation of Silicon Valley during the twelve months, beginning December 1, 2019 and ending November 30, 2020.

Section 2. Standing. JSV Members who have paid the required donation in accordance with these Bylaws in the past twelve months shall be members in good standing.

Section 3. Termination. A JSV membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the JSV Member;
- (b) Expiration of the period of JSV membership unless the JSV membership is renewed on the renewal terms;

(c) Failure of the JSV Member to pay donations, within thirty (30) days after they become due and payable; provided, however, that such Member may request the waiver of all or part of such donations on account of the inability to pay them and all such JSV Members shall retain active JSV membership;

(d) The Board or its designee terminates the membership of such JSV Member on the good faith determination by the Board or its designee that the conduct of such JSV Member is considered materially and seriously prejudicial to the interests or purpose of JSV; provided, however, that the JSV Member first be informed of the reasons for possible termination from JSV membership and be provided a reasonable opportunity to appear before the Board to request retention of JSV membership.

Section 4. Rights of JSV membership. All JSV Members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of Directors. In addition, those Members shall have all rights afforded JSV Members under the California Nonprofit Public Benefit Corporation Law.

ARTICLE VI

MEETINGS OF JSV MEMBERS

Section 1. Timing. The Annual Meeting for JSV membership shall take place at a time and place to be designated by the Board of Directors, no less than thirty (30) days in advance.

Section 2. Annual Meeting. The Annual Meeting shall be convened for the purpose of electing the Board of Directors and to conduct such other business as may be necessary and proper. The notice of the Annual Meeting shall include the names of all those who are nominees to the Board at the time that the notice is sent to the JSV Members. A quorum at any meeting of the JSV Members consists of 20 JSV Members, represented in person. All matters presented at the Annual Meeting must be approved by the Board in advance.

Section 3. Notice. Whenever notice is required to be given in these Bylaws, it may be given in a publication sent to all JSV Members, by mail or by any electronic means designed to provide actual notice to the JSV Members.

Section 4. Voting of JSV membership. Each JSV Member is entitled to one vote on each matter submitted to a vote of the JSV Members. The record date for the purpose of determining the JSV Members entitled to vote at any meeting of JSV Members is 10 days before the date of the meeting of JSV Members. JSV Members shall not be allowed to vote or act by proxy.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Authority and Powers. Subject to the provisions of the California Nonprofit Corporation Law, any other applicable law, and any limitations in the Articles of Incorporation and these Bylaws, all corporate powers shall be exercised by, or under the direction of, and the business and affairs of JSV shall be managed by, the Board of Directors. The Board will establish the governance structure, policies and

direction of JSV, and will adopt rules, regulations and procedures for the conduct of its business. Without limiting the generality of the foregoing, the Board shall have the following powers:

(e) To hire a Chief Executive Officer and to fix his or her compensation, if any.

(f) To change the principal office for the transaction of the business of JSV from one location to another; to fix and locate from time to time one or more subsidiary offices of JSV within or without the State of California; and to designate any place within or without the State of California for the holding of any Directors' meetings, subject to any limitations set out herein as in their judgment they may deem best.

(g) To borrow money and incur indebtedness for the purposes of JSV, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt, and securities therefore.

Section 2. Number, Qualification and Composition. The number of elected Directors (excluding ex-officio and Honorary Directors) will be a number determined by the Board that is not less than 13 and not greater than 21, including Officers. The number of elected Directors who are not Officers shall be at least one (1) more than the number of Officers. One Director will be a Jewish clergy member. Subject to Article VII, Section 4 below, the number of Directors may be increased or decreased from time to time by amendment of these Bylaws in accordance with the provisions of Article XIV. Each elected Director will be required to make a meaningful financial commitment to JSV (commensurate with his or her ability).

An individual who is a current employee of JSV or served as an employee in the last six (6) months may not be eligible to serve on the Board. Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of the Chief Executive Officer is not eligible to serve on the Board.

Section 3. Election of Directors. Directors shall be elected, and Officers shall be appointed, by the membership annually at the Annual Meeting, with such elected Directors and appointed Officers to take office immediately after the Annual Meeting. Only persons nominated pursuant to this section shall be voted on for the election of Directors.

(A) *Nominations by the Governance and Nominating Committee.* The Governance and Nominating Committee will serve each year as a nominating committee to consider possible nominees, make nominations for each election of Directors, and prepare a recommendation for the Officer positions for the next year. The Governance Committee is charged with using reasonable efforts to produce a balanced slate, with consideration to gender, age, congregational and organizational affiliation, experience, and interest in various programs and activities of JSV. The Governance and Nominating Committee shall submit the nominations for Director and Officer to the Secretary, who shall send or cause to be sent a notice of these nominations to the Board, either by mail or electronic transmission at least thirty (30) days prior to the designated election.

(B) *Other Nominations.* Nominations other than those submitted by the Governance and Nominating Committee may be submitted to the Secretary no less than twenty (20) days prior to the election. Additional nominations must be in writing and signed by a minimum of three (3) Directors or forty (40) JSV Members in good standing. At least ten (10) days prior to the election, the Secretary shall send or cause to be sent to the Directors, by mail or electronic transmission, a notice of the persons so

nominated. Each person so nominated must give prior written consent for his or her name to be placed in nomination.

Section 4. Term of Office. Other than the initial Board, whose Directors shall be divided into one (1), two (2) and three (3) year terms, each elected Director shall serve on the Board for a term of three (3) years, with the terms of approximately one third of the elected Directors expiring each year. Each Director shall serve from July 1 in the year following their election through June 30 in the second year of their term. A person who has been a member of the Board for six (6) consecutive years shall not be eligible for re-election to the Board until a one (1) year interval has elapsed during which the person was not a member of the Board. However, the six (6) consecutive year limit is tolled during the time a Director serves as an Officer and the years served as an Officer do not count towards the six (6) year maximum. For example, if a person has served one, three (3) year term (i.e. three years) and is then elected as an Officer, and serves for three years as an Officer, that Board member can serve one more three (3) year term before being required to take a year off. Notwithstanding the foregoing, the Chairperson and Immediate Past Chair shall serve as a Director without regard to years of service during their tenure as Chairperson and Immediate Past Chair. Furthermore, each person serving as a Director shall hold office until the earlier to occur of (a) the expiration of such Director's term and until such Directors' successor has been elected and qualified or (b) such Directors death, resignation or removal as hereinafter provided. No change in the authorized number of directors or the composition of the Board shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 5. Ex-Officio and Honorary Directors. Ex-officio Directors serve as Directors by virtue of their position currently held. Honorary Directors serve by virtue of their election by the Board in recognition of prior service to JSV and the community. Except as for the Immediate past Chairperson, neither ex-officio Directors nor Honorary Directors shall have voting powers or count towards the presence of a quorum at meetings of the Board of Directors, but shall otherwise be entitled to all of the other privileges as Directors, including attendance at meetings and the providing of advice to the Board of Directors. The term of an ex-officio Director shall end upon the end of his or her position (or the end of the position designating such person to be an ex-officio Director). The term of an Honorary Director shall be until such Honorary Director dies, resigns or is removed by a vote of the elected Directors. The following persons shall be ex-officio Directors of the Board of Directors at the discretion of the Board of Directors:

- (a) Any JSV Member who is elected to a continental, regional or state governance board affiliated with the Jewish Community Center Association of North America or Jewish Federations of North America or their successor organizations
- (b) A high school youth representative
- (c) Others as deemed by the Governance and Nominations Committee and elected by the Board

Section 6. Remuneration of Directors. Elected Directors shall not receive any salary or compensation for their services as Directors. They shall receive reimbursement for out-of-pocket expenditures pre-approved by the CEO that are incurred in carrying out such person's duties as a Director.

Section 7. Removal of Directors. Any Director may be removed from office, with or without cause, by the affirmative vote of two thirds of the elected Directors then in office.

Section 8. Resignation of Directors. Any Director may resign effective on giving written notice to the Chairperson of the Board of Directors, provided that the Chairperson may provide such notice to the Secretary. Such resignation shall take effect on the date of receipt or any other time specified in the notice. No Director may resign when JSV would be left without a duly elected Director in charge of its affairs.

Section 9. Filling Vacancies. When a vacancy occurs on the Board (other than as a result of completing a term), the Governance and Nominating Committee, in consultation with the Chairperson, shall first decide whether the vacancy will be filled. If the Governance and Nominating Committee wishes to fill the vacancy, it will submit to the Board the name of a nominee to fill the vacancy, and a majority of Directors remaining in office shall elect a new Director to complete the remainder of the term. The term of a Director so elected shall begin immediately upon his or her election and shall conclude at the time when the term of the Director whose vacancy he or she has been elected to fill would have expired. Any vacancy to be filled by reason of an increase in the number of Directors shall be filled by election at any meeting of the Board of Directors, with such newly-elected Directors to hold office until the next election of Directors. Any portion of the fiscal year in which a Director is elected to fill a vacancy pursuant to this Section 8 shall not count towards that person's term limits.

Section 10. 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 JSV and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and data, in each case that has been prepared or presented by a variety of persons, including executive officers and employees of JSV, professional advisors or experts such as accountants, legal counsel or rabbis. 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 JSV or with respect to any property held or administered by JSV, including property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 11. Conflicts of Interest and Self-Dealing Transactions. No Director nor any other corporation, firm, association or other entity in which one or more of JSV's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with JSV, unless (i) the Director with the interest reveals his or her interest to the Board and does not vote on the transaction, (ii) the transaction is fair and reasonable to JSV, (iii) the Board determines in good faith after reasonable investigation that JSV could not reasonably have obtained terms and conditions for such transaction which are materially better from disinterested parties or sources, and (iv) JSV entered into the transaction for its own benefit.

ARTICLE VIII

MEETINGS OF DIRECTORS

Section 1. Meetings of Directors. The Directors may hold meetings, maintain an office and keep JSV's books and records at such place or places within or without the State of California as the Board of Directors may from time to time determine; provided, however, that in the absence of any such determination, such place shall be JSV's principal office in the State of California. The Directors may meet in public session, in private session and in closed session, at their discretion.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such time as the Chairperson may designate; provided, however, that said meeting shall not fall upon any federal, state or Jewish holiday. The Board will meet a minimum of six (6) times per fiscal year. The schedule, including the date, time and location, of regular meetings for the year shall be distributed to all Directors no later than the start of the JSV fiscal year. Notice of any changes to the date, time or location of a regular meeting shall be given to all Directors not less than ten (10) days prior to the impacted meeting. Board members shall attend regular Board meetings. In the event a Director is unable to attend a Board meeting, that Director, when feasible, shall notify the Chairperson of their unavailability in advance of the meeting.

Section 3. Special Meetings. Special meetings of the Board may be called by the Chairperson of the Board, the Chief Executive Officer, any Vice-Chair or the Secretary, if the Secretary is requested to do so in writing by any two (2) Directors. No less than forty-eight hours' notice of Special Meetings shall be required with such notice sent by mail or electronic transmission to each Director stating the date, time and location of said meeting.

Section 4. Voting, Quorum. Each Director shall be entitled to one (1) vote on all matters before the Board. There shall be no voting by proxy. At any meeting of the Board of Directors, a quorum shall consist of one-half plus one of the total number of the Directors that sit on the Board. The act of a majority of the Directors present at any meeting at which there is a quorum shall be deemed to be the act of the Board of Directors unless the act of a greater number is required by law, the Certificate of Incorporation or these Bylaws.

Section 5. Action without Meeting. Any action that may be taken at a regular or special meeting of the Board of Directors, may be taken without a meeting and without prior notice given, if all elected members of the Board individually or collectively consent in writing to that action. Written consents must be filed with the minutes of the proceedings of the Board. Action by written consent has the same force and effect as a vote of the Directors. A written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chair of the Board.

Section 6. Telephonic and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or other electronic transmission in compliance with these Bylaws, if and when such capability is provided, so long as (i) each Director participating in the meeting can communicate with all of the other Directors concurrently and (ii) each Director is provided with the means of participating in all matters before the Board, including the capacity to propose or to interpose an objection to a specific action to be taken by JSV.

Section 7. Adjournment. A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given via mail or electronic transmission to each Director who was not present at the time of the adjournment at least 24 hours prior to the time the meeting is reconvened.

ARTICLE IX
OFFICERS

Section 1. Officers. The Officers of JSV shall be a Chairperson, a First Vice Chair, no more than three Vice Chairs, a Chair-Elect, an Immediate Past Chair, a Secretary, a Finance Chair and a Legal-At-Large position. Except insofar as their duties may conflict, the same person may hold any two or more offices, except that neither the Secretary nor the Finance Chair may serve concurrently as the Chairperson.

Section 2. Election and Term of Office. The Officers of JSV shall be appointed from among eligible Board members. The Governance and Nominating Committee is responsible for determining nominations of Officers. Officers shall be appointed at the same meeting in which Directors are elected.

- (A) General Terms of Office; Term Limits. The term of office for all Officers, other than the Chairperson, the Finance Chair and Chair-Elect, is one (1) year. Each Officer shall serve until a successor is elected or, in the case of Chair-Elect, Vice Chair or Immediate Past Chair, until the position is deemed vacant. Other than as noted below, each Officer may be elected to and serve in the same office for no more than three (3) consecutive years. Any person who becomes ineligible for election to an office due to term limits set forth in this Article IX, Section 2 shall again become eligible for such election after one year of ineligibility.
- (B) Term of Office of Chairperson and the Finance Chair. The term of office for Chairperson and Finance Chair is two (2) years, which may be extended by one (1) additional year as determined by the Board.
- (C) Election and Term of Office of Chair-Elect. The Chair-Elect shall be nominated by the Governance and Nominating Committee and elected at a meeting of Directors one year into the Chairperson's term. The Chair-Elect shall automatically be deemed to be Chairperson after the expiration of the term of the then seated Chairperson and the position of Chair-Elect shall become and remain vacant until the Board elects a new Chair-Elect.
- (D) Election and Term of Office of Immediate Past-Chair. When the Chair-Elect becomes Chair, the current Chairperson shall automatically become the Immediate Past Chair and serve in such capacity for one (1) year.

Section 3. Removal and Resignation. Any Officer may be removed, either with or without cause, by a two-thirds majority vote of the Directors then in office, at any regular or special meeting of the Board. A person who has been removed as an Officer shall also be considered to have been removed as a Director. Any Officer may resign at any time by giving written notice to the Board or to the Chairperson. Such resignation shall take effect at the date of the receipt of such notice or at any time specified therein; and, unless otherwise specified herein, the acceptance of such resignation shall not be necessary to make it effective. If the Chairperson is removed or resigns from the Board, such person shall not become the Immediate Past-Chair as specified in Article IX, Section 2, Paragraph D.

Section 4. Vacancy. A vacancy in any office, because of death, resignation, removal, disqualification or otherwise, may be filled by the Board for the remaining portion of the term. If the Chairperson becomes vacant, the Chair-Elect shall become Chairperson for the remainder of the Chairperson's term or, if there is no Chair-Elect, the First Vice Chair shall become Chairperson for the remainder of the Chairperson's term. When a vacancy in an office occurs, the Governance and Nominating Committee shall submit to the Board the name of a nominee to fill the vacancy and a majority of the Directors shall elect a new Officer to complete the remainder of the term. The term of an Officer so elected shall begin immediately upon his/her election and shall conclude at the time when the term of the Officer whose vacancy he or she has been elected to fill would have expired.

Section 5. Chairperson. The Chairperson of JSV (the “Chairperson” or “Chair”) shall preside at meetings of the Board and exercise and perform such other powers and duties as may from time to time be assigned to him or her by the Board or prescribed by these Bylaws. The Chair shall enforce the provisions of these Bylaws. The Chair shall provide leadership to and shall have general charge of the affairs of JSV, subject to all the rules, regulations and resolutions of the Board. The Chair shall discharge those duties normally required of the Chair of a not for profit entity with charitable tax exempt status and shall perform such other duties as may be prescribed from time to time by the Board. The Chair may sign, with the Finance Chair or any other proper Officer of JSV authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be specifically designated by the Board or by these Bylaws or statute to be by some other Officer or agent of JSV. Except as otherwise provided in these Bylaws, the Chair shall appoint the chairpersons and members of all committees and cabinets provided for by these Bylaws or deemed necessary or advisable for the management of the affairs of JSV. The Chair shall be an ex-officio member of each committee and cabinet.

Section 6. First Vice Chair, Vice Chairs. In the absence of the Chairperson, or in the event of the Chairperson’s inability or refusal to act, the First Vice Chair shall perform the duties of the Chairperson and when so acting shall have all the powers and be subject to all the restrictions upon the Chair. Each Vice Chair shall chair a committee or cabinet of the Board. Each Vice Chair shall perform all duties incident to the office of Vice Chair and such other duties as pertain to the office or as may be prescribed from time to time by the Chairperson of the Board.

Section 7. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, chair the Governance and Nominating Committee of the Board, and, in general, perform all duties incident to the office of Secretary and such other duties as pertain to the office or as are prescribed from time to time by the Chairperson or the Board.

Section 8. Finance Chair. The Finance Chair shall report the financial status of JSV to the Board on a regular basis, shall chair the Finance Committee and shall perform all duties incident to the office of Finance Chair and such other duties as pertain to the office or as prescribed from time to time by the Chair or the Board.

Section 9. Immediate Past Chair. The Immediate Past Chair shall serve as an advisor to the Chairperson.

Section 10. Chair Elect. The Chair Elect shall work with the Chairperson to transition into the role. The Chair Elect shall also serve as the First Vice Chair.

ARTICLE X

COMMITTEES & CABINETS

Section 1. Board Committees & Cabinets. The Chairperson or the Board of Directors may designate one or more committees or cabinets of the Board, each of which, to the extent authorized by the Chairperson or the Board, shall carry out its duties and report its conclusions to the Board. Any committee or cabinet created by the Board of Directors or these Bylaws, unless otherwise expressly provided herein, shall (a) have a chairperson designated by the Chairperson of the Board (each, a

“Committee/Cabinet Chair”), (b) fix its own rules or procedures, (c) meet at such times and at such place or places as may be provided by such rules or by resolution of such committee or cabinet or the Board of Directors, and (d) keep regular minutes of its meetings and cause such minutes to be recorded in books kept for that purpose which, for the avoidance of doubt, may be in electronic format, and report the same to the Board of Directors at its next succeeding meeting. At every meeting of any such committee or cabinet, the presence of a majority of all the members thereof shall constitute a quorum, and the affirmative vote of a majority of the members present shall be necessary for the adoption by it of any action, unless otherwise expressly provided in the committee’s rules or procedures, these Bylaws or by the Board of Directors.

Unless otherwise specified in these Bylaws, any committee or cabinet shall consist of two or more Directors and any number of additional persons who are not members of the Board. Vacancies in the membership of any committee or cabinet shall be filled by action of the Chairperson or the Board. No committee or cabinet shall be empowered to supersede the authority of the Board. Subject to the foregoing, the Chairperson or Board may delegate to any committee or cabinet, to the extent provided in a resolution of the Board, any of the authority of the Board except with respect to:

- (a) Taking final action on any matter that, by law (including California Nonprofit Public Benefit Corporation Law), requires a vote of approval by the membership of approval of a majority of all members;
- (b) Filling vacancies on the Board or any committee of the Board;
- (c) Amending or repeal Bylaws or adopt new Bylaws;
- (d) Amending or repeal any resolution of the Board that by its express terms is not so amendable or repealable; and
- (e) Creating any other committees or cabinets of the Board or appoint the members of committees or cabinets of the Board.

Section 2. Term of Office. The term of office of any committee or cabinet member shall be at the pleasure of the Board of Directors.

Section 3. Committee/Cabinet Chair. The Committee/Cabinet Chair is responsible for maintaining a current list of committee members. The Committee/Cabinet Chair will call and preside at all meetings of the Committee or Cabinet. The Committee/Cabinet Chair may appoint such subcommittees, as he or she deems appropriate, and will inform the Board of Directors of the appointments of such subcommittees. When the Committee/Cabinet Chair is absent, cannot act or refuses to act, a committee member in the order of their tenure on the committee will perform the Committee/Cabinet Chair’s duties, with all of the powers and restrictions of the Committee/Cabinet Chair.

Section 4. Executive Committee. The Executive Committee shall consist of the Officers as described in Article IX. In addition, the Chief Executive Officer of JSV shall serve as ex-officio non-voting members of the Executive Committee. The Chairperson shall be the chairperson of the Executive Committee. The Executive Committee shall have the power to transact all regular business of JSV and to act in cases of emergency, subject to any prior limitations imposed by the Board or these Bylaws. The Executive Committee shall meet at least once per quarter.

The Executive Committee shall have the exclusive authority of the Board in relation to personnel issues, including litigation matters related thereto, of all JSV employees. In that capacity, the Executive

Committee has responsibility to evaluate the Chief Executive Officer, recommend to the Board his or her compensation, if any, and review the compensation of senior management as set by the Chief Executive Officer to ensure that such compensation is just and reasonable. The Board will vote to accept or reject the recommendation of the Executive Committee as regards the Chief Executive Officer's compensation. In addition, the Executive Committee has exclusive authority of the Board in relation to litigation concerning the day to day operations, management and activities of JSV. The Executive Committee shall perform other such duties as the Board may prescribe from time to time.

Section 5. Finance Committee. The Finance Committee shall oversee and provide guidance on the financial management of JSV as well as propose policy and controls over the financial aspects of JSV to the Board. The Finance Committee shall regularly report to the Board on the financial health of JSV and its member agencies and make recommendations as needed. The Finance Committee is responsible for reviewing and approving the annual budget prepared by the Chief Executive Officer and submitting the same to the Board of Directors for approval. The Finance Committee shall be chaired by the Finance Chair and include at least two (2) additional members of the Board of Directors or other individuals appointed by the Chairperson. The Chief Executive Officer is an ex-officio non-voting member of the Finance Committee.

Section 6. Audit Committee. The Audit Committee shall cause the annual audit of JSV to be performed. It shall review JSV's accounting policies and decisions, adequacy of its internal control systems and shall oversee the accuracy of its financial statements. The activities of the Audit Committee shall include, but not be limited to, (i) recommending an independent audit firm to the Board of Directors, (ii) reviewing draft financial statements and (iii) handling complaints received by JSV regarding accounting or auditing matters. The Audit Committee shall consist of not less than three (3) members. The members of the Audit Committee may include both Directors and non-Directors, subject to the following limitations: (a) a majority of the Audit Committee may not consist of members of the Finance Committee, (b) the chair of the Audit Committee may not be a member of the Finance Committee, (c) the Chairperson may not serve on the Audit Committee, (d) the Audit Committee may not include any member of the staff, including the Chief Executive Officer, or any employee and (e) the Audit Committee may not include any person who has a material financial interest in any entity doing business with JSV.

Section 7. Investment Committee. The Investment Committee shall be responsible for the investments of JSV's funds and shall have the authority to approve all investments made on behalf of JSV in accordance with the Board approved investment policy. The Investment Committee shall consist of not less than three (3) individuals, including one (1) chair appointed from the Board of Directors. The Investment Committee is responsible for bringing the JSV investment policy to the Board for approval on an annual basis.

Section 9. Governance and Nominating Committee. The Governance and Nominating Committee shall oversee and provide guidance on the growth and development of the Board of Directors, shall be responsible for the on-boarding of new Directors, and shall ensure the Board of Directors is compliant with these Bylaws. The Governance and Nominating Committee shall consist of not less than three (3) individuals. This committee shall consist only of current JSV Directors of the Board, former JSV Directors of the Board, or current JSV Members with board governance experience. The Governance and Nominating Committee shall be chaired by the Secretary. The Governance and Nominating Committee is responsible for:

- (a) nominating individuals to serve as Directors on the Board;
- (b) nominating a slate of Officers from the Directors on the Board;
- (c) adopt and oversee a training program for both new and existing Directors concerning their fiduciary duties, the ethical and governance policies of JSV and criteria for effective director service, including attendance standards;
- (d) implementing policies and processes designed to provide for effective and efficient governance;
- (e) identifying prospective new Board members, conducting the vetting of these candidates and recommending a final slate to the Board of Directors for approval;
- (f) adopting and overseeing the development and implementation of an annual board evaluation process;
- (g) assessing the performance of current Board members who are eligible for reelection and determining if they should be recommended to the Board for a new term;
- (h) recommending to the Chairperson placement of Board members on Board committees and cabinets.

Section 10. Philanthropy Cabinet. The Philanthropy Cabinet shall be co-chaired by the Fundraising Chair and the Philanthropy Chair. This cabinet shall promote the philanthropy initiatives of JSV including the raising of funds from a broad range of sources and allocation of such funds, to the extent feasible. This cabinet may call upon the services of all members of the Board of Directors to effectuate the plans and programs resulting from said activities. The Philanthropy Cabinet shall plan and direct implementation of all fund-raising activities.

Section 11. Operations Cabinet. The Operations Cabinet shall be chaired by the Operations Chair. This cabinet shall oversee all aspects of campus management and approve and implement campus wide policies and procedures including, but not limited to, kashrut, facility rental, security protocols.

Section 12. JCRC and JCRC Cabinet.

(a) The JCRC shall serve as the umbrella body on public affairs issues for the organized Jewish community of Silicon Valley. The mission of the JCRC is to educate, to advocate, and to collaborate with others towards promotion and defense of freedom, justice, tolerance and equal opportunity on behalf of the Jewish Community so as to ensure a strong democracy and vibrant Jewish presence in the Silicon Valley.

(b) The JCRC Cabinet will have at least one representative from the JSV Board and delegates of various Jewish organizations in the community. A Cabinet Chair shall be nominated by the JCRC Cabinet members, and JCRC shall develop the procedures under which it operates and elects officers.

(c) The JCRC shall act as “the unified voice” of the organized Jewish community of Silicon Valley. The JSV Board representative(s) shall inform the JSV CEO of positions adopted by the JCRC. The JSV CEO, working with the JCRC Director and JSV Board representatives, shall decide if the position adopted by the JCRC should be brought to the JSV Board for approval before action is taken. On these positions, a two-thirds [2/3] vote by the Board may veto a position adopted by JCRC.

Section 13. Programs Cabinet. The Programs Cabinet shall be chaired by the Programs Chair. This cabinet shall set policies around participation in JSV programming and will assess and advise JSV regarding the needs of the community in regard to programs. This cabinet may call upon the services of all members of the Board of Directors to effectuate the plans and programs resulting from its activities. The Programs Cabinet shall support the implementation of all programs held on the JSV property.

Section 14. Ad Hoc Committees. The Chairperson shall have the authority to establish any committee deemed necessary or desirable to accomplish the purposes and needs of JSV.

Section 15. Representatives on Levy Family Campus Board of Directors. The JSV Board will approve a policy to appoint two JSV representatives to serve on the Board of Directors of the Levy Family Campus. The policy will include qualifications and terms of service.

ARTICLE XI

CHIEF EXECUTIVE OFFICER

Section 1. Powers and Duties. There shall be a paid Chief Executive Officer of JSV who shall be responsible for managing the day-to-day operations of JSV. The Chief Executive Officer shall regularly report to the Board on the operation of JSV, including any matters as are appropriate to keep that body fully informed in order to meet its responsibilities. Within any policy guidelines established by the Board, he or she shall: (i) have general executive charge, management and control of the properties, business and operations of JSV with all such powers as may be reasonably incident to such responsibilities; (ii) have the authority to agree upon and execute all leases, contracts, evidences of indebtedness and other obligations in the name of JSV subject to the approval of the Board of Directors; (iii) represent JSV to the community; (iv) employ and discharge, according to the terms of JSV's employment contracts and according to the laws of California, all JSV personnel and prescribe their duties, salaries and terms of office; (v) participate in the preparation of the annual budget for the operation of JSV for the next succeeding fiscal year; and (vi) have such other powers and duties as may be designated in these Bylaws and as may be assigned to such Officer from time to time by the Board of Directors. The Chief Executive Officer may delegate portions of his or her responsibilities to other employees as appropriate.

Section 2. Board Meetings. The Chief Executive Officer shall have the right to attend all meetings of the JSV Board and its committees and select additional JSV personnel to attend such meetings as well as advise at all meetings of the JSV Board and its committees, except during executive session or for personnel matters concerning the Chief Executive Officer, but shall have no voting power.

Section 3. Appointment. The Chief Executive Officer will be hired by the Board of Directors and will be accountable to the Board of Directors. A two-thirds (2/3) majority vote of the Directors then in office voting at either a general meeting or a special meeting shall be required to engage or terminate the employment of the Chief Executive Officer. Should a vacancy in the Chief Executive Officer position occur, the Board shall appoint a search committee in accordance with Article X Section 1.

ARTICLE XII
INDEMNIFICATION AND INSURANCE

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

Section 2. Indemnification in Actions by Third Parties. JSV shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of JSV to procure a judgment in its favor, an action brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust), by reason of the fact that such person is or was an agent of JSV, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of JSV and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of JSV or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of JSV. JSV shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of JSV, or brought under section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of JSV, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interest of JSV, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section:

- (a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to JSV in the performance of such person’s duty to JSV, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
- (b) In respect of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

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

Section 4. Indemnification Against Expenses. To the extent that an agent of JSV has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Limitations on Indemnification. Except as provided in Section 4 of this Article, any indemnification under this Article shall be made by JSV only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 and 3 of this Article, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to such proceeding;
- (b) Approval of the JSV Members, if any, in accordance with section 5034 of the California Nonprofit Public Benefit Corporation Law, with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which such proceeding is or was pending upon application made by JSV or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by JSV.

Section 6. Advancing of Expenses. Expenses incurred in defending any proceeding may be advanced by JSV prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article. The provisions of subdivision (a) of section 5236 of the California Nonprofit Public Benefit Corporation Law do not apply to advances made pursuant to this subdivision.

Section 7. Consistency with California Law. No provision made by JSV to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members, if any, or Directors, an agreement or otherwise, shall be valid unless consistent with section 5238 of the California Nonprofit Public Benefit Corporation Law. Nothing contained in this Article or in section 5238 of the California Nonprofit Public Benefit Corporation Law, shall affect any right to indemnification to which persons other than such Directors and Officers may be entitled by contract or otherwise.

Section 8. Prohibition of Indemnification. No indemnification or advance shall be made under this Article, except as provided in Section 4 or Section 5(c) of this Article, in any circumstance where it appears:

- (a) That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the JSV Members, if any, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Liability Insurance. JSV shall purchase and maintain insurance on behalf of any agent of JSV against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not JSV would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that JSV shall have no power to purchase and maintain such insurance to indemnify any agent of JSV for a violation of section 5233 of the California Nonprofit Public Benefit Corporation Law.

Section 10. Inapplicability of this Article. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent as defined in Section 1 of this Article of JSV. JSV shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by subdivision (f) of section 207 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE XIII **GIFTS, DONATIONS, ENDOWMENTS**

Section 1. Gifts, Bequests, Etc. The Board of Directors may accept or reject on behalf of JSV any gift, bequest, devise or contribution for any purpose.

Section 2. Allocation of Funds. Unless otherwise designated by the respective testators or donors or by the Board of Directors (a "Board Designated Fund"), bequests, gifts, transfers of property and other benefits at any time received by JSV shall be considered unrestricted. Unless otherwise designated by the respective donors or the Board of Directors, all funds received by JSV from foundations or similar organizations, shall be treated as unrestricted funds to be allocated at the discretion of the Board. The Board of Directors shall determine and approve an allocations policy that includes distribution of unrestricted funds to support JSV operations and local Jewish agencies and Jewish causes in Israel and overseas.

Section 3. General Use of Endowment Funds. All assets of the endowment funds of JSV shall be managed and used in such manner as may be determined by the Board of Directors, subject however, to such restrictions as shall have been imposed thereon by the respective testators or donors.

ARTICLE XIV **MISCELLANEOUS**

Section 1. Books and Records and Inspection of Bylaws. JSV shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Board, and shall keep at its principal office a record giving the names and addresses of the members of the Board which, for the avoidance of doubt, can be maintained electronically. JSV shall keep in its principal office the original or a copy of the Articles of Incorporation and of the Bylaws of JSV, each as amended from time to time, and make the Articles of Incorporation and the Bylaws of JSV available for inspection to all persons legally entitled to inspect the same during the regular business hours of JSV.

Section 2. Fiscal Year. The fiscal year of JSV shall be July 1 through June 30 of the following year, subject to change by a majority vote of the Board of Directors at a regular or special meeting.

Section 3. Authorized Expenditures. At such time as determined by the Board, the Finance Chair shall submit a budget for the fiscal year for approval by the Board. The Board shall adopt policies and

procedures for approving expenditures that are outside of the approved budget. Such policy may be amended at any time by the Board.

Section 4. Nondiscrimination Policy. JSV does not discriminate on the basis of race, color, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national and ethnic origin or veteran status in the administration of its policies or programs.

Section 5. Amendments. With the exception of the actions described below, these Bylaws may be altered, amended or repealed upon an affirmative vote of two-thirds of the Directors then in office at any meeting of the Board of Directors if notice of the proposed amendment is contained in the notice of such meeting, except as otherwise provided by law or by the Articles of Incorporation.

Members' Approval Required. Without the approval of the JSV Members, the Board may not adopt, amend, or repeal any Bylaw that would: increase or extend the terms of Directors; allow any Director to hold office by designation or selection rather than by election by the JSV Members; change the quorum for JSV Members' meetings; repeal, restrict, create, expand, or otherwise change proxy rights; authorize cumulative voting; specify or change a fixed number of Directors, or change from a fixed to a variable number of Directors or vice versa; require that approval by the JSV Members or a class of members be unanimous or by a greater proportion than that required by law; authorize the Board to fill vacancies created by the removal of Directors; or terminate all JSV Memberships or any class of memberships.


Section 6. Addison-Penzak Name Preservation. For so long as Jewish Silicon Valley operates programs and departments that have traditionally been, and in the future are, associated with a Jewish Community Center, Jewish Silicon Valley shall incorporate the name of Addison-Penzak Jewish Community Center ("APJCC") in connection with all such programs and departments, including but not limited to the APJCC Preschool, APJCC Fitness Programs, APJCC Aquatics Programs and APJCC Senior Programs and all educational classes currently operated by the APJCC as of the date of these Amended and Restated Bylaws. This does not in any way restrict the ability of a donor to name any room, area, space or building on the Levy Family Campus.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of Jewish Silicon Valley and
2. That the foregoing Bylaws, comprising 17 pages, constitute the Bylaws of said corporation as duly adopted at a meeting of the Directors on ~~February 15, 2021~~

IN WITNESS WHEREOF, I have hereunto subscribed my name this February 18, 2021.



_____Sheldon Gilbert_____, Secretary