

BYLAWS  
OF  
COUNCIL OF AMERICAN JEWISH MUSEUMS, INC.

(a Mississippi corporation not for profit and without capital stock)

ARTICLE I  
NAME AND PURPOSE

SECTION 1. Name. The name of this corporation shall be Council of American Jewish Museums, Inc. (hereafter the “Corporation,” “Council of American Jewish Museums,” or “CAJM”).

SECTION 2. Purpose. The Council of American Jewish Museums is an association of institutions and individuals committed to strengthening the North American Jewish museum field, which includes art and history museums, Jewish historic sites, historic and archival societies, Holocaust centers, synagogue museums, Jewish Community Center galleries, children’s museums, and university galleries. CAJM provides services to enhance the professional management of Jewish museums, advocacy on behalf of Jewish museums within both the secular and Jewish communities, and public outreach to bring the richness within Jewish museums to audiences throughout North America. CAJM is a contributing participant among Jewish communal agencies.

ARTICLE II  
CORPORATE OFFICE AND REGISTERED AGENT

The principal office of Council of American Jewish Museums, Inc., within or without the State of Mississippi, shall be located at such place as the Board of Directors shall from time to time designate. The Corporation may maintain additional offices at such other places as the Board of Directors may designate. The Corporation shall have and maintain within the State of Mississippi a registered office at such place, and a registered agent, who may be an officer or director of the Corporation, each as may be designated by the Board of Directors. Such registered office and registered agent may be changed from time to time as provided by the Mississippi Nonprofit Corporation Act, as amended from time to time (the “Mississippi Nonprofit Corporation Act”).

ARTICLE III  
MEMBERSHIP AND DUES

SECTION 1. Membership Organization. The Corporation is a membership organization. Membership in the Corporation shall be available without regard to race, color, creed, gender, or national origin.

SECTION 2. Annual and Special Meetings. The Corporation shall hold an Annual Meeting to elect officers and Directors, and to conduct such other business as it shall deem necessary to the operation of the Corporation. In addition, on the decision of a majority of the Board of Directors, or a petition signed by one third of the membership, a

Special Meeting of the Members may be called to transact such business as is specified in the call for such a meeting. Membership votes may also be held by mail or email ballot, provided that at least thirty (30) days notice of the business to be transacted is given prior to the vote.

SECTION 3. Members. Members of the Corporation shall be (a) Institutional Members, not-for-profit organizations in North America as listed hereinafter at Section 3, that demonstrate a commitment to the purposes of the Corporation, (b) Individual Members, (c) Affiliate Members, as listed hereinafter at Section 3(b) and 3(c). The Board of Directors may establish other non-voting categories of membership as it may deem necessary and beneficial to the organization.

SECTION 4. Categories of Membership. Membership in the Corporation shall be in the following categories, as determined by the Board of Directors with the approval of the membership:

(a) Institutional Members shall be composed of Jewish art and history museums, Jewish historic sites, Jewish historical and archival societies, Holocaust centers, synagogue museums, Jewish children's museums, Jewish Community Center galleries and museums, and university galleries and museums.

Eligible institutions are organizations with:

- A focus on Jewish art, history or culture;
- A governing Board of Directors;
- Paid or volunteer staff ;
- Current or intended operational hours; and
- Exhibitions and/or collections and/or educational programming open to the public.

(b) Individual Members shall be composed of museum professionals working with Jewish content, as well as Jewish museum docents, volunteers, board members, and patrons; donors, educators, and scholars; and other museum staff and professionals in related non-profit fields.

(c) Affiliate Members shall be composed of Jewish museums and counterpart institutions not located in North America, non-Jewish museums throughout the world, Jewish communal agencies, and certain other entities and organizations not eligible to be Institutional Members per Section 3(a) hereinabove who wish to support the Purpose of the Corporation.

SECTION 5. Representation. Institutional Members shall be represented by their directors or the director's formal designee. Institutions having more than one site, each of which operates independent of the others, may have multiple memberships and representatives.

SECTION 6. Privileges of Members.

(a) Each Institutional Member in good standing shall have one vote, and may post announcements of interest to the field through the Corporation's communications media. All staff of Institutional Members in good standing may participate in the Corporation's general membership meetings and discussions, conferences, programs, and special events; receive Corporation mailings, notices, and emails; participate in grant applications and cooperative projects; hold office; and serve on the Board of Directors.

(b) Individual Members in good standing shall have one vote, and may participate in the Corporation's general membership meetings and discussions, conferences, programs, and special events; receive Corporation mailings, notices, and emails; hold office; and serve on the Board of Directors.

(c) Affiliate Members in good standing may participate in the Corporation's general membership meetings, conferences, programs, and special events; and receive Corporation mailings, notices, and emails; but may not vote, hold office, or serve on the Board of Directors.

SECTION 7. Dues. Annual dues for membership shall be determined by the Board of Directors with the consent of the membership and shall be assessed on an annual cycle determined by the Board of Directors. Members who have not paid dues within a designated period of time determined by the Board of Directors shall be deemed to be in arrears and shall not be eligible for the privileges extended to members, including but not limited to communications, discounts, voting rights, or elected office.

SECTION 8. New Members. New members may join the Corporation upon written application and approval by the Board of Directors.

SECTION 9. Recruitment of Members. The Corporation shall hold an annual campaign to recruit new and renewing Members. Persons and organizations may be admitted to membership at any time, after approval by the Board of Directors.

SECTION 10. Transfer of Membership. The membership held by a Member may not be transferred, pledged or alienated in any way without the express written approval of the Board of Directors. This limitation is expressly applicable to any attempted transfer of a membership even if such transfer should result by operation of law, due to merger, acquisition or otherwise.

SECTION 11. Resignation From Membership. A resignation from membership shall be presented to the Board of Directors, but shall not relieve any Member from any liability for any obligations to the Corporation which are unpaid at the time such resignation is filed, or which may arise prior to the acceptance of the resignation.

SECTION 12. Termination or Suspension. If any Member of the Corporation shall commit any act prejudicial to the conduct of the affairs of the Corporation or the purposes for which it is formed, or shall have changed their status so as to be ineligible for membership, the Board of Directors may suspend or remove such Member from membership and notify the Member of such suspension or removal in writing. The

Member may appeal to the Board of Directors within thirty (30) days after such notification. By a two-thirds (2/3) vote of a quorum of the Board of Directors (per Article IV, Section 8), the membership of such Member in the Corporation may be terminated or suspended. If either suspension or termination is decided upon, the terms and conditions of same shall be specified in writing and delivered to the suspended or terminated Member.

#### ARTICLE IV BOARD OF DIRECTORS

SECTION 1. Power of Board and Qualification of Directors. Except as otherwise provided in the Corporation's Articles of Incorporation or the Mississippi Nonprofit Corporation Act, the business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Each director shall be at least eighteen years of age and be selected for his or her commitment to or understanding of the purposes of the Corporation. The Board of Directors shall operate within guidelines of resolutions approved by the general membership, and will report to the membership at the Annual Meeting.

#### SECTION 2. Number of Directors and Terms of Office.

(a) The Board of Directors shall be composed of ten (10) elected representatives of Corporation members: the Chair, the Vice-Chair, the Secretary, the Treasurer, the immediate past chair, and five at-large Directors. Nine (9) members of the Board of Directors shall be on the staff of Institutional Members; one (1) member of the Board of Directors shall represent Individual Members of the Corporation, and must be an Individual Member. Directors must be Corporation members in good standing.

(b) The term of office for at-large directors shall be two (2) years. Each at-large director shall serve for his or her term of office and until his or her successor is duly elected and qualifies. Each director shall serve as such until his or her successor shall be elected and shall qualify, or until his or her death, resignation or removal. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. Upon the expiration of the terms of office of each director, the respective successors shall be elected at the Annual Meeting of directors for terms of two (2) years each.

(c) A vacancy shall be declared in any seat of an at-large director upon the assumption by an at-large director of an officer's position, or on the resignation, or on the disability of any occupant rendering him or her incapable of participating in the ongoing management and affairs of the Corporation, or upon the death of an at-large director.

(d) If a Director is serving in the capacity of being a staff member of an Institutional Member, and the Director ceases to be employed by a CAJM Institutional Member organization, that individual may remain on the Board until

the next Annual Meeting of the Membership by becoming an Individual Member, whereupon the vacancy shall be filled for a two year term by election by the membership. If the Director representing Individual Members joins the staff of an Institutional Member, that Director must retain Individual Membership in CAJM.

SECTION 3. Successive Term Limitations. After having served two (2) consecutive terms, an at-large director may not again serve as an at-large director until one (1) year following the year in which such person ceased to be a member of the Board.

SECTION 4. Vacancies. Any vacancy on the Board of Directors, however occurring, including a vacancy resulting from an enlargement of the Board, shall be filled by appointment by the Chair with the approval of the Board of Directors then in office, although less than a quorum, or by a sole remaining director. A director appointed to fill a vacancy shall serve for the remainder of the unexpired term.

SECTION 5. Resignation. Any director may resign by delivering a written resignation to the Corporation at its principal office addressed to the Chair. Such resignation shall be effective upon receipt unless it is specified to be effective at some time in the future or upon the happening of some other event.

SECTION 6. Removal. Except as otherwise provided in the Articles of Incorporation or the Mississippi Nonprofit Corporation Act, any director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors at a special meeting of the Board of Directors called for that purpose.

SECTION 7. Compensation. Directors may, at the discretion of the Board, receive reimbursement for reasonable and customary expenses associated with performing their duties, but shall receive no salary for their services, provided that nothing contained herein shall preclude any director from serving the Corporation in any other legally permitted capacity and receiving reasonable compensation therefore. At all times, such compensation shall not exceed what is ordinarily considered to be reasonable compensation for services rendered.

## ARTICLE V MEETINGS; ELECTIONS OF THE BOARD OF DIRECTORS

SECTION 1. Place of Meetings. The regular or special meetings of the Board of Directors or any committee designated by the Board shall be held at the principal office of the Corporation or at any other place, within or without the State of Mississippi, that a majority of the Board of Directors or any such committee, as the case may be, may designate from time to time by resolution.

SECTION 2. Meetings of the Board of Directors.

(a) There will be a minimum of four (4) regularly scheduled meetings of the Board of Directors each calendar year, convened either in person or via telephone conferencing, including one held at the Annual Meeting of the membership of the Corporation. The time and location of each meeting shall be

determined by the Board of Directors. Notice of all meetings of the Board of Directors shall be sent to each member of the Board of Directors at least ten (10) days before the meetings. Six (6) voting members, in person or by conference call, shall constitute a quorum.

(b) Each member of the Board of Directors must make every effort to attend meetings. A member of the Board of Directors unable to attend any scheduled meetings shall notify the Executive Director or Chair in advance of the meeting to be missed. A total of three (3) consecutive absences shall be cause for review.

SECTION 3. Meetings of the general membership. The general membership of the Corporation shall convene annually at such times and places as shall be determined by the Board of Directors. Special meetings may be called by the Chair, by the Board of Directors or by written petition of one-third of the membership of the Corporation. Notice of all meetings of the membership of the Corporation shall be sent to each member at least thirty (30) days before regular meetings and ten (10) days before special meetings. One-third of the Institutional and Individual Members shall constitute a quorum. The Board of Directors may conduct the business of special meetings by mail or email ballot, provided that at least one third of the voting members respond.

SECTION 4. Nominating Committee. There shall be a Nominating Committee which shall nominate a slate of officers and at-large Board members for election at the Annual Meeting. The Secretary shall serve as a non-voting ex-officio member of the Nominating Committee.

SECTION 5. Elections.

(a) At least sixty (60) days prior to the Annual Meeting, the Nominating Committee shall issue a call to the full CAJM membership for nominations to the nine positions on the Board of Directors open for election, the four officers' positions and the five at-large Director positions. Upon receipt of Nominations, and after ascertaining the willingness of the candidates to stand for office, the Nominating Committee shall prepare a slate for election to all of the vacant positions at least thirty (30) days prior to the annual meeting. In composing the slate, due consideration shall be given to the size and geographic distribution of Institutional Members.

(b) Directors and Officers will be elected either by a plurality vote of CAJM membership in a mail or email ballot or by a plurality vote of CAJM membership at a CAJM meeting, assuming a quorum of one-third of the membership has been established. All Institutional and Individual Members are entitled to one vote.

SECTION 6. Annual Meetings. The annual Board of Directors meeting shall be held during the calendar year at a time and place, within or without the State of

Mississippi, designated by the Board, for the purpose of transacting any necessary business as may properly be brought before the meeting.

SECTION 7. Special Meetings. Special meetings of the Board of Directors or any committee designated by the Board of Directors may be called at any time and place, within or without the State of Mississippi, designated in a call by the Chair, or by a majority of the members of the Board of Directors or any such committee, as the case may be.

SECTION 8. Notice of Meetings. Except as otherwise provided by these Bylaws or the laws of the State of Mississippi, written notice of each meeting of the Board of Directors or any committee thereof setting forth the date, time, place and, for a special meeting, the purpose(s) of the meeting shall be given to each director by the Chair, or by the director calling the meeting not less than ten (10) days and no more than sixty (60) days prior to the date fixed for the meeting. Notice of meetings may be either given in person, personally by telephone, electronic mail or by sending a copy of the notice through the United States mail or by telegram, telex or telecopy, charges prepaid, to the address of each director appearing on the books of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage prepaid thereon. If sent by electronic mail, such notice shall be deemed to be delivered when directed to an electronic mail address at which the director has consented to receive such notice.

SECTION 9. Waiver of Notice. A director may waive, in writing, notice of any meeting of the Board of Directors or any committee thereof, either before, at, or after the meeting, and his or her waiver shall be deemed the equivalent of having been given notice. By attending or participating in a regular or special meeting, a director waives any required notice of such meeting unless the director, at the beginning of the meeting, objects to the holding of the meeting or the transacting of business at the meeting.

SECTION 10. Quorum and Action at Meeting. At meetings of the Board of Directors or any committee designated by the Board of Directors, a majority of the total number of directors entitled to vote, or a majority of the members of any such committee, as the case may be, shall constitute a quorum for the transaction of business. If one or more of the directors shall be disqualified to vote at any meeting, then the required quorum shall be reduced by one for each such director so disqualified; provided, however, that in no case shall less than one third (1/3) of the number so fixed constitute a quorum. If a quorum is present, the act of the majority of directors in attendance and entitled to vote shall be the act of the Board of Directors or any committee thereof, as the case may be, unless the act of a greater number is required by these Bylaws, the Articles of Incorporation or the Mississippi Nonprofit Corporation Act. If a quorum shall not be present at any meeting of the Board of Directors, the directors present thereat may adjourn that meeting without notice other than announcement at the meeting, until a quorum shall be present.

SECTION 11. Presumption of Assent. A director who is present at a meeting of the Board of Directors or a committee thereof when action is taken is deemed to have

assented to the action taken unless: (i) he or she objects at the beginning of such meeting to the holding of the meeting or the transacting of business at the meeting; (ii) he or she contemporaneously requests that his or her dissent from the action taken be entered in the minutes of such meeting; or (iii) he or she gives written notice of his or her dissent to the presiding officer of such meeting before its adjournment. The right of dissent as to a specific action taken at a meeting of a Board or a committee thereof is not available to a director who votes in favor of such action.

SECTION 12. Informal Action by Directors. Except as otherwise provided in the Articles of Incorporation, any action required or permitted by the Mississippi Nonprofit Corporation Act to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent to the action in writing or by electronic transmission, and the written consents or electronic transmissions are filed with the minutes of proceedings of the Board or committee.

SECTION 13. Telephonic Meetings. Directors or any members of any committee designated by the Board may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other at the same time. Such participation shall constitute presence in person at the meeting.

SECTION 14. Fiduciary Duty of Directors. Each director owes a fiduciary duty of good faith and reasonable care with regard to all actions taken on behalf of the Corporation. Each director must perform his or her duties in good faith in a manner that he or she reasonably believes to be in the best interests of the Corporation, using ordinary care and prudence; and each director, using acceptable museum codes of ethics, shall avoid conflicts of interest.

## ARTICLE VI OFFICERS AND AGENTS

SECTION 1. Enumeration and Selection. The officers of the Corporation shall consist of one Chair, one Vice Chair, one Secretary, one Treasurer and such other officers with such other titles as may be deemed necessary or desirable from time to time by the Board of Directors. Any number of offices may be held by the same person. Officers elected by the Membership shall be deemed to be Directors of the Corporation. No officer need be a resident of the State of Mississippi. Officers shall be elected for a term of two years. An officer may be re-elected for a maximum of one consecutive term to that office, or a total of four years in that office. After serving two consecutive terms as an officer, an individual shall not be eligible for election to another officer position or to an at-large Director position until after a lapse of one year.

SECTION 2. Term. Except as otherwise provided by the Mississippi Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws, each officer shall hold office until his or her successor is elected and qualified or until his or her earlier death, resignation or removal. Prior to the first annual meeting of the Corporation's Board of



Directors, the voting directors of the Corporation shall appoint the officers and members of the Council of American Jewish Museums' Steering Committee to serve until the first annual meeting of the Corporation. From and after the Corporation's first annual meeting, the officers and at-large directors shall be selected annually by the membership at its annual meeting, except that the current immediate past chair of the Steering Committee shall be appointed to the position of immediate past chair of the Board of Directors. From and after the Corporation's first annual meeting, officers shall also be selected annually as described in Article V, above.

SECTION 3. General Duties. All officers and agents of the Corporation, as between themselves and the Corporation, shall have such authority and shall perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws. In all cases where the duties of any officer, agent or employee are not prescribed by these Bylaws or by the Board of Directors, such officer, agent or employee shall follow the orders and instructions of the Chair.

SECTION 4. Vacancies. A vacancy in any office, however occurring, shall be filled as follows:

- (a) In the case that a vacancy occurs in the office of the Chair, the Vice Chair shall assume the position of Chair for the remainder of the term.
- (b) In the case that a vacancy occurs in the office of the Vice Chair, the Chair shall recommend to the Board of Directors one of its members as Vice Chair. The Board of Directors shall give assent to this recommendation by majority vote. The Vice Chair shall serve until an election of a new Vice Chair can be held by the membership at the next Annual Meeting.
- (c) In the case of simultaneous vacancies in the offices of Chair and Vice Chair, the Secretary shall assume the position of Acting Chair until such time as the Directors elect a Chair by majority vote at a meeting called for this purpose. The Chair so elected shall serve until the next Annual Meeting, when new elections for a Chair and Vice Chair can be held by the membership. The Chair and Vice Chair so elected will serve out the terms of the vacated positions.
- (d) In the case that a vacancy occurs in the office of the Secretary or the Treasurer, the Chair shall recommend to the Board of Directors successors from among the members of the Board of Directors. The Board of Directors shall give assent to these recommendations by majority vote. The officers so elected shall serve until an election of a new Vice Chair can be held by the membership at the next Annual Meeting.
- (e) In the case that a vacancy occurs in the position of Immediate Past Chair, the Board of Directors may fill the position with a regular at large Director, as provided above.

SECTION 5. Compensation. Except as otherwise provided at the second paragraph of Section 5.9 herein, the officers of the Corporation shall serve without compensation, although officers may receive reimbursement for reasonable and customary expenses associated with performing their duties.

SECTION 6. Resignation and Removal. Any officer of the Corporation may resign by delivering his or her written resignation to the Corporation. Such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. Any officer or agent of the Corporation may be removed, with or without cause, by a vote of the majority of the members of the Board of Directors whenever in its judgment the best interests of the Corporation may be served thereby, but any such removal by the Board of Directors shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or an agent shall not of itself create contract rights.

SECTION 7. Chair. The Chair alone shall be the principal officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chair alone shall preside at all meetings of the Board of Directors. The Chair may sign, with the Secretary or any other proper officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall appoint Chairpersons for all other committees.

SECTION 8. Immediate Past Chair. The Chair, for the term following the completion of his or her term, shall become a full member of the Board of Directors as Immediate Past Chair. The Immediate Past Chair shall remain in that position until the election of a new Chair, when he or she shall relinquish the position to the outgoing Chair.

SECTION 9. Vice Chair. In the absence of the Chair or in the event of the inability or refusal to act of the Chair, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice Chair shall perform such other duties as from time to time may be assigned to him by the Chair, or by the Board of Directors.

SECTION 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Chair, or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful

discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

SECTION 11. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each director which shall be furnished to the Secretary by such director and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Chair, or by the Board of Directors. The Secretary shall be an ex-officio member of the Nominations Committee and shall be responsible for tallying and reporting the results of the annual elections.

SECTION 12. Elections. Election of Officers will be conducted according to Article V, Section 4, above.

SECTION 13. Delegation of Duties. Except as otherwise provided in these Bylaws, whenever an officer is absent, or whenever, for any reason, the Board of Directors may deem it desirable, the Board may delegate the powers and duties of an officer to any other officer or officers or to any director or directors.

SECTION 14. Executive Director/Conducting the Business of the Organization. The Board of Directors may appoint an Executive Director who shall serve at its pleasure. The Executive Director shall have the responsibility and authority for carrying out the policies and purposes that have been adopted and approved by the Board of Directors, as outlined in the job description. The Executive Director shall be the chief executive officer of the staff of the Corporation and shall appoint, supervise, and when necessary, discharge individuals who occupy staff positions authorized by the Board of Directors. The Executive Director shall be authorized to administer the Corporation functions and operations, including signing of grant applications. The Executive Director shall be an ex-officio member of the Board of Directors and of all committees but shall not be entitled to vote. The Executive Director shall have such powers and duties as are designated by the Board of Directors, including receipt of funds due the Corporation.

## ARTICLE VII

### INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS

SECTION 1. Indemnification; Third Party Actions. The Corporation 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, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against

expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or 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 he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

SECTION 2. Mandatory Indemnification. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 of this Article VI or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

SECTION 3. Authorization for Indemnification. Any indemnification under Section 6.1 of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 of this Article VI. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 4. Advance Payment of Expenses. Expenses (including attorneys' fees) incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article VI. Such expenses (including attorneys' fees) incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

SECTION 5. Non-Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue, unless otherwise provided when authorized or ratified, 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 a person.

SECTION 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

SECTION 7. Definitions. For purposes of this Article VI, the following terms shall have the following meanings:

- (a) references to “the Corporation” shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued;
- (b) references to “other enterprises” shall include employee benefit plans;
- (c) references to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan;
- (d) references to “serving at the request of the Corporation” shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and
- (e) a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the interests of the Corporation” as referred to in this Article VI.

SECTION 8. Limitation. Notwithstanding any other provision of this Article VI, during any period that the Corporation is a “private foundation” within the meaning of section 509 of the Internal Revenue Code of 1986, as amended (the “Code”), or any

corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

## ARTICLE VIII SEAL AND FINANCIAL MATTERS

SECTION 1. Seal. The corporate seal, if any, shall be in the form approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced. The impression of the seal may be made and attested by the Chair for the authentication of contracts or other papers requiring the seal.

SECTION 2. Financial Matters. The Board of Directors shall determine the accounting methods and fiscal year of the Corporation. An officer and/or designated staff member determined by resolution of the Board of Directors shall sign all checks, drafts, or other methods for payment. An officer and/or designated staff member determined by resolution of the Board of Directors shall sign all notes, mortgages, or other evidence of indebtedness expressly authorized by the Board of Directors. The Corporation shall not borrow or lend money unless authorized by a resolution of the Board of Directors. No contracts shall be entered into on behalf of the Corporation unless authorized by a resolution of the Board of Directors. No documents concerning transactions or courses of action not previously approved by the Board of Directors may be executed on behalf of the Corporation unless authorized by a resolution of the Board of Directors. Resolutions of the Board of Directors may be for specific instances or general authorization.

SECTION 3. Loans to Officers and Directors. Notwithstanding Section 7.2 hereof, the Corporation shall not lend money to an officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

SECTION 4. Gifts, Grants and Contracts. The Board of Directors may accept on behalf of the Corporation any contributions, gift, bequest, devise of government grant or contract.

SECTION 5. Investments. The Corporation shall have the right to invest and reinvest any funds held by it according to the judgment of the Board of Directors.

SECTION 6. Voting of Securities Held by the Corporation. Stock and other securities owned by the Corporation shall be voted, in person or by proxy, as the Board of

Directors may specify. In the absence of any direction by the Board of Directors, such stocks and securities shall be voted as the Chair may determine.

SECTION 7. Depositories. The funds of the Corporation not otherwise employed shall from time to time be deposited to the order of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select, or as may be selected by any one or more officers or agents of the Corporation to whom such power may from time to time be delegated by the Board of Directors.

SECTION 8. Annual Audit. The Board of Directors shall require that an annual audit be made of the books and accounting records of the Corporation.

## ARTICLE IX CONTRACTS AND TRANSACTIONS WITH INTERESTED DIRECTORS

SECTION 1. Voidability of Contracts and Transactions with Interested Directors. No contract or transaction between a corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Corporation's Board of Directors, or a committee of the Board of Directors, which authorizes the contract or transaction, or solely because any such director's or officer's votes are counted for such purpose, if:

(a) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(b) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors or the committee.

SECTION 2. Approval of Contracts and Transactions with Interested Directors. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

## ARTICLE X AMENDMENTS

The Bylaws may be amended by a majority vote of a quorum of the membership of the Corporation either at a regular or special meeting of the membership of the Corporation or by mail ballot. Proposed bylaws amendments will be published in advance of a meeting or of a mail ballot deadline.

ARTICLE XI  
MISCELLANEOUS

SECTION 1. Gender. Whenever required by the context, the singular shall include the plural, the plural the singular, and one gender shall include all genders.

SECTION 2. Invalid Provision. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions herein, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision was omitted.

SECTION 3. Governing Law. These Bylaws shall be governed by and construed in accordance with the laws of the State of Mississippi .

CERTIFICATE

I, Judith Margles, the Chair of Council of American Jewish Museums, Inc., a Mississippi nonprofit corporation, do hereby certify that the foregoing is a true and complete copy of the Bylaws of the Corporation as submitted to, read by and adopted by the Board of Directors on \_\_\_\_\_.

\_\_\_\_\_  
Judith Margles, Chair