

THE PALM BEACH JEWISH COMMUNITY
CAMPUS CORPORATION

BY-LAWS
OF
PALM BEACH JEWISH COMMUNITY CAMPUS CORPORATION
a Florida Non-profit Corporation

ARTICLE I
NAME

The name of this Corporation shall be “Palm Beach Jewish Community Campus Corporation”.

ARTICLE II
PRINCIPAL OFFICE

The principal office of this Corporation is now located at 4601 Community Drive, West Palm Beach, County of Palm Beach, State of Florida or such other place within the County of Palm Beach, State of Florida, as the Board of Directors of this Corporation may designate from time to time.

ARTICLE III
PURPOSES

The purposes for which this Corporation is formed are as follows:

- A. the advancement of charitable, religious, educational and any other related or corresponding purposes by providing real or personal property to organizations organized and operated for such purposes, for use for such purposes;
- B. to acquire, develop, own, operate, maintain, lease, mortgage, encumber, sell and otherwise dispose of real and personal property within Palm Beach County, Florida for use for charitable, religious or educational purposes, including without limitation, lease of real and personal property to a not-for-profit corporation that is unrelated by membership to this Corporation, which is also exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), to be used by such corporation as a private high school; and
- C. to operate exclusively in any other manner for such charitable, religious and educational purposes as will qualify it as an exempt organization under

Section 501(c)(3) of the Code, or under any corresponding provisions of any subsequent federal tax laws covering the contributions to organizations qualified as tax exempt organizations under the Code, including private foundations and private operating foundations.

ARTICLE IV PROHIBITED ACTIVITIES

Notwithstanding any other provision of these By-Laws or the Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization that shall be exempt under Section 501(c)(3) of the Code and its Regulations, as amended, or by any organization to which contributions are deductible under Section 170(e)(2) of the Code.

ARTICLE V MEMBERSHIP

The members of this Corporation shall consist of the Jewish Federation of Palm Beach County, Inc. (“Federation”), the Jewish Community Center of the Greater Palm Beaches, Inc. (“JCC”), Ferd & Gladys Alpert Jewish Family and Children’s Service of Palm Beach County, Inc. (“AJFCS”), Arthur I. Meyer Jewish Academy of Palm Beach County, Inc. (“AIMJA”), and Lorraine & Jack N. Friedman Commission for Jewish Education, Inc. (“FCJE”), each of which organizations has located its principal facility on the Campus.

Other beneficiary agencies of the Federation, whether now existing or hereafter created or affiliated, may join this Corporation as members in the future, provided that such agencies are intending, planning or discussing locating their facilities on the Campus location at West Palm Beach or Boynton Beach, and provided further, that such beneficiary agencies, either in terms of the amount of square feet of space which they require on the Campus or the amount of their annual subsidies from the Federation. The beneficiary agencies of the Federation who are members of this Corporation from time to time are sometimes hereinafter referred to collectively as the “Agencies.”

ARTICLE VI MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

The membership shall hold an annual meeting prior to July 1 of each year. The date, time, place and agenda for the meeting shall be set by the Board of Directors and notice thereof shall be given to all members at least ten (10) days in advance of the meeting. No business shall be transacted and no votes shall be taken at the meeting unless specified by the Board of Directors in such notice. At the meeting, each member shall be represented by its president or by such other officer of such Agency as may be elected or appointed

by such Agency to serve as such Agency's representative. Notice of any meeting may be waived at or subsequent to such meeting by vote of the members.

Section 2. Quorum.

At any meeting of members, the presence of a majority of the members entitled to vote in person shall be necessary to constitute a quorum for all purposes, and the act of a majority of those members present at which there is a quorum shall be the act of the entire membership, except as may be otherwise provided for by statute or by the Articles of Incorporation. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned by the vote of a majority of the members present in person by announcement at the meeting and without notice to the absent members. At any adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 3. Order of Business.

The order of business at membership meetings shall be as follows:

- A. Calling the roll of members.
- B. Reading of minutes of previous meeting.
- C. Reports of officers.
- D. Reports of committees.
- E. Unfinished business.
- F. New business.

Any question concerning the category or priority of the business to be conducted before the meeting shall be decided by the presiding officer of the meeting. The order of business may be amended and changed at any meeting by the vote of the members present at such meeting.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Function.

The general management of the affairs of this Corporation shall be vested in the Board of Directors.

Section 2. Number of Directors.

The Board of Directors of this Corporation shall consist of seventeen (17) Directors, consisting of the President of the Corporation and sixteen (16) other Directors. The President shall be a non-voting Director, except for the purpose of breaking a tie vote of the other Directors. The Federation shall elect or appoint nine (9) Directors, one of which shall be the President of the Federation. Each of the other Agencies other than the Federation, shall elect or appoint two (2) Directors, one of which shall be the President of such Agency.

Section 3. Alternate Directors.

The Federation and each of the Agencies shall elect or appoint at least one additional person to act as a substitute or alternate director for all purposes in the event the director for whom such additional person(s) shall be substituting cannot attend any meeting of the Board of Directors or otherwise cannot carry out his or her responsibilities as a director of this Corporation.

Section 4. Duties and Powers of Directors.

The Board of Directors shall have the authority to:

- A. hold meetings at such times and places as it may deem necessary and proper,
- B. appoint and discharge committees on particular subjects,
- C. audit bills and disburse the funds of this Corporation,
- D. devise and carry into execution such other measures as it deems proper and expedient to promote the objectives of Corporation and protect the interests and welfare of the members,
- E. remove any or all of the officers of this Corporation with due cause prior to the expiration date of such office,
- F. enter into or terminate the employment of any firm, individual or other entity employed to perform services to, for, or on behalf of this Corporation, and
- G. borrow money and mortgage this Corporations property to secure such borrowing(s).
- H. purchase, lease and sell real and personal property of the Corporation.

ARTICLE VIII
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings.

The Board of Directors shall hold regular meetings not less frequently than on a quarterly basis. The date, time and place of each regular meeting shall be set by the President. Reasonable notice of such meetings shall be communicated to each member of the board at his or her last known address at least five (5) days in advance of the meeting. A preliminary agenda of the matters to be discussed or acted upon at such meetings shall be included with such notice. Other matters may also be discussed at the meeting in the discretion of the President and/or the directors. Notice of any meeting may be waived at or subsequent to such meeting by vote of the directors.

Section 2. Special Meetings.

Special meetings of the Board of Directors may be called by the President and or any three members of the Board of Directors for any specific purpose. Written notice shall be given stating the purpose of such meeting and shall be either delivered or mailed to each director and alternate at his or her last known address at least five (5) days in advance of the special meeting.

Section 3. Quorum.

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the directors (or their duly elected or appointed alternates) present shall be considered the act of the Board of Directors at any regular or special meeting.

Section 4. Voting by Directors.

Each member of the Board of Directors (or his or her duly elected or appointed alternate) shall be entitled to one vote only at any meeting thereof on any issue or matter of business before such meeting. No member of the Board of Directors or duly appointed or elected substitute for such member shall be entitled to vote at any meeting unless he or she is physically present at such meeting.

Section 5. Informal Actions.

Any action taken that may be taken at a Board of Directors meeting may be taken without a meeting if a consent, in writing, setting forth the action, shall be signed by the minimum number of directors that would be necessary to authorize or take such action at a meeting at which all directors were present and voted, and filed with the Secretary of this Corporation. Within ten (10) days after obtaining such authorization by written consent, notice of such action must be given to all directors.

Section 6. Liability.

The directors of this Corporation shall not be personally liable for its debts, liabilities, or other obligations.

ARTICLE IX OFFICERS

Section 1. Number.

The officers of this Corporation shall be the President, Vice President, Secretary, Treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be determined and appointed by the Board of Directors from time to time, The President of the Federation from time to time or another person appointed by the President of the Federation shall be the President of this Corporation.

Section 2. Term of Office.

Officers shall each serve for a term as appointed by the Presidents of their respective organizations.

Section 3. Vacancies in Office.

Should the office of the President become vacant, one of the Federation Representatives shall be appointed by the Federation to serve as Acting President until the Federation shall have designated a new President of the Campus Corporation and such designee or his appointee assumes the office of President of this Corporation. Should any other office become vacant, such office shall be filled by the person designated by the Federation or the Agency, as the case may be, whereat such vacancy shall have arisen.

Section 4. Duties of Officers.

A. President.

It shall be the duty of the President as the chief executive officer of this Corporation to preside at all meetings of the members and the Board of Directors. He or she shall have the power to appoint the Chairpersons of all committees. He or she shall call all regular and special meetings when deemed necessary and when called for. He or she shall have the power to sign all contracts and any other obligations on behalf of this Corporation approved by the Board of Directors. He or she shall be an ax-officio member of all committees. He or she shall be empowered to co-sign checks on this Corporations bank account along with the Vice President or the Treasurer. In addition, he or she shall have and perform such other duties as may be delegated to him or her by the Board of

Directors from time to time,

B. Vice President.

The Vice President shall act for the President in the Presidents absence. He or she shall be empowered to co-sign checks on this Corporation's bank account along with the President or the Treasurer, He or she shall serve on all committees in the event of the Presidents absence or inability to serve. In the absence of the Secretary, he or she shall record the minutes of the meetings of the Board of Directors.

C. Secretary.

The Secretary shall take and keep the minutes of all meetings of the membership and the Board of Directors. He or she shall furnish a copy of the minutes to the President promptly following each meeting and shall be custodian of all records and papers of this Corporation except those that pertain to a special committee, He or she shall receive and file all written reports. He or she shall be responsible for sending notices and keeping records of members, officers' and directors' status. The Secretary shall handle all necessary correspondence of this Corporation as directed by the President.

D. Treasurer.

The Treasurer shall receive and deposit all funds in the name of this Corporation in a bank approved by the Board of Directors. He or she shall co-sign checks on this Corporation's bank account along with the President or the Vice President. Current financial records shall be kept at all times and reports on the financial status of this Corporation shall be submitted at all meetings of the Board of Directors and membership. The books of this Corporation shall be delivered to his or her successor immediately following the expiration of his or her office and the appointment of a new Treasurer.

E. Reports of Officers.

All officers shall perform the duties prescribed herein and those assigned to them by the President from time to time and shall deliver to their successors all corporate files, property and other materials in their possession not later than ten (10) days following the election and installation of their respective successors.

ARTICLE X COMMITTEES

This Corporation shall have such committees as shall be necessary for the conduct of its business and to carry out its objects and purposes. All committees shall serve for one year. All committees shall be composed of as many people as their respective chairpersons deem appropriate. All people who serve on committees shall be members of the Federation and shall be expected to make a meaningful contribution to the

Federation's annual campaign in accordance with their respective abilities. The President shall appoint and remove the Chairpersons of all such committees upon the advice of the Board of Directors. The Chairpersons shall appoint and remove all members of their respective committees in consultation with the President and the Board of Directors. Each committee shall meet as often as necessary and their Chairpersons shall provide reports to the Board of Directors from time to time on request of the President.

The standing Committees shall be as follows:

A. Fund Raising Committee.

The function of the Fund Raising Committee shall be to develop and recommend to the Board of Directors methods of acquiring and raising funds for the Corporation for the purpose of financing the development and construction of all current and future buildings, facilities, parking and related improvements and amenities on the Campuses. Such acquisition and raising of funds shall be conducted in accordance with the Federation's Guidelines for Beneficiary Agencies, as amended from time to time, and such other rules, regulations and policies as are promulgated and adopted from time to time as part of the community planning process. At the direction of the Board of Directors, the Fund Raising Committee shall implement and carry out such recommendations or such other methods as the Board of Directors shall direct.

B. Budget Committee.

The function of the Budget Committee shall be to:

(1) assist the Federation and the Agencies in coordinating their use of the Campus facilities in order to (a) resolve competing needs, which will inevitably arise from time to time in scheduling the use of such facilities. (b) promote and encourage the optimal use of such facilities and (c) avoid redundancy and scheduling problems with respect to the Campus facilities. In no event shall the Budget Committee involve itself with the form or content of the programming of any Agency; and

(ii) develop and submit an annual budget for this Corporation to the Board of Directors, to review and evaluate all financial plans of the various committees as presented by their respective chairmen, to review and evaluate the overall financial structure and operations of this Corporation and to supervise the annual audit of this Corporation's books.

C. Building and Grounds Committee.

The function of the Building and Grounds Committee shall be to:

(i) recommend to the Board of Directors the approximate locations of all buildings, facilities, parking and related improvements and amenities to be developed and constructed on the Campus both for the Federation and for the Agencies who presently intend to relocate to the Campus as well as in the future. The Building and Grounds Committee may also recommend that certain areas of the Campus be set aside for future

development. In addition to such other people who serve as members of the Building and Grounds Committee, the Federation and the JCC shall have an equal number of representatives thereon in recognition that the principal building and facility on the Campus will be the Jewish Community Center and that no other building or facility will be built on the Campus prior to the Jewish Community Center;

(ii) recommend to the Board of Directors the means for coordinating the development and construction of all of the buildings, facilities, parking and related improvements and amenities on the Campus in the most expeditious and cost effective manner practicable. In that endeavor, the Building and Grounds Committee shall recommend the engagement of such contractors, architects and engineers as it deems appropriate. It shall endeavor to control costs, develop plans and generally supervise construction from commencement to completion and all phases and aspects thereof. The Building and Grounds Committee shall undertake to insure that all of the facilities on the Campus are complementary in design, purpose, function and appearance. The Building and Grounds Committee shall receive- and act upon such reports and submittals as it receives from the building committees or similar instrumentalities of the Agencies which will be developing their respective facilities on the Campus, with the understanding that each of the Agencies shall have parity of membership on any committees which develop design and construction recommendations for their respective facilities on the Campus. The Building and Grounds Committee shall evaluate (but not decide) which components or portions of the buildings to be constructed on the Campus are necessary or appropriate from a programming standpoint; and

(iii) evaluate and supervise the ongoing maintenance and repair of the buildings and property owned.

D. Executive Committee.

There shall be an Executive Committee. Notwithstanding any other provision of this Article X, the Executive Committee shall consist of the Presidents of Federation, JCC, AJFCS, FCJE, AIMJA and of this Corporation. The Executive Committee shall have such rights and responsibilities as maybe established by resolution of the Board of Directors of this Corporation.

E. Real Estate Committee.

There shall be a Real Estate Committee, headed by the President of the Corporation and consisting of members who have expertise in this field. They will review all property matters of interest to the Campus Corporation and report their findings to the Executive Committee of the Campus Corporation and the Federation.

F. Technology Committee.

There shall be a Technology Committee, headed by a member of the Board of Directors and consisting of other agencies' representatives to research aspects of technological

items needed by the various Agencies and report their findings to the Campus Corporation.

G. Capital Requests Committee.

There shall be a Capital Requests Committee, headed by the President of the Corporation and consisting of members of the Board to review the Agencies Capital Requests, including a physical walkthrough of their premises, and report their findings to the Campus Corporation.

H. Other Committees.

In addition to the foregoing Committees there shall be such other Committees as may be necessary for the conduct of business and to carry out the objects and purposes of this Corporation.

ARTICLE XI FISCAL YEAR

The fiscal year of this Corporation shall commence on the first day of July of each year and shall expire on the 30th day of June of the following year.

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS

Section 1. Contracts.

The Board of Directors may authorize any officer or agent of this Corporation to enter into any contract or to execute and deliver any instrument or document on behalf of this Corporation, which authority may be general or specific.

Section 2. Deposits.

All funds received by this Corporation shall be deposited to the credit of the Corporation in such banks or other depositories as may be approved and authorized by the directors from time to time.

Section 3. Checks.

All checks, drafts, or any authorization for the payment of any notes, sums of money, or other evidence of debt issued in the name of this Corporation shall be signed by such officers or agents as shall from time to time be designated and determined by the Board of Directors.

ARTICLE XIII
RECORDS

This Corporation shall maintain correct and proper books and records and shall keep minutes of all the meetings of the members and Board of Directors, at the principal office of this Corporation. All such records may be inspected by any director or member, or the agent or attorney of either at any reasonable time.

ARTICLE XIV
DISTRIBUTION OF ASSETS

Upon dissolution, liquidation and winding up of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, to a 501 (c) (3), exclusively for the purposes of the Corporation in such manner as the Board of Directors may determine.

ARTICLE XV
INDEMNIFICATION

This Corporation shall be empowered to indemnify any officer or director, or any former officer or director, by a majority vote of a quorum of directors, or by a majority vote of a quorum of members, who were not parties to such action, suit or proceeding, in the manner provided in Section 607.014 of the Florida Statutes, as amended. If such indemnification is authorized by the directors, expenses incurred in defending such action, suit or proceeding may be paid by this Corporation in advance of the final disposition of such action, suit or proceeding in the manner described in Subsection (5) of Section 607.0 14 of the Florida Statutes, as amended, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless he or she is found to be entitled to such Indemnification.

ARTICLE XVI
PARLIAMENTARY AUTHORITY

The Rules contained in Roberts Rules of Order, as revised, shall govern the conduct of all meetings of the members, the Board of Directors and the various Committees in all cases to which they are applicable; provided, however, that they do not conflict with the Bylaws of this Corporation or with any laws of the State of Florida.

ARTICLE XVII
BYLAWS OR ARTICLES AMENDMENT

The Bylaws or the Articles of Incorporation of this Corporation may be amended, repealed or altered, either in whole or in part, by the vote of any majority at any duly organized meeting of the members at which a quorum shall be present. The proposed change or amendment to the Bylaws or the Articles of Incorporation shall, prior to notice

being given of such meeting, be ratified and approved by the Board of Directors unanimously. Upon approval and ratification of such amendment to the Bylaws or Articles of Incorporation of this Corporation by the members as above set forth, the Corporation shall promptly proceed to prepare such amendment and see to the filing of any necessary documents with the proper governmental authority.

DATED AND REVISED AS OF JUNE 8, 2010