

**AMENDED AND RESTATED BY-LAWS OF
JEWISH LAWYERS ASSOCIATION OF PALM BEACH
COUNTY, INC.
(A Florida Not-for-Profit Corporation)**

April 20, 2026

**ARTICLE I
NAME AND OFFICES**

Section 1.01 The name of the organization is Jewish Lawyers Association of Palm Beach County, Inc. (the “**Corporation**”). The principal office of the Corporation shall be located in the County of Palm Beach, State of Florida. The Corporation may also have other offices within the State of Florida as the Board of Directors (the “**Board**”) may from time to time determine or the business of the Corporation may require.

**ARTICLE II
PURPOSE**

The purposes of the Corporation shall be those set forth in the Articles of Incorporation, as may be amended from time to time.

**ARTICLE III
MEMBERS**

Section 3.01 Membership. Any person who has all of the following qualifications shall be eligible for membership in the Corporation: (a) has earned a juris doctorate degree from an accredited law school; (b) has passed a State Bar licensing exam and the other qualifications to obtain a license from a State Bar, and has obtained such State Bar license, including judges, magistrates, and other honorable-titled officiants; (c) is and remains an active member in good standing with the Florida Bar or other State Bar; and (d) fosters professionalism, ethics, civility and character furthering the mission of the Corporation. The Corporation may also accept as members law students at an accredited law school, who are in good standing, and who are recommended by a law school educator or a member of the Corporation. The Board of Directors may adopt one or more written policies allowing honorary or other members of the community who are deemed to foster the mission of this organization as members in some capacity, as well as creating various classes of membership and in the Corporation, from time to time.

Section 3.02 Membership Dues. The Board may establish, from time to time, such other criteria for Membership such as a schedule of dues as it deems appropriate, pursuant to one or more written policies.

Section 3.03 Classes of Membership. The Corporation shall have one (1) or more classes of Members, as may be set forth in one or more written policies adopted by the Board, from time to time.

Section 3.04 Annual Meeting. The annual meeting of the Members for the results of the election of Directors and for the transaction of such other business as may come before the Members, including the delivery of a financial statement, shall be held each year at the place, time, and date may be fixed by the Board, or, if not so fixed, as may be determined by the President of the Board (the “**Annual Meeting of the Members**”). The Board may, in its sole discretion, determine that the Annual Meeting of the Members be held solely by means of electronic communication, as more fully set forth in Section 3.06.

Section 3.05 Special Meetings. Special meetings of the Members shall be held whenever called by resolution of the Board, or by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 3.05, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The President of the Corporation shall preside at the meetings of the Members, or in the absence of the President, an acting President shall be chosen by the Members present. The Secretary of the Corporation shall act as Secretary at all meetings of the Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Members present. The Board may, in its sole discretion, determine that the meeting be held solely by means of electronic communication, as more fully set forth in Section 3.06.

Section 3.06 Electronic Communication. If the Board, in its sole discretion, determines that the Annual Meeting of the Members or any special meeting of the Members be held solely by means of electronic communication, the platform or service of such meeting shall be the place of the meeting. If the meeting is to be held at a physical location, the Board may, in its sole discretion, authorize Members not physically present, in person or by proxy, at such meeting to participate in the proceedings of such meeting and/or vote or grant proxies with respect to matters submitted to the Members at such meeting by means of electronic communication. A Member participating in a Members’ meeting by such means is deemed to be present in person at the meeting.

Section 3.07 Notice of Meetings. Written or electronic notice of each member meeting shall be given, personally or by mail or electronic transmission, to each Member entitled to vote at such meeting not less than ten (10) nor more than fifty (50) days before the date of the

meeting; . The notice shall state (i) the place, date, and hour of the meeting, (ii) the means of electronic communications, if any, by which members and proxyholders may participate in the proceedings of the meeting and vote or grant proxies at such meeting, and (iii) unless it is the Annual Meeting of the Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons calling the meeting. Notice may be served by publishing a notice on the Corporation's webpage continuously from the date of the notice publication through the date of the meeting.

Section 3.08 No Member Quorum Requirement; No Member Voting or Management Rights. The Member meetings have no quorum requirements and, except as otherwise expressly provided in these Bylaws, or by nonwaivable provisions of the Florida Not For Profit Corporation Act, the Members have no voting rights, or decisional or management authority over any matter.

Section 3.09 Action Without a Meeting. Action may be taken without a meeting on written consent, setting forth the action to be taken, signed by all the Members. Such consent may be written or electronic. If consent is electronic, it must be able to be reasonably determined to have been sent by the Member.

Section 3.10 By-Laws. The by-laws shall be adopted at a special meeting of the Members or at the Annual Meeting of Members. Prior to the adoption, the proposed by-laws must be circulated to the Members no later than ten (10) days prior to the meeting to adopt the by-laws. A majority of the votes cast at the meeting of Members to adopt the by-laws shall be the act of the Members.

Section 3.11 Actions Requiring Vote of Members. The following corporate actions may not be taken without the approval of the Members:

- (a) A plurality of the votes cast by ballot by the Members is required for the election of Directors of the Corporation.
- (b) A majority of the votes cast at a meeting of the Members is required for:
 - (i) Any amendment of the Articles of Incorporation, or
 - (ii) A petition for judicial dissolution.
- (c) Two-thirds of the votes cast at a meeting of the Members is required for:
 - (i) Disposing of all, or substantially all, of the assets of the Corporation,

- (ii) Approval of a plan of merger,
- (iii) Authorization of a plan of non-judicial dissolution, or
- (iv) Revocation of a voluntary dissolution proceeding.

provided, however, that the affirmative votes cast in favor of any action described in this subsection (c) shall be at least equal to the minimum votes necessary to constitute a quorum. Abstentions from voting or blank votes cast by ballot shall not be counted toward the number of votes.

ARTICLE IV BOARD OF DIRECTORS

Section 4.01 Powers and Number. The affairs and property of the Corporation shall be managed by or under the direction of the Board of Directors subject to applicable law and in accordance with the purposes and limitations set forth in the Articles of Incorporation and herein. The number of Directors shall be at least three (3) but no more than twenty-five (25), inclusive of the officers described in Section 6.01 below. Within the specified limits, the numbers of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Board and no decrease shall shorten the term of any Director then in office.

Section 4.02 Election and Term of Office. The initial Directors shall be the persons named in the original Articles of Incorporation and shall serve until the first Annual Meeting of the Members. Thereafter, to become a Director, one or more persons shall be nominated by the Nominating Committee, presented as a slate. No later than thirty (30) days before the next regularly scheduled meeting of the Board, the Corporation, on behalf of the Nominating Committee, shall distribute by U.S. mail or electronically to each Member a ballot containing the slate proposed by the Nominating Committee. Each Member shall cast a ballot either for or against the slate proposed by the Nominating Committee no later than fifteen (15) days before the next regularly scheduled meeting of the Board. The Nominating Committee shall tally the ballots. The chair of the Nominating Committee, or his/her designee shall announce the names of the new Directors at the next regularly scheduled meeting of the Board and notify the general membership promptly after such meeting. Directors shall hold office for a term of one (1) year, commencing on or around the beginning of the fiscal year, and each Director shall serve for such term and until the election and qualification of a successor, or until

such Director's death, resignation, or removal. Directors may be elected to any number of consecutive terms.

Section 4.03 Qualification for Directors. Each Director shall be at least 18 years of age and a member in good standing of the Florida Bar.

Section 4.04 Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the authorized number of Directors, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a Director, may be filled at any meeting of the Board at which a quorum is present by the vote of the majority of the Board of Directors in attendance at such meeting. Each Director elected or appointed to fill a vacancy in an unexpired term shall serve until the end of the unexpired term and until such Director's successor is elected or appointed and qualified.

Section 4.05 Removal. Any Director shall be removed at any time for reasons of misconduct, non-attendance at more than three (3) Board of Directors meetings during any fiscal year (excluding excused absences), absent exigent circumstances, or malfeasance. Any Director may be removed for otherwise failing to fulfill the duties of a Director as set forth in any Board commitment pledge or policy. The duties of each Director may be set forth in one or more policies adopted by the Board from time to time.

The vote of a majority of the Executive Committee present and voting at a properly constituted regular or special meeting of the Executive Committee shall be required for the removal of a Director.

However, the unanimous vote of the Executive Committee present and voting at a properly constituted regular or special meeting of the Executive Committee (however, excepting the Executive Committee member being voted on for removal) shall be required for the removal of a member of the Executive Committee; provided, however, that if such unanimous approval is not obtained, then the vote of two-thirds of the Board of Directors present and voting at a properly constituted regular or special meeting of the Board of Directors (however, excepting the Executive Committee member being voted on for removal) shall be required for such removal.

ARTICLE V DIRECTOR ACTIONS AND MATTERS

Section 5.01 Resignation. Any Director may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a Director.

Section 5.02 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 5.03 Notice of Meetings. Notice of a meeting may be sent by mail, telephone, facsimile transmission, courier service, electronic mail, or hand delivery, directed to each Director at his or her address or contact information as it appears on the records of the President. Such notice shall state the time and place where the meeting is to be held and to the extent possible, the purpose(s) for which the meeting is called. Notice shall be deemed to have been given when sent, and if by mail, when deposited in the United States mail with prepaid postage thereon. Notice of any regular meeting for which the time and place is not fixed by the Board must be given to each Director not less than 48 hours before such meeting. Notice of a special meeting of the Board must be given to each Director not less than 48 hours before such meeting, unless the meeting relates to an emergency which must be resolved within 48 hours, in which case notice shall be given as promptly as possible. Notice of a regular or special meeting need not be given to a Director who submits a signed waiver of notice before or at the meeting's commencement, or who attends the meeting without protesting (not later than the commencement of the meeting) the lack of notice to such Director.

Section 5.04 Quorum. At each meeting of the Board, except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the presence of a majority of the Board shall constitute a quorum for the transaction of business or any specified item of business.

If a quorum is not present at any meeting of the Board, a majority of the Directors present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any Directors who were not present at the time of the adjournment.

Section 5.05 Action by the Board. Except as otherwise provided by law, the Articles of Incorporation, or these by-laws, the vote of a majority of the Directors present at the time of a vote, if a quorum is present at such time, shall be the act of the Board.

Section 5.06 Meeting by Remote Communication. Anyone or more members of the Board or any committee thereof may participate in a meeting of the Board or such committee by means of a conference telephone, video conference, or similar communications equipment. Participation by such means shall constitute presence in person at a meeting provided that all persons participating in the meeting can hear each other at the same time and each Director can participate in all matters before the board, including, without limitation, the ability to propose, object to, and vote upon a specific action to be taken by the board or committee.

Section 5.07 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or committee consent in writing to the adoption of a resolution authorizing the action. Such consent may be written or electronic. The resolution and written consents thereto by the members of the Board or such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 5.08 Compensation. The Corporation shall not pay compensation to Directors for services rendered to the Corporation in their capacity as Directors, except that Directors may be reimbursed for reasonable expenses incurred in the performance of their duties to the Corporation. A Director may receive reasonable compensation for the performance of services provided to the Corporation in any capacity separate from his or her responsibilities as a Director when so authorized by a majority of the Directors then in office and in accordance with Section 10.01 of these by-laws.

ARTICLE VI COMMITTEES

Section 6.01 Standing Committees. Standing Committees are generally established for long-term or ongoing purposes. Other than the Executive Committee, the Programming Committee, the Membership Committee, the Communications Committee, the Sponsorship Committee, the Young Lawyers' Committee (known as the Young Lawyers Section or "YLS"), and the Nominating Committee, which shall be standing committees, the President as deemed necessary and appropriate, shall establish all other Standing Committees. New Standing Committees named by the President shall be ratified by majority vote of the Board.

Section 6.02 Ad-Hoc Committees. Ad-Hoc committees may be established by the President, for short-term projects or issues for a specific/limited purpose as determined by the President. Ad-Hoc committees shall not require ratification of the Board.

Section 6.03 Composition of Executive Committee and Other Committees of the Board. The Board, by resolution adopted by a majority of the Board, may designate from among the Directors an Executive Committee consisting of eight (8) Directors, as well as other committees of the Board consisting of three (3) or more Directors. With the exception of the Young Lawyers' Committee, as noted in Section 6.10 below, the chairperson of each committee shall be a Director designated by the President, but otherwise Members who are not Directors shall be eligible to serve on committees other than the Executive Committee. With the exception of the Executive Committee as noted in Section 6.04 below and the Young Lawyers' Committee as noted in Section 6.10 below, the members of each committee shall be selected by the President. Each committee of the Board shall have such authority as the Board shall by resolution provide.

Section 6.04 Executive Committee. The Executive Committee shall be composed of the President, Executive Vice-President, Vice President of Programming, Vice President of Membership, Vice President of Communications, Treasurer, Secretary, and the Immediate Past President. The President or Executive Vice-President, plus any four (4) other members of the Executive Committee, shall constitute a quorum. The Executive Committee shall have all the authority of the Board to act on behalf of the Board between meetings of the Board, except that no such committee shall have authority as to the following matters:

- (a) The filling of vacancies on the Board or in any committee.
- (b) The amendment or repeal of the by-laws, or the adoption of new by-laws.
- (c) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.
- (d) Any other matter prohibited by the Florida Not For Profit Corporation Act (F.S. Ch. 617).

Section 6.05 Programming Committee. The Programming Committee shall be responsible for all membership meetings, lunches, networking events, signature events, and continuing legal education events, other than those special events assigned to a Committee Chair. The Programming Committee shall plan speakers, coordinate dates, times and places and ensure announcements are timely sent to the membership in coordination with the Communications Committee. In addition, should CLE credits apply, the Programming Committee shall coordinate applying for such CLE credit.

Section 6.06 Communications Committee. The Communications Committee shall be responsible for all newsletters, social media notifications and event notices, publications, and all membership e-blasts. Social Media includes but is not limited to Meta, Instagram, and LinkedIn.

Section 6.07 Membership Committee. The Membership Committee shall be responsible for the initial mailings of membership applications to returning and prospective members and shall coordinate with the Board to ensure such mailings are sent timely with all relevant information. The Membership Committee, together with the Secretary, will ensure all membership records are accurate. The Membership Committee shall also be responsible for planning an annual New Member Reception, if requested by the President, recruiting new members, and serving as the liaison for law school membership.

Section 6.08 Sponsorship Committee. The Sponsorship Committee shall be responsible for creating and maintaining sponsorship packages for both lawyers and non-lawyers. The Sponsorship Committee will ensure sponsorship of all Corporation events and will work in conjunction with the Programming Committee and special events Chairs. The Sponsorship

Committee, together with the Treasurer, is responsible for ensuring all necessary documentation is in place for solicitation of funds.

Section 6.09 Nominating Committee. The Nominating Committee shall be responsible for carrying out the processes and procedures for the nomination of officers and Directors of the Corporation. The Nominating Committee shall be composed of no more than five (5) Members. The President shall appoint the chairperson of the Nominating Committee, which appointment shall be subject to approval by the Board of Directors. The chairperson shall appoint at least three (3) additional members, no more than one (1) of whom shall be a Member who is not a Director. The Nominating Committee shall also be responsible for determining eligibility for all proposed officer and Director candidates. The Board may adopt one or more policies and procedures of the Nominating Committee, from time to time.

Section 6.10 Young Lawyers' Committee. The Young Lawyers' Committee shall be responsible for membership meetings, lunches, networking events, judicial events, philanthropic projects and events, and other events designed for Members who qualify as "young lawyers" within the Corporation, as such qualifications are set forth in a policy adopted by the Board from time to time. The chairperson of the Young Lawyers' Committee shall be a Director nominated by the Nominating Committee, presented with the slate and elected as set forth in Section 4.02 above, and the members of the Young Lawyers' Committee shall be selected by the chairperson of the Young Lawyers' Committee, subject to approval by a quorum of the Executive Committee. The Board may adopt one or more policies and procedures of the Young Lawyers' Committee, from time to time.

Section 6.11 Quorum and Action by Committee. Unless otherwise provided by these by-laws or by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee present at such meeting shall be the act of the committee.

The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 6.12 Alternate Members. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

ARTICLE VII OFFICERS, EMPLOYEES, AND AGENTS

Section 7.01 Officers. The officers of the Corporation shall consist of at least a President, a Young Lawyers' Committee Chair, an Immediate Past President, an Executive Vice President, a Vice President of Programming, a Vice President of Membership, a Vice President of Communications, a Secretary, and a Treasurer. The President may from time to time appoint such other officers, including one or more additional Vice Presidents, as it may determine.

Section 7.02 Election, Term of Office, and Qualifications. Nominations for the officers of the Corporation shall be provided by the Nominating Committee and presented to the Board of Directors as a slate. No later than thirty (30) days before the next regularly scheduled meeting of the Board, the Corporation, on behalf of the Nominating Committee, shall distribute by U.S. mail or electronically to each Director a ballot containing the slate proposed by the Nominating Committee. Each Director shall cast a ballot either for or against the slate of officers proposed by the Nominating Committee no later than fifteen (15) days before the next regularly scheduled meeting of the Board. The Nominating Committee shall tally the ballots. The chair of the Nominating Committee or his/her designee shall announce the names of the new officers at the next regularly scheduled meeting of the Board and notify the general membership promptly after such meeting. The officers shall be elected annually by the Board of Directors as set forth above for a period of one (1) year, commencing on or around the beginning of the fiscal year, and each Director shall serve for such term and until the election and qualification of a successor, or until such officer's death, resignation, or removal. One person may hold, and perform the duties of, more than one office, except that the same person may not hold the offices of President and Secretary. All officers shall be subject to the supervision and direction of the Board.

Section 7.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Board.

Section 7.04 Resignations. Any officer may resign at any time by giving ten (10) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 7.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 7.06 President. The President shall preside at all meetings of the Board and Members and shall be entitled to attend all committee meetings. The President shall have the general powers and duties of supervision and management of the Corporation which usually pertain to the President's office and shall keep the Board fully informed of the activities of the Corporation. The President shall perform all such other duties as are properly required of the

President by the Board. The President has the power to sign and execute alone in the name of the Corporation all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature.

Section 7.07 Immediate Past President. The Immediate Past President shall, in the absence or disability of a Vice President, perform the duties and exercise the powers of the President. The Immediate Past President also shall have such powers and perform such duties as usually pertain to the Immediate Past President's office or as are properly required of the Immediate Past President by the Board.

Section 7.08 Executive Vice President. The Executive Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Executive Vice President shall also be responsible for overseeing all of the Vice Presidents of the Corporation and shall keep the Board fully informed of the activities of the Vice Presidents and the committees over which they preside.

Section 7.09 Vice President. The chairpersons of one or more standing committees may be designated by the President as Vice Presidents, from time to time, including the Vice President of Programming, Vice President of Membership, and Vice President of Communications. Such Vice Presidents shall have the responsibility to oversee and shall keep the Board fully informed of the activities of the committees over which they preside.

Section 7.10 Secretary. The Secretary shall record and keep the minutes of all meetings of the Board and Members in books kept for that purpose. The Secretary shall see that all notices and reports are given and served as required by law or these by-laws. The Secretary shall affix the corporate seal to and sign such instruments as require the seal and the Secretary's signature and shall perform all duties as usually pertain to the Secretary's office or as are properly required of the Secretary by the Board.

Section 7.11 Treasurer. The Treasurer shall have the care and custody of all the funds and securities of the Corporation and shall keep full and accurate accounts of all moneys received and paid by the Treasurer on account of the Corporation. The Treasurer shall exhibit at all reasonable times the Corporation's books of account and records to any of the Directors of the Corporation upon request at the office of the Corporation. The Treasurer shall render a detailed statement to the Board of the condition of the finances of the Corporation at the annual meeting of the Board and shall perform such other duties as usually pertain to the Treasurer's office or as are properly required of the Treasurer by the Board.

Section 7.12 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest

extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 7.13 Compensation. Any employee or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the Board, and only when so authorized and in accordance with Section 10.01 of these by-laws.

Section 7.14 Administrator. The Board of Directors may hire and/or appoint an Administrator. The Administrator shall not be a member of the Board of Directors but shall attend all meetings of the Board of Directors. The role of the Administrator is to assist the effectuation of the Board roles and responsibilities. The compensation of the Administrator shall be subject to approval by the Board of Directors.

ARTICLE VIII EXECUTION OF INSTRUMENTS

Section 8.01 Contracts and Instruments. The Board, subject to the provisions of Section 10.01 and the Corporation's Conflict of Interest Policy, may authorize any officer or agent of the Corporation to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity. The President or the Treasurer, or their designee on an emergency basis (including the Administrator), acting alone, may sign any checks, draft, or other order for the payment of money in the amount of \$3,500 or less in the name of the Corporation, or in such other amount as set forth in any financial policies and procedures adopted by the Board. The President, acting alone, may also approve any increase to an individual event budget or other line item up to \$1,000. The Board may adopt one or more financial policies and procedures of the Corporation, from time to time.

Section 8.02 Deposits. The funds of the Corporation shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a director or officer of the Corporation, against judgments, fines, amounts paid in settlement,

and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Section 9.02 Advancement of Expenses. Expenses incurred by a Director or officer in connection with any action or proceeding as to which indemnification shall be given under Section 8.02 may be paid by the Corporation in advance of the final disposition of such action or proceeding upon the receipt of an undertaking by or on behalf of such Director or officer to repay such advancement in case such Director or officer is ultimately found (a) not to be entitled to indemnification; or (b) where indemnification is granted, to the extent that the advanced expenses exceed the indemnification to which the Director or officer is entitled.

Section 9.03 Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any obligation which it incurs as a result of its indemnification of Directors and officers pursuant to Section 8.01 above, or to indemnify such persons in instances in which they may be indemnified pursuant to Section 8.01 above.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Fiscal Year. The fiscal year of the Corporation shall be September 1st through August 31st each year unless otherwise provided by the Board.

Section 10.02 Corporate Seal. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization, and the words "Corporate Seal, Not-for-Profit, Florida." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

Section 10.03 Books and Records. The Corporation shall keep at the office of the Corporation correct and complete books and records of the activities and transactions of the Corporation, including the minute book, which shall contain a copy of the Articles of Incorporation, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Members and meetings of the Board and committees thereof.

Section 10.04 Records Retention and Destruction Policy. In any instance where the Corporation faces issues related to document retention, it shall follow the procedures and rules set out in the Records Retention and Destruction Policy adopted by the Board of Directors, from time to time.

Section 10.05 Whistleblower Policy. The Corporation shall follow the policies and procedures set out in the Whistleblower Policy adopted by the Board of Directors, from time to time.

Section 10.06 Investment Policy. In order to comply with the Florida Prudent Management of Institutional Funds Act, the Corporation shall follow the procedures and rules set out in the Investment Policy adopted by the Board of Directors, from time to time.

Section 10.07 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 10.08 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XI INTERESTED PARTY TRANSACTIONS

Section 11.01 For purposes of these by-laws, an "Interested Party Transaction" is any contract or other transaction between the Corporation and (a) any present Director or any individual who has served as a Director in the five years preceding the transaction (a "past Director"), (b) any family member of a present or past Director, (c) any corporation, partnership, trust, or other entity in which a present or past Director is a Director, officer, or holder of a financial interest, (d) any present officer or any individual who has served as an officer in the five years preceding the transaction (a "past officer"), (e) any family member of a present or past officer, or (f) any corporation, partnership, trust, or other entity in which a present or past officer is a Director, officer, or holder of a financial interest.

In any instance where the Corporation proposes to enter into an Interested Party Transaction it shall follow the procedures and rules set forth in the Corporation's Conflict of Interest Policy adopted by the Board of Directors, from time to time.

ARTICLE XII AMENDMENTS

Section 12.01 These by-laws may be altered, amended, or repealed by the affirmative vote of the majority of the Board present at any meeting of the Board at which a quorum is

present, except a two-thirds vote of the Board shall be required for any amendment to add or remove a provision of these by-laws requiring a greater proportion of Directors to constitute quorum or a greater proportion of votes necessary for the transaction of business.

Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board, there shall be set forth in the notice of the next meeting of members for the election of Directors the by-laws so adopted, amended, or repealed, together with a concise statement of the changes made. Any amendment to the by-laws that approved as set forth in this Section shall be effective immediately upon the date of such approval unless otherwise specified, including any amendment that increases or decreases the terms of Directors and/or Officers.

ARTICLE XIII NON-DISCRIMINATION

Section 13.01 In all of its dealings, neither the Corporation nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XIV REFERENCE TO ARTICLES OF INCORPORATION

Section 14.01 References in these by-laws to the Articles of Incorporation shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Articles of Incorporation and these by-laws, the Articles of Incorporation shall govern.

ARTICLE XV PARLIAMENTARY PROCEDURE

Robert's Rules of Order, Revised, shall govern all meetings of this Corporation, where not inconsistent with the by-laws of this Corporation, and where such by-laws are silent.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the amended and restated by-laws of the JEWISH LAWYERS ASSOCIATION OF PALM BEACH COUNTY, INC., a Florida not-for-profit corporation, as in effect on the date hereof.

Ellen M. Leibovitch

 SIGNED VIA ILOVEPDF
5ED8BBF0-CA69-42CA-995C-A7DB3CB87512

By: _____

Print Name: Ellen Leibovitch

Title: Secretary

Date: 05/12/2026

