

Bylaws of

Jewish Family & Career Services, Inc.

Atlanta, Georgia

To be approved:

March 26, 2015

ARTICLE I: NAME

The name of the Agency shall be the JEWISH FAMILY & CAREER SERVICES, INC. (hereinafter referred to as JF&CS). The registered agent of JF&CS shall be the Chief Executive Officer and the registered office shall be in the in the metropolitan Atlanta, Georgia area.

ARTICLE II : CONSTITUENCY

Section I: Composition

Any Board Member or person contributing minimum annual membership dues (\$250) to JF&CS shall be a Constituent Member of JF&CS.

Section II: Annual Meeting

- A. An Annual Meeting shall be held at such time and place each year as designated by the Board of Directors, hereafter referred to as the Board. At such Annual Meeting, election of the Officers and the Board of JF&CS shall take place. Only those persons who are Constituent Members of JF&CS as defined in Section I of this Article shall be entitled to cast votes. No votes shall be allowed by proxy. Election shall be by a simple majority of those voting. No nominations for positions shall be allowed from the floor at the Annual Meeting.
- B. Notice of the time and place of such Annual Meeting shall be given not less than thirty (30) days prior to the date of such meeting. A quorum for such meeting shall consist of thirty (30) Constituent Members.
- C. At such Annual Meeting, an Annual Report shall be given by the President and the Chief Executive Officer.
- D. The Nominating Committee shall propose a slate of elected officers and Board members to the membership for election at least thirty (30) days prior to the Annual Meeting. Notification of said Annual Meeting and the Nominating Committee's proposed slate of nominees as well as other nominations received by petition shall be mailed to those persons entitled to vote at such Annual Meeting at least thirty (30) days prior to the Annual Meeting. Any ten (10) Constituents may, by written petition to the Secretary of JF&CS, make additional nominations not less than fifteen (15) days prior to the scheduled Annual Meeting, by presenting such written petition to the Secretary of JF&CS, along with the written consent of each nominee. Such additional nominations shall be presented to Constituent Members at the Annual Meeting.

Section III: Fiscal Year

The fiscal year of JF&CS shall begin on July 1 of each year and end on June 30 of the following year.

ARTICLE III: BOARD OF DIRECTORS

Section I: Purpose & Functions

- A. The Board shall determine the Agency's mission and purpose and review it periodically for accuracy and validity.
- B. The Board shall decide all questions of policy including general and fiscal supervision of the Agency. The Board shall establish personnel practices and procedures.
- C. To carry out its fiduciary responsibilities to manage the Agency's financial resources effectively, the Board shall assist in developing the annual budget, raising funds, and ensuring that proper financial controls are in place. The Board shall approve the minimum annual membership dues for "Constituent Members."
- D. The Board shall employ a Chief Executive Officer who shall be responsible to the Board for overall administration of the Agency and the implementation of all policies and directives approved by the Board. The Board, through its designated representatives, shall assess the Chief Executive Officer's job performance and assure that the process is professional, fair, clear to all who need to know, and confidential.
- E. The Board shall ensure effective organizational planning and actively participate with Agency staff in an overall planning process and subsequent implementation of JF&CS programs. Upon majority vote pursuant to these bylaws, the Board shall have the right to establish or dissolve standing committees.
- F. The Board shall determine and monitor the organization's programs and services for effectiveness and consistency with the Agency's mission.
- G. The Board shall represent JF&CS in the community and act as ambassadors and advocates of the Agency's mission, programs, and accomplishments.
- H. The Board shall participate in self-assessment and ongoing quality improvement of Board functioning.

Section II: Composition

The Board of JF&CS shall consist of:

- the Executive Committee (10)
- fifteen (15) elected members
- Four (4) Standing Committee Chairpersons: Annual Campaign, Volunteers in Action (VIA), Marketing and Volunteer
- Four (4) Service Division Committee Chairpersons: Aviv Older Adult Services, Career and International Services, COPEs (Counseling Outreach Prevention and Education and Support), Developmental Disabilities.
- the Chief of Staff of the Ben Massell Dental Clinic
- the Assistant Treasurer
- Up to five (5) appointed at-large members

- Up to Two (2) Presidential Appointees of the Executive Committee from the Board of Directors
- One (1) Atlanta Rabbinical Association (ARA) representative to the Honorary Board of Directors

The Board of Directors has established an Audit Committee which shall be charged with the responsibility of assisting the Board of Directors in fulfilling its fiduciary responsibilities to provide oversight with respect to JF&CS's financial statements, internal controls, engagement and performance of the auditors, and compliance with legal requirements and JF&CS policies around ethical conduct. The Audit Committee Chairperson shall not constitute an automatic Board position. However, an existing Board member may serve as the Audit Committee Chairperson provided that they are not currently serving as Treasurer, Assistant Treasurer or as a member of the Budget & Finance Committee.

Section III: Responsibilities

All Board members shall:

- be Constituent Members of JF&CS
- serve on at least one Agency standing committee
- contribute to the campaigns of the Jewish Federation of Greater Atlanta and the United Way of Metropolitan Atlanta.

Section IV: Terms

- A. Officers shall retain their position until their successors are duly elected and installed. Officers shall be elected and installed at the Annual Meeting for a two (2) year term not to exceed two (2) consecutive terms in the same office. The President, the First Vice President, and the immediate Past President shall only serve one (1) two (2) year term. Officers may be elected to the Board for one (1) additional three (3) year term following completion of service as an officer. After one year of absence, following this additional three (3) year Board term, an officer may be re-elected to the Board.
- B. The fifteen (15) elected Board members shall serve for three (3) year terms, with five (5) Board members elected each year. Each elected Board member shall be installed and begin his or her term of office at the Annual Meeting each year; and shall serve until his or her successor has been duly elected and installed. Board members can be elected for two (2) successive three (3) year terms. They are eligible for re-election to the Board one (1) year after completing two (2) successive three (3) year terms.
- C. Four (4) Standing Committee Chairpersons shall be appointed to the Board on an annual basis by the Executive Committee. They may be reappointed for up to two (2) additional years. They are the chairpersons of these committees:
 - Annual Campaign
 - VIA
 - Marketing
 - Volunteer

- D. Four (4) Service Division Committee Chairpersons shall be appointed to the Board on an annual basis by the Executive Committee. They may be reappointed for up to two (2) additional years. They are the chairpersons of these committees:
- Aviv Older Adult Services
 - Career
 - COPES (Counseling, Outreach, Prevention, Education and Support)
 - Developmental Disabilities
- E. The Audit Committee Chairperson shall be nominated by the President and approved by the Executive Committee. The Audit Committee Chairperson shall be appointed for a five (5)-year term with one (1) five (5) year term renewal. The chairperson may not serve for more than ten (10) years.
- F. The Chief of Staff of the Ben Massell Dental Clinic shall be appointed by the President for a two (2) year term.
- D. The Assistant Treasurer shall be elected for a two (2) year term concurrent with the Executive Committee elections.
- G. Up to Five (5) appointed at-large members shall be appointed by the President on an annual basis to serve one (1) year terms.
- H. Up to Two (2) Presidential Appointees to the Executive Committee shall be appointed by the President on an annual basis to serve one (1) year terms.

Section V: Vacancies

The President may fill vacancies within the Board between annual elections, with the approval of the Executive Committee, and in consultation with the Chief Executive Officer. The unexpired term filled by a replacement Board member shall not count against the two (2) consecutive terms limit. Board members may also be elected at Annual Meetings to fill the duration of terms of members who resign.

Section VI: Removal from the Board of Directors

A Board Member may be removed for any one of the following reasons:

- A. Continued neglect of Board member responsibilities
- B. Conduct contrary to the Code of Ethics of the Board
- C. Absence from three (3) consecutive regular meetings of the Board without being excused from attendance.

The President shall make such removal with the approval of the Executive Committee.

Section VII: Board Meetings

- A. There shall be not less than seven (7) meetings of the Board each fiscal year. Robert's Rules of Order will be utilized to govern conduct of all meetings.
- B. Notice of the time and place of the meeting of the Board shall be provided not

less than seven (7) days prior to the meeting.

- C. Special meetings of the Board may be called by or at the request of the President, or in the absence of the President, by the Secretary or at the written request of ten (10) Board members received by the President or Secretary fifteen (15) days prior to the proposed date of such special meeting. The written notice of the special meeting will state the purpose of the meeting. Only those matters proposed in the notice shall be taken up at such special meeting.
- D. A quorum must be present in person or by proxy to hold a duly validated meeting of the Board. A quorum shall consist of a simple majority of the voting members of the Board excluding Past Presidents. The act of a simple majority of the voting members of the Board, in person or by proxy, at a meeting at which a quorum is present shall be the act of the Board.
- E. In the event of an emergency, telephone conference Board meetings may be held.

ARTICLE IV: EXECUTIVE COMMITTEE:

Section I: Composition

The Executive Committee shall consist of 10 elected officers and the Immediate Past President. Officers shall have a minimum of one year's experience as a JF&CS Board member. The elected officers shall be the:

- President
- First Vice-President (also referred to as the President-elect)
- Vice-President of Program Planning and Evaluation
- Vice President of External Communications
- Vice-President of Resource Development
- Vice-President of Board Development and Volunteers
- Vice-President of Building and Facilities
- Secretary/Vice-President of Internal Communications
- Treasurer

Each of the above shall have the right to vote. Additionally, the President may appoint up to Two (2) Presidential Appointees of the Board to the Executive Committee who will also have voting privileges.

Section II: Responsibilities:

- A. The Executive Committee shall address matters referred to it by the committees and may exercise the powers of the Board in matters that may arise between regular Board meetings.
- B. The Executive Committee shall monitor the Chief Executive Officer, and shall annually review and evaluate the Chief Executive Officer's job performance.
- C. The Executive Committee may formulate and recommend to the Board for approval, general policies regarding the business and operations of JF&CS.
- D. The Executive Committee shall report to the Board on all actions taken.

Section III: Terms

Officers shall retain their position until their successors are duly elected and installed. Officers shall be elected and installed at the Annual Meeting for a two (2) year term not to exceed two (2) consecutive terms in the same office. The President, the First Vice President, and the immediate Past President shall only serve one (1) two (2) year term. Officers may be elected to the Board for one (1) additional three (3) year term following completion of service as an officer. After one year of absence following this additional three (3) year Board term, an officer may be re-elected to the Board.

Section IV: Vacancies

Executive Committee vacancies may be filled between elections by the President upon recommendation by the Executive Committee, in consultation with the Chief Executive Officer, and with approval of the Board. Any person elected to fill a vacancy shall continue in office until the completion of the unexpired term. Any person serving an unexpired term remains eligible to be elected to serve a full term of office as set forth in these by-laws.

Section V: Removal from Office

An officer may be removed by a two-thirds (2/3) affirmative vote of the entire Board.

Section VI: Executive Committee Members' Responsibilities

A. PRESIDENT:

1. The President shall serve as the Chairperson of the Executive Committee.
2. The President shall have final responsibility to assure compliance with the resolutions of the Board, and to see that JF&CS policies are carried into effect. The President shall preside at the meetings of the Board and the Executive Committee.
3. The President, in consultation with the Executive Committee and the Chief Executive Officer, may, with the exception of Standing and Service Division Committees, establish ad hoc committees, and shall, by recommendation of the Executive Committee, annually appoint chairpersons of all committees (except those committees which pursuant to these Bylaws are to be chaired by officers of the Agency). The President shall appoint the Chief of Staff of the Ben Massell Dental Clinic.
4. The President shall be an ex-officio member of all committees and subcommittees.

B. FIRST VICE-PRESIDENT (PRESIDENT-ELECT):

1. In the case of the absence or the inability of the President to serve, the

First Vice-President shall perform the duties of the office of the President.

2. The First Vice-President shall attend Agency and/or community meetings and shall perform such duties as the President (in consultation with the Chief Executive Officer) and the Executive Committee shall prescribe.
3. The First Vice-President shall be Chairperson of the Strategic Planning Committee and oversee the Personnel Committee.

C. OTHER VICE-PRESIDENTS:

1. Each Vice-President (other than the First Vice-President) shall have an assigned portfolio, as follows:
 - Vice-President of Program Planning and Evaluation shall be the Chair of the Program Planning and Evaluation Committee and Liaison to the Technology Committee.
 - Vice President of External Communications shall be the Chair of the Marketing Committee and shall also be responsible for coordinating and planning the Annual Meeting of the Constituent Members.
 - Vice-President of Resource Development shall be the Chair of the Resource Development Committee, overseeing Annual Campaign, Major Gifts and Special Events.
 - Vice-President of Board Development and Volunteers shall be the Chair of the Board Development Committee, overseeing the Volunteer and VIA Committees.
 - Vice-President of Buildings and Facilities shall be the Chair of the Building and Facilities Committee, overseeing safety and security.
 - Secretary/Vice-President of Internal Communications shall be responsible for reporting on the work of all of the Standing and Service Committees, maintaining the By-Laws and shall serve as an ad hoc member of the Program Planning and Evaluation committee.
2. In the absence or inability of the First Vice-President to serve, a Vice-President designated by the Executive Committee shall perform the duties of the office of President.
3. Vice-Presidents shall attend Agency and/or community meetings and shall perform such duties as the President and Executive Committee shall prescribe.

D. SECRETARY/VICE PRESIDENT OF INTERNAL COMMUNICATIONS:

In addition to having a vice-president's portfolio, the Secretary/Vice President of Internal Communications shall have the following responsibilities:

1. The Secretary/Vice President of Internal Communications shall approve minutes of all meetings of the Board, including regular meetings, special meetings and Executive Committee meetings that require distribution to committee members.
2. The Secretary/Vice President of Internal Communications shall monitor all Standing Committee and Service Division Committee reports.

3. The Secretary/Vice President of Internal Communications shall perform other duties prescribed by the Board or as directed by the President.
4. The Secretary/Vice President of Internal Communications shall Chair the Bylaws Committee.
5. Is responsible for overseeing the JF&CS Risk Management Plan.
6. In case of absence, the President may appoint a Secretary/Vice President of Internal Communications pro-tem.

E. TREASURER

1. The Treasurer chairs the Budget and Finance Committee. The Treasurer may not serve as the Audit Committee Chairperson or as a member of the Audit Committee.
2. The Treasurer shall monitor the completion and accuracy of quarterly reports and present those reports to the Board each quarter, with recommendations as necessary.
3. In the case of the absence or the inability of the Treasurer to serve, the Assistant Treasurer shall perform the duties of the Treasurer.

F. IMMEDIATE PAST PRESIDENT

1. The Nominating Committee shall be chaired by the Immediate Past President of the Agency. If such is unable to serve in this capacity, the Executive Committee shall appoint a Nominating Committee Chair.
2. The Nominating Committee shall be composed of: three (3) current Board members, the VP of Board Development, and two (2) past-presidents or past Board members. Input for Board member recommendations shall be solicited from past and current Board members, JF&CS management and staff, and other community stakeholders. A designated Agency staff person shall coordinate the business of the committee and serve as a non-voting member. The CEO and the President may be consulted, **but** do not serve as ex-officio members of the Nominating Committee

ARTICLE VI: HONORARY BOARD OF DIRECTORS:

- A. Past Presidents shall be members of the Honorary Board of Directors The Board, upon recommendation of the Executive Committee, may appoint other Honorary Board of Directors, whose appointments shall be based upon extended and distinguished service to JF&CS. The Honorary Board of Directors shall be permitted to attend and participate in meetings of the Board of Directors, but shall not have the right to vote.
- B. An Atlanta Rabbinical Association (ARA) representative shall be appointed annually to the Honorary Board of Directors by the nominating committee and shall have the right to vote.

Section II: Composition and rights of Honorary Board of Directors

Past Presidents and members of the Honorary Advisory Group, other than the ARA representative, shall have the opportunity once each year to elect whether to be a member of the Honorary Board of Directors. Members of the Honorary Board of Directors shall have the right to vote provided that they fulfill all responsibilities and commitments of regular Board Members. Honorary Directors shall not be counted in determining a quorum.

ARTICLE VIII: CHIEF EXECUTIVE OFFICER

There shall be a Chief Executive Officer who shall be employed by and subject to the direction of the Board. The Chief Executive Officer shall be the executive and administrative head of JF&CS and shall be an ex-officio member of all committees except for the Nominating Committee. The Chief Executive Officer shall be responsible for reporting to the Board on the activities of JF&CS and shall carry out the programs, plans and policies of JF&CS, as approved by the Board.

ARTICLE IX: STANDING AND SERVICE DIVISION COMMITTEES

Section I: Composition

All Standing and Service Division Committees shall consist of at least five (5) volunteer members including the Chairperson of the committee.

The Audit Committee shall consist of a maximum of five (5) members, including the Chairperson of the committee. The Chairperson of the committee and at least two (2) members must be members of the Board of JF&CS or must have been at some time a member of the Board. No member of the Audit Committee shall have any financial relationship with JF&CS and shall not accept any consulting, advisory or other compensatory fee from the Corporation. Being a donor of JF&CS or a consumer of JF&CS services does not constitute a financial relationship. No member of the Audit Committee shall have participated in the preparation of the financial statements of JF&CS at any time during the previous three (3) years. No member of the Audit Committee shall have served as the Chief Financial Officer of JF&CS during the previous five (5) years. All Audit Committee members must be financially literate.

Section II: Terms

Committee chairpersons, other than the Audit Committee Chairperson and those chairpersons, whose committees have been designated as Board positions, shall be appointed every two (2) years by the President of the Agency based upon Executive Committee recommendations. Committee members, other than the members of the Audit Committee, shall be appointed annually by the chairperson of each committee in consultation with the committee's staff liaison. The Audit Committee Chairperson may nominate, with the approval of the Executive Committee, up to four (4) additional members to serve on the committee. The initial five members of the Audit Committee shall be appointed to terms as follows: the Chairperson and one (1) member five-year terms, two (2) additional members for four-year terms and one (1) member for a three-year term. Thereafter, the term for each member shall be for five (5) years and no member shall serve for more than ten (10) years.

Section III: Chairperson's Responsibilities:

- A. Each Standing and Service Division Committee Chairperson is responsible for working cooperatively with appropriate staff to oversee planning, implementation, monitoring and evaluation of related service delivery systems. Annually, they shall plan committee work to accomplish each fiscal year, based upon priority directives from the President and Chief Executive Officer.
- B. Each Standing and Service Division Committee Chairperson shall report to the committee's Executive Committee Vice President responsible for that committee's portfolio on an annual basis regarding the work of the committee and shall complete other tasks as assigned by the Executive Committee.
- C. Chairpersons of Standing and Service Division Committees shall attend and participate in JF&CS's annual allocations process with the United Way and Jewish Federation of Greater Atlanta.
- D. The Audit Committee Chairperson is responsible for proposing the Audit Committee Charter to be recommended by the Executive Committee for approval by the full Board. The charter sets forth the duties and responsibilities in detail of the Audit Committee.

Section IV: Committees' Responsibilities

- A. Annually, JF&CS Standing and Service Division Committees shall plan their goals and objectives, based upon the agency's mission statement, annual agency planning and programming needs, and available resources.
- B. Standing and Service Division Committees shall meet regularly and shall report to the Board upon request.
- C. Standing and Service Division Committees may make policy recommendations to the Executive Committee and Board for approval.
- D. The Audit Committee shall meet at least two (2) times per year to perform the duties set forth in the Audit Committee Charter. The Audit Committee shall report its findings to the Board annually.

ARTICLE X: AMENDMENTS

- A. These by-laws of JF&CS may be amended by an affirmative vote of two-thirds (2/3) of the Constituent Members present at the Annual Meeting or at a Special Meeting of the Constituent Members, provided that a written notice of the proposed amendment(s) and a copy or summary of the proposed amendment(s) shall have been included in the notice for the meeting given in accordance with Article III, Section IIB, or Article IV, Section IIIC, of these by-laws as applicable.

- B. All amendments to these by-laws must be recommended to the Constituent Members by the Board unless the Board elects, because of a conflict of interest or other special circumstances, to make no recommendation and communicate the basis for its election to the Constituent Members with the proposed amendments. Proposed amendments to the by-laws, signed by at least ten (10) Constituent Members, may be submitted to the Secretary of JF&CS at a regular or special Board Meeting prior to the Annual Meeting or a Special Meeting so that the Board can consider the proposal and provide its recommendation to the membership. The Board must approve any proposed amendment by a simple majority before being presented to the Constituent Membership.

ARTICLE XI: INDEMNIFICATION AND INSURANCE

- A. To the fullest extent permitted by applicable law, JF&CS 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 (i) in connection with a proceeding by or in the right of JF&CS or (ii) in connection with any other proceeding in which the person was adjudged liable on the basis that personal benefit was improperly received by the person, whether or not involving action in the person's official capacity) by reason of the fact that he/she is or was a Board member, officer, employee or agent of JF&CS, or is or was serving at the request of JF&CS as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding if he/she conducted himself/herself in good faith and if he/she reasonably believed (i) in the case of conduct in his/her official capacity, that such conduct was in the best interests of JF&CS; (ii) in all other cases, that such conduct was at least not opposed to the best interests of JF&CS; and (iii) in the case of any criminal action or proceeding, he/she had no reasonable cause to believe such 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, in and of itself, create a presumption that a person did not act in a manner which he/she believed in good faith to be in or not opposed to the best interests of JF&CS, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.
- B. To the fullest extent permitted by applicable law, JF&CS 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 by or in the right of JF&CS by reason of the fact he/she is or was a Board member, officer, employee, or agent of JF&CS, or is or was serving at the request of JF&CS as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses only (including attorneys' fees) actually and reasonably incurred by him/her in connection with such action, suit or proceeding, if he/she conducted himself/herself in good faith and if he/she reasonably believed (i) in the case of conduct in his/her official capacity, that such conduct was in the best interests of JF&CS; (ii) in all other cases, that such conduct was at least not opposed to the best interests of JF&CS; and (iii) in the case of any criminal action or proceeding, that the individual had no reasonable cause to believe such 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,

in and of itself, create a presumption that a person did not act in a manner which he/she believed in good faith to be in or not opposed to the best interests of JF&CS, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- C. To the extent that a person indemnified under this Article has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in subsections A and B above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.
- D. Any indemnification under subsections A and B of this Article shall be made by JF&CS only as authorized in the specific proceeding upon a determination that indemnification of the Board member, officer, employee, or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in subsections A and B. Such determination shall be made (i) if there are two or more disinterested Board members, by the Board by a majority vote of all the disinterested Board members (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested Board members appointed by such a vote, or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Board members so directs, by independent legal counsel in a written opinion.
- E. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall, to the fullest extent permitted by law, be paid by JF&CS in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of the Board member, officer, employee, or agent of his/her good faith belief that he/she has met the relevant standard of conduct set forth herein or that the proceeding involves conduct for which liability has been eliminated and (a) with a written undertaking by or on behalf of the Board member, officer, employee, or agent to repay such amount if it is ultimately determined that such person is not entitled to indemnification.
- F. The indemnification and advancement of expenses provided by these Bylaws shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any Bylaw or resolution approved by the affirmative vote of the Board members taken at a meeting the notice of which specified that such Bylaw or resolution would be placed before the Board members, both as to action by a Board member, officer, employee, or agent in his/her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a Board member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by these Bylaws shall be considered a contract right of the covered person.
- G. JF&CS and its officers shall have the power to purchase and maintain insurance on behalf of any person who is or was a Board member, officer, employee, or agent of JF&CS, or is or was serving at the request of JF&CS as a board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not JF&CS would have the power to indemnify him/her against such liability under the provisions of these Bylaws.

- H. For purposes of this by-law provision, reference to "JF&CS" shall include, in addition to any surviving or new corporation, any merging or consolidating corporation including any merging or consolidating corporation of a merging or consolidating corporation absorbed in a merger or consolidation, so that any person who is or was a Board member, officer, employee, or agent of such merging or consolidating corporation or is or was serving at the request of such merging or consolidating corporation as a Board member, officer, employee, or agent of another consolidating corporation partnership, joint venture, trust or other enterprise, shall stand in the same position under this by-law provision with respect to the resulting or surviving corporation as he or she would if he or she had served the resulting or surviving corporation in the same capacity, provided that no indemnification under subsections A and B of this by-law provision permitted by this subsection shall be mandatory under this subsection or any by-law of the surviving or new corporation without the approval of such indemnification by the Board of the surviving or new corporation in the manner provided in paragraph (1) of subsection D of this by-law provision.
- I. Notwithstanding anything contained herein to the contrary, it is intended that Board members, officers, employees, and agents of JF&CS be indemnified to the fullest extent provided by the laws of the State of Georgia.

ARTICLE XII: BOARD MEMBERS' LIABILITY

A Board member of JF&CS shall not be personally liable to JF&CS for monetary damages for breach of duty of care or other duty as a Board member, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of JF&CS, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the Board member derived an improper personal benefit. If the Georgia Nonprofit Corporation Code is amended after approval of this Article to authorize corporate action further eliminating or limiting the personal liability of Board members, then the liability of the Board member of JF&CS shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of this Article shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of JF&CS existing at the time of such repeal or modification.

ARTICLE XIII: MISCELLANEOUS

- A. The corporate seal of JF&CS shall be in such form as may be adopted by the Board.
- B. JF&CS shall be affiliated with such City, County, State and National organizations as the Board, from time to time, may deem necessary and proper.