



**FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY**  
**NOTICE OF 2022 ANNUAL GENERAL MEETING OF MEMBERS**

Pursuant to the Bylaws of the Friends of the Gladwyne Jewish Memorial Cemetery (the "Corporation"), the Board of Trustees hereby gives notice that the 2022 Annual General Meeting of the members of the Corporation will take place as follows:

Type of Meeting:      **Annual General Meeting of Members**

Date of Meeting:      **Sunday, April 3, 2022**

Time of Meeting:      **11:00 a.m.**

Location of Meeting: **Via Zoom Video Conference**

**To Join Zoom Meeting:**

<https://us02web.zoom.us/j/81605871180?pwd=QkxaZ0xjeitLY0tSOTNoVmpucXlIU09>

Meeting ID: 816 0587 1180    Passcode: 670001

Dial by your location: +1 929 205 6099 (New York))

Agenda for the Meeting:

1. Report on the activities of the Corporation in 2021.
2. Election of two (2) Community Trustees.
3. Proposal to adopt Amended and Restated By-Laws – see Attachments listed below.
4. Discussion of planned activities for the Corporation for 2022.
5. Such other matters that may properly be brought before the Annual Meeting.

All Members of the Corporation are encouraged to attend the Meeting.

Our Board of Trustees has fixed the close of business on March 1, 2022 as the record date for determining the members entitled to notice of and to vote at the 2022 Meeting and any adjournment thereof. Twenty percent (20%) of the Members on the Corporation's records as of the record date are required to attend the Meeting, in person or by proxy, to meet the quorum requirements of Pennsylvania law. If a quorum is not achieved, the Meeting may be adjourned to another date, at which time the Members in attendance, even though less than the required quorum, will be able to convene the Meeting. Each Member is entitled to one vote on all matters presented at the Meeting.

**Proxy voting will be permitted at the Meeting. Members who cannot attend the Meeting via Video Conference are requested to print, sign and return the attached Proxy so that your votes will be counted at the Meeting.**

**We look forward to seeing you on the Video Conference Meeting on April 3, 2022!**

By Order of the Board of Trustees,

Neil Sukonik

President, Board of Trustees

Gladwyne, Pennsylvania

Date of Notice: **March 2, 2022**

Attachments to Notice:

- A. Current By-Laws of the Corporation (including amendments previously adopted)
- B. Proposed Amended and Restated By-Laws of the Corporation
- C. Summary of Material Changes to the By-Laws

*To receive future communications by email, please send your email address to [jcooper@bdavid.org](mailto:jcooper@bdavid.org).*



**PROXY  
FOR  
2022 ANNUAL GENERAL MEETING OF MEMBERS  
OF THE  
FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY**

The undersigned Member of Friends of the Gladwyne Jewish Memorial Cemetery, a Pennsylvania NonProfit Corporation, hereby appoints Neil Sukonik, or his designee(s) to be my proxy, to vote in my place and on my behalf as though I were voting in present, as specified below, at the 2022 Annual General Meeting of Members on April 3, 2022 or at any adjournment(s) thereof, hereby revoking all previous proxies.

**Voting for Election of Two (2) Community Trustees:**

<u>Nominated Candidates</u>	<u>VOTE FOR</u>	<u>VOTE AGAINST</u>	
<b>Elliot Rosen</b>	_____	_____	[CHECK ONE]
<b>Marji Hendler</b>	_____	_____	[CHECK ONE]

Proxy gives discretion on voting for nominated candidates:  (check your choice)

**Voting on the proposal to adopt Amended and Restated By-Laws:**

[CHECK ONE]

Vote For: \_\_\_\_\_  
Vote Against: \_\_\_\_\_  
Abstain: \_\_\_\_\_

Unless noted below, this Proxy also grants discretionary voting authority to the Proxy holder to vote in his discretion on all other matters which may be brought before the meeting.

Sign Here: \_\_\_\_\_

Print Name: \_\_\_\_\_

Date: \_\_\_\_\_

Notes: \_\_\_\_\_

*If you are unable to attend the annual meeting, please complete and return this form  
no later than Friday, April 1st to [jcooper@bdavid.org](mailto:jcooper@bdavid.org) or by mail to:*

*Jill Cooper  
c/o Beth David  
1130 Vaughan Lane  
Gladwyne, PA 19035*



**AMENDED AND RESTATED**

**BYLAWS**

**OF**

**FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY**

**Adopted April 27, 2017**

**AMENDED AND RESTATED  
BYLAWS  
OF  
FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY**

**ARTICLE I - Name and Purpose**

Section 1.1 Name. The name of the corporation is: "Friends of the Gladwyne Jewish Memorial Cemetery" (the "**Corporation**").

Section 1.2 Purpose. The purposes of the Corporation are as set forth in its Articles of Incorporation and are:

- A. To care for, maintain, restore, manage, operate and secure the property known as the Gladwyne Jewish Memorial Cemetery, located in Gladwyne, Pennsylvania (the "**Cemetery**") on behalf of the owner of the Cemetery, Beth David Reform Congregation ("**Beth David**");
- B. To provide and maintain a suitable religious burial ground for those persons buried in the Cemetery;
- C. To stimulate public awareness and appreciation for the Cemetery as a historical site and to solicit the participation of the community in its maintenance and preservation; and
- D. To receive and administer funds for the aforesaid purposes.

Section 1.3 Offices. The registered office of the Corporation shall be located in the Commonwealth of Pennsylvania. The Corporation may have any number of other offices at such places as the Board of Trustees of the Corporation (the "**Board**") may determine.

Section 1.4 Non-Profit. The Corporation has been formed under the Pennsylvania Nonprofit Corporation Law of 1988 to operate as a nonprofit corporation within the meaning of Section 501(c)(13) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II - Membership**

Section 2.1 Admission. The Board may admit to membership in the Corporation such individuals and entities in categories as the Board may establish (each, a "**Member**" and, together, the "**Members**"). All Trustees are admitted as Members.

Section 2.2 Privileges. The privileges of membership shall be determined solely by the Board.

Section 2.3 Dues and Fees. Members shall pay dues, fees and assessments (if any) as determined by the Board.

### ARTICLE III – Meetings of the Members

Section 3.1 Annual Meeting. An annual meeting of Members shall be held at such date and time as shall be designated from time to time by the Board and stated in the notice of the meeting, which shall be not more than one hundred twenty (120) days after the end of the Corporation's fiscal year. At the annual meeting, election of Community Trustees shall be held, as well as the transaction of any other business which may be brought before the meeting.

Section 3.2 Special Meeting. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the President of the Corporation or by written order of a majority of the Board.

Section 3.3 Place of Meeting. All meetings of Members shall be held at such place, if any, within the Commonwealth of Pennsylvania, as shall be designated from time to time by the Board and stated in the notice of such meeting. The Board may, in its sole discretion and subject to such guidelines and procedures as the Board may from time to time adopt, determine that the meeting shall not be held at any specific place, but may instead be held solely by means of remote communication.

Section 3.4 Notice of Meeting. Written or other proper notice of any meeting of Members, stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which Members and proxyholders may be deemed to be present in person and vote at such adjourned meetings, and, in the case of a special meeting, the purpose or purposes thereof, shall be given to each Member entitled to vote thereat, not less than 10 nor more than 60 days before the meeting. Meetings of the Members may be held at any time without notice when all the Members entitled to vote thereat are present in person or by proxy. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 3.5 Quorum. At any meeting of the Members, not less than 20% of the Members entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these By-laws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting.

Section 3.6 Voting. When a quorum is present at any meeting of the Members, the vote of a majority of the Members entitled to vote on the subject matter and present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of applicable statutes, of the Articles of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Except as otherwise provided in the Articles of

Incorporation, each Member entitled to vote at any meeting of the Member shall be entitled to one vote.

Section 3.7 Proxies. Each Member entitled to vote at a meeting of the Members may authorize, by an instrument in writing subscribed by such Member, bearing a date not more than one (1) year prior to voting, unless such instrument provides for a longer period, and filed with the Secretary of the Corporation before, or at the time of the meeting, another person or persons to act for him by proxy.

Section 3.8 Consent of Members. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of Members of the Corporation, or any action which may be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which a quorum of Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, or by a person or persons authorized to act for a Member or proxyholder, shall be deemed to be written, signed and dated, for the purposes of this Section to the extent permitted by law.

Section 3.9 Fixing Record Date. The Board may fix in advance a date, which shall not be more than 60 days nor less than 10 days preceding the date of any meeting of Members, or a date in connection with obtaining a consent, as a record date for the determination of the Members entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or to give such consent, and in such case such Members and only such Members as shall be Members of record on the date so fixed, shall be entitled to such notice of, and to vote at, any such meeting and any adjournment thereof, or to give such consent, as the case may be, notwithstanding any change in the Membership list on the books of the Corporation after any such record date fixed as aforesaid.

#### **ARTICLE IV - Board of Trustees**

Section 4.1 Governance. The business and affairs of the Corporation shall be governed by the Board, and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2 Composition; Selection. The size of the Board shall be fixed at eleven (11) Trustees, consisting of:

- A. Five (5) individuals appointed to the Board by the President of Beth David (the "**President of Beth David**") (collectively, the "**Beth David Trustees**"), each of whom shall be appointed for a term of two (2) years or until their successors are elected and have qualified; and

- B. One (1) individual, who shall be the person then serving in the capacity of President of Beth David or any other member of the congregation of Beth David designated by the President of Beth David; and
- C. One (1) individual, who shall be the person then serving in the capacity of the Cemetery Chair of the Board of Trustees of Beth David (the “**Cemetery Chair**”); and
- D. Four (4) individuals elected by the Members of the Corporation, none of whom shall be members of the congregation of Beth David (collectively, the “**Community Trustees**”). Each of the Community Trustees shall be elected, in the manner set forth below, for a term of two (2) years or until their successors are elected and have qualified. Community Trustees shall be nominated by the Cemetery Chair, approved by the Board, and then elected by a majority vote of the Members in attendance in person or by proxy at the Annual Meeting. Existing Community Trustees shall complete their current terms as elected, and all new Community Trustees shall serve the two (2) year term described above.

Section 4.3 Board Vacancies. Any vacancies of Beth David Trustees shall be filled by the President of Beth David, with such appointed Trustee holding office for the remainder of the predecessor's unexpired term and, thereafter, the Beth David Trustee position shall be filled by appointment in accordance with Section 4.2 above. Vacancies of Community Trustees shall be filled by the Board, with such appointed Community Trustee holding office for the remainder of the predecessor's unexpired term and, thereafter, the Community Trustee position shall be filled by election in accordance with Section 4.2 above.

Section 4.4 Tenure. Each Trustee shall hold office for two years unless the Trustee dies, resigns, is removed, or becomes disqualified. The term of office of each Trustee shall be for a period effective upon appointment or election and qualification and ending two years thereafter or until a successor is duly elected. Trustees may serve without limitation to number of terms served, as long as they are eligible and appointed or elected or re-elected or re-appointed at the conclusion of each of their designated terms.

Section 4.5 Removal; Resignation. The Board may remove a Trustee at any time provided that: (i) a recommendation to remove the Trustee is made by at least seven (7) Trustees of the Board, and (ii) the Trustee has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered; provided, however, that the removal from the Board of a Trustee that is a Beth David Trustee shall also require the written consent of a majority of the Board of Trustees of Beth David. Any Trustee may resign, which resignation shall be effective upon receipt of written notice by the President of the Corporation, unless the notice specifies a later effective date for the resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee in charge of its affairs. Any removal or resignation of a Trustee shall simultaneously result in the Trustee forfeiting the Trustee's position as an officer of the Corporation.

Section 4.6 Duties. The Board duties shall include the following:

- A. Call meetings of the Members,
- B. Determine all dues and fees of the Members,
- C. Remove any Member from the Corporation for cause provided that; 1) a recommendation is made by a majority of the Board and 2) the Member has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered,
- D. Resolve all other issues involving privileges and obligations of membership consistent with these Bylaws, and
- E. Exercise all other powers conferred by law on the board of trustees of a non-profit corporation, except as otherwise provided by these Bylaws.

Section 4.7 Meetings. The Board shall hold regularly scheduled meetings at least quarterly. Notice of the time and location of the regular meetings shall be sent at least ten (10) days' prior to each Board meeting. Special meetings of the Board may be called either by the President of the Board upon at least a forty-eight (48) hour written notice or by a majority of the Board with at least a fifteen (15) days' written notice.

Section 4.8 Attendance. Meetings of the Board shall generally be opened to all Members; however, attendance at a meeting of the Board may be limited to Trustees upon the approval of two-thirds (2/3) of the Trustees present and voting so long as applicable law permits.

Section 4.9 Voting. Votes taken at a Board meeting shall generally be conducted openly with each Trustee having one (1) vote; however, a vote maybe taken by secret, unassigned written ballot upon approval of two-thirds (2/3) of the Trustees present and voting. All secret ballots shall be counted openly.

Section 4.10 Conflicts. A Trustee shall not vote on any contract or transaction between the Corporation and that Trustee or a member of that Trustee's immediate family, or any corporation, partnership, association or other organization that the Trustee or a member of the Trustee's immediate family may have an interest, financial or otherwise. All such interests must be disclosed. All Trustees shall abide by the Corporation's conflict of interest policy.

Section 4.11 Quorum. Seven (7) Trustees of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting from time to time until a quorum is obtained and no further notice of the adjourned meeting or the business to be transacted at the adjourned meeting need be given other than by announcement at the meeting so adjourned.

Section 4.12 Action by Board. The acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board.



Section 4.13 Liability. A Trustee shall not be personally liable for monetary damages or for any other liability for any action taken, or any failure to take any action, unless (i) the Trustee knowingly breached or knowingly failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor law, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The preceding provisions of this Section 4.13 shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute. Any repeal or modification of this Section 4.13 shall be prospective only, and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or modification.

Section 4.14 Conference. One or more Trustees may participate in a meeting of the Board or of a committee of the Board through conference telephone, video-conference, Internet conference or similar communications equipment by means of which all participants can hear each other. Any Trustee so participating shall be counted as being present for quorum purposes and shall have full rights to vote as if present at the meeting.

Section 4.15 Consent. Any action that may be taken at a meeting of the Board or of a committee of the Board may be taken by unanimous written consent that sets forth the action and is signed by all Trustees of the Board or the committee.

Section 4.16 Compensation of Trustees. The Board may authorize the advance and/or reimbursement of actual reasonable expenses incurred by the Trustees or a member of a committee in carrying out his or her duties for the Corporation. Trustees shall not otherwise be compensated.

## **ARTICLE V - Committees**

Section 5.1 Committees. The Board may by resolution establish such standing committees of the Board as it deems necessary or appropriate for the operation of the Corporation. The Board may delegate such authority to a committee as it deems appropriate and is not prohibited by statute. The duties of the committee and operational parameters and reporting requirements shall be spelled out by the Board. Unless otherwise designated by or approved by the Board, a committee can not place a financial obligation on the Corporation. All committees shall serve at the pleasure of the Board. The President shall designate the Chair of any committee.

Section 5.2 Ad hoc. Ad hoc committees may be established by the President for certain designated tasks that assist the President in the performance of the President's duties. Such committees shall serve at the pleasure of the President.

Section 5.3 Quorum. A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of any business and the acts of a majority of the members present at a meeting shall be the acts of the committee, unless otherwise required by statute, these Bylaws or the resolution of the Board establishing the committee. Each committee member shall be entitled to one (1) vote.

## ARTICLE VI - Officers

Section 6.1 Officers. The Officers of the Corporation shall be a president, vice-president, secretary, treasurer and such assistant officers and other officers as the Board deems desirable. All officers must be Trustees of the Board and Members of the Corporation. The same person may hold any two (2) or more offices. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. All officers, including the President, shall be elected at the annual meeting by the newly constituted Board and shall serve for a term of two (2) years or until their successors are elected and have qualified.

Section 6.2 President. The President of the Corporation shall be the Trustee who is also then the Cemetery Chair, unless the Cemetery Chair waives his or her right to be President, then the President may, but is not required to, be affiliated with Beth David. The President of the Corporation shall also be the Chairman of the Board and Chief Operating Officer of the Corporation, and shall chair meetings of the Board, shall appoint the Chairpersons of all committees, shall be an ex-officio member of all committees, shall have the authority to call special meetings of the Board and Members and shall supervise, direct and manage the business and affairs of the Corporation subject to the policies and directions of the Board. The President shall serve as the Chair of the nominating committee for the officers. The President shall make an annual report on the state of the Corporation to the Members and to Beth David, (as requested from time to time), including, in appropriate detail the following and without limitation:

- A. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report; and
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report; and
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and
- E. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Section 6.3 Vice-President. The Vice-President shall assist the President in the performance of the President's duties, shall perform the duties of the President in the President's absence and perform such other duties as the President or Board may request.

Section 6.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board, shall have charge and custody of the records of the Board and the Corporation, issue notices for

all meetings, maintain the Corporation's membership records and perform such other duties as the President or Board may request.

Section 6.5 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall be responsible for the establishment and maintenance of all financial records of the Corporation and the preparation and submission of the annual budget and other financial statements and reports to the Board in such manner as the Board may from time to time determine. In addition, the Treasurer shall provide an annual report to the Members. The Treasurer shall be an ex-officio member of all committees directly concerned with the financial affairs of the Corporation and perform such other duties as the President or Board may request. The Treasurer and President may appoint a Dues Committee that shall be responsible for establishing and maintaining Member dues and dues categories, send out dues, fees and assessment notices and collect all dues, fees and assessments, deposit same in the corporate accounts and provide reports to the Treasurer on an on-going basis.

Section 6.6 Removal; Resignation. The Board may remove any Trustee from serving as an Officer upon: (i) a recommendation made by at least seven (7) Trustees of the Board, and (ii) the Officer has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered. Any officer may resign, which resignation shall be effective upon receipt of written notice by the President of the Corporation, unless the notice specifies a later effective date for the resignation. Vacancies may be filled by the Board at any regular meeting or any special meeting called for that purpose.

Section 6.7 Compensation of Officers. The Board may authorize the advance and/or reimbursement of actual reasonable expenses incurred by the officers in carrying out his or her duties for the Corporation. Officers shall not otherwise be compensated.

## **ARTICLE VII - Conflict of Interest**

Section 7.1 Fiduciary. Trustees, officers and other persons engaged in the management of the Corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the Corporation. They shall act in the course of their duties solely in the Corporation's best interests without regard to the interests of any other organization or person with which they are related or associated and shall refrain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the Corporation.

Section 7.2 Disclosure. Trustees and other persons engaged in the management of the Corporation shall disclose the material facts regarding (i) any interest, or any interest of an immediate family member, in any grantee of the Corporation or in any organization or person furnishing property, goods or services to the Corporation or otherwise engaged in a transaction with the Corporation, (ii) any transaction involving the Corporation that would benefit themselves, their immediate families, or any organization in which they have an interest, (iii) any opportunity within the scope of the Corporation's activities that they or members of their immediate families wish to exploit, and (iv) any interest in any organization having a mission directly or indirectly in conflict with the Corporation's mission. Without limiting the foregoing, Trustees shall abide by the terms of the Corporation's conflicts of interests policy.

Section 7.3 Approval. The Corporation shall not enter into any transaction required to be disclosed under Section 7.2 unless it is approved by at least two-thirds (2/3) of the Board.

Section 7.4 Abstention. Any Trustee or other person engaged in the management of the Corporation seeking the approval required by Section 7.3 shall abstain from the consideration of, and voting on, the transaction or opportunity presented to the Board for approval, except to disclose the transaction or opportunity and answer questions about it. Any Trustee so abstaining may be counted in determining the presence of a quorum.

Section 7.5 Definitions. For purposes of this Article 7, the term “organization” includes, without limitation, any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis. The term “interest” includes without limitation any position as owner, officer, board member, partner, member, employee, contractor, consultant, or beneficiary, but shall not include the ownership of less than five percent of the outstanding voting securities of a publicly held company. The term “immediate family” means parents, spouse, children, and grandchildren.

Section 7.6 Presumption. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by any Trustee or officer, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

#### **ARTICLE VIII - Indemnification**

Section 8.1 Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or, while a Trustee, is or was serving at the request of the Corporation as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise including, without limitation, an employee benefit plan, against expenses (including attorneys' fees and court costs), judgments, liabilities, fines and amounts paid in settlement or otherwise incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation, to the extent that such indemnification is not prohibited by applicable law.

Section 8.2 Expenses. Reasonable expenses incurred by a Trustee in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 8.3 Procedure. To determine whether any indemnification or advance of expenses under this Article VIII is permissible, the Board by a majority vote of a quorum consisting of Trustees not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority

vote of a quorum of disinterested Trustees so directs. The reasonable expenses of any Trustee in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

Section 8.4 Obligations. The obligations of the Corporation to indemnify a Trustee under this Article VIII, including the duty to advance expenses, shall be considered a contract between the Corporation and such Trustee, and no modification or repeal of any provision of this Article VIII shall affect, to the detriment of the Trustee, such obligations of the Corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 8.5 Not Exclusive. The indemnification and advancement of expenses provided by this Article VIII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 8.6 Insurance. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a Trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

#### **ARTICLE IX - Miscellaneous Provisions**

Section 9.1 Year. The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 9.2 Audit. The Board may select an independent public accountant to audit the books and accounts of the Corporation for each fiscal year.

Section 9.3 Instruments. The Board shall designate one or more officers or other persons who shall sign all checks or demands for money and notes of the Corporation.

Section 9.4 Notices. Whenever under these Bylaws or by statute, notice is required to be given to any person, it may be given personally or by sending a copy by first class or express mail, postage prepaid, telegram, telex, facsimile transmission, courier service, charges prepaid, or e-mail, to the person's address, e-mail or phone number as it appears on the records of the Corporation. Notice given by mail, telegraph or courier service shall be deemed to be given when it is deposited in the United States mail or with a telegraph office or courier service, and notice given by e-mail shall be deemed to be given upon certification or other confirmation of receipt. Whenever any notice is required to be given under the provisions of an applicable statute, the Articles of Incorporation, or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, or a waiver by electronic transmission by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such

meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

#### **ARTICLE X - Amendment of Bylaws and Articles of Incorporation**

Section 10.1 Amendments. Subject to the requirements of Section 10.2 below, amendments to these Bylaws and the Articles of Incorporation of the Corporation may be made by the Board (except as restricted by applicable law) or the Members. Amendments submitted to the Members for approval shall be effective if approved by a majority vote of the Members in attendance in person or by proxy at the annual meeting or at a special meeting of the Members, after notice of the proposed amendment(s) has been sent to the Members not less than 30 days prior to the annual meeting. The notice shall include a copy of the proposed amendment(s) or a summary of the changes proposed to be effected. Any amendment to the Bylaws shall take effect when adopted by the Board or the Members unless otherwise provided in the resolution approving the change.

Section 10.2 Consent. Amendments to these Bylaws and/or to the Articles of Incorporation shall only become effective with the consent of a majority of the Board of Trustees of Beth David.

**CERTIFICATE OF SECRETARY**

The undersigned duly elected Secretary of Friends of the Gladwyne Jewish Memorial Cemetery, a Pennsylvania nonprofit corporation, (the "**Corporation**") does hereby certify that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the Corporation by the Board of the Corporation on January 19, 2017, the Members of the Corporation on April 27, 2017 and the Board of Trustees of Beth David Reform Congregation on March 12, 2017, and the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27<sup>th</sup> day of April 2017.

Secretary:



Signature: \_\_\_\_\_

Print Name: Marji Hendler



AMENDED AND RESTATED  
BYLAWS  
OF  
FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY

Adopted \_\_\_\_\_, 2022,

Deleted: Adopted April 27, 2017



**AMENDED AND RESTATED  
BYLAWS  
OF  
FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY**

**ARTICLE I - Name and Purpose**

Section 1.1 Name. The name of the corporation is: "Friends of the Gladwyne Jewish Memorial Cemetery" (the "**Corporation**").

Section 1.2 Purpose. The purposes of the Corporation are as set forth in its Articles of Incorporation and are:

- A. To care for, maintain, restore, manage, operate and secure the property known as the Gladwyne Jewish Memorial Cemetery, located in Gladwyne, Pennsylvania (the "**Cemetery**") on behalf of the owner of the Cemetery, Beth David Reform Congregation ("**Beth David**");
- B. To provide and maintain a suitable religious burial ground for those persons buried in the Cemetery;
- C. To stimulate public awareness and appreciation for the Cemetery as a historical site and to solicit the participation of the community in its maintenance and preservation; and
- D. To receive and administer funds for the aforesaid purposes.

Section 1.3 Offices. The registered office of the Corporation shall be located in the Commonwealth of Pennsylvania. The Corporation may have any number of other offices at such places as the Board of Trustees of the Corporation (the "**Board**") may determine.

Section 1.4 Non-Profit. The Corporation has been formed under the Pennsylvania Nonprofit Corporation Law of 1988 to operate as a nonprofit corporation within the meaning of Section 501(c)(13) of the Internal Revenue Code of 1986, as amended.

**ARTICLE II - Membership**

Section 2.1 Admission. The Board may admit to membership in the Corporation such individuals and entities in categories as the Board may establish (each, a "**Member**" and, together, the "**Members**"). All Trustees are admitted as Members.

Section 2.2 Privileges. The privileges of membership shall be determined solely by the Board.

Section 2.3 Dues and Fees. Members shall pay dues, fees and assessments (if any) as determined by the Board.

### **ARTICLE III – Meetings of the Members**

Section 3.1 Annual Meeting. An annual meeting of Members shall be held at such date and time as shall be designated from time to time by the Board and stated in the notice of the meeting, which shall be not more than one hundred twenty (120) days after the end of the Corporation's fiscal year. At the annual meeting, election of Community Trustees shall be held, as well as the transaction of any other business which may be brought before the meeting.

Section 3.2 Special Meeting. Special meetings of the Members, for any purpose or purposes, unless otherwise prescribed by statute or by the Articles of Incorporation, may be called at any time by the President of the Corporation or by written order of a majority of the Board.

Section 3.3 Place of Meeting. All meetings of Members shall be held at such place, if any, within the Commonwealth of Pennsylvania, as shall be designated from time to time by the Board and stated in the notice of such meeting. The Board may, in its sole discretion and subject to such guidelines and procedures as the Board may from time to time adopt, determine that the meeting shall not be held at any specific place, but may instead be held solely by means of remote communication.

Section 3.4 Notice of Meeting. Written or other proper notice of any meeting of Members, stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which Members and proxyholders may be deemed to be present in person and vote at such adjourned meetings, and, in the case of a special meeting, the purpose or purposes thereof, shall be given to each Member entitled to vote thereat, not less than 10 nor more than 60 days before the meeting. Meetings of the Members may be held at any time without notice when all the Members entitled to vote thereat are present in person or by proxy. Business transacted at any special meeting shall be limited to the purposes stated in the notice.

Section 3.5 Quorum. At any meeting of the Members, not less than 20% of the Members entitled to vote thereat, present in person or represented by proxy, shall constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these By-laws. If, however, such quorum shall not be present or represented at any meeting of the Members, the Members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting.

Section 3.6 Voting. When a quorum is present at any meeting of the Members, the vote of a majority of the Members entitled to vote on the subject matter and present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of applicable statutes, of the Articles of Incorporation or of these By-laws, a different vote is required, in which case such express provision shall govern and control the decision of such question. Except as otherwise provided in the Articles of

Incorporation, each Member entitled to vote at any meeting of the Member shall be entitled to one vote.

Section 3.7 Proxies. Each Member entitled to vote at a meeting of the Members may authorize, by an instrument in writing subscribed by such Member, bearing a date not more than one (1) year prior to voting, unless such instrument provides for a longer period, and filed with the Secretary of the Corporation before, or at the time of the meeting, another person or persons to act for him by proxy.

Section 3.8 Consent of Members. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of Members of the Corporation, or any action which may be taken at any annual or special meeting of the Members, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the Members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which a quorum of Members entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those Members who have not consented in writing. A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a Member or proxyholder, or by a person or persons authorized to act for a Member or proxyholder, shall be deemed to be written, signed and dated, for the purposes of this Section to the extent permitted by law.

Section 3.9 Fixing Record Date. The Board may fix in advance a date, which shall not be more than 60 days nor less than 10 days preceding the date of any meeting of Members, or a date in connection with obtaining a consent, as a record date for the determination of the Members entitled to notice of, and to vote at, any such meeting and any adjournment thereof, or to give such consent, and in such case such Members and only such Members as shall be Members of record on the date so fixed, shall be entitled to such notice of, and to vote at, any such meeting and any adjournment thereof, or to give such consent, as the case may be, notwithstanding any change in the Membership list on the books of the Corporation after any such record date fixed as aforesaid.

#### ARTICLE IV - Board of Trustees

Section 4.1 Governance. The business and affairs of the Corporation shall be governed by the Board, and all corporate powers shall be exercised by or under the direction of the Board.

Section 4.2 Composition; Selection. The size of the Board shall be fixed at eleven (11) Trustees, consisting of:

- A. Five (5) individuals appointed to the Board by the President of Beth David (the “**President of Beth David**”)(collectively, the “**Beth David Trustees**”), each of whom shall be appointed for a term of two (2) years or until their successors are elected and have qualified; and

- B. One (1) individual, who shall be the person then serving in the capacity of President of Beth David or any other member of the congregation of Beth David designated by the President of Beth David; and
- C. One (1) individual, who shall be the person then serving in the capacity of the Cemetery Chair of the Board of Trustees of Beth David (the “**Cemetery Chair**”); and
- D. Four (4) individuals elected by the Members of the Corporation, none of whom shall be members of the congregation of Beth David (collectively, the “**Community Trustees**”). Each of the Community Trustees shall be elected, in the manner set forth below, for a term of two (2) years or until their successors are elected and have qualified. Community Trustees shall be nominated by the Cemetery Chair, approved by the Board, and then elected by a majority vote of the Members in attendance in person or by proxy at the Annual Meeting. Existing Community Trustees shall complete their current terms as elected, and all new Community Trustees shall serve the two (2) year term described above.

Section 4.3 Board Vacancies. Any vacancies of Beth David Trustees shall be filled by the President of Beth David, with such appointed Trustee holding office for the remainder of the predecessor's unexpired term and, thereafter, the Beth David Trustee position shall be filled by appointment in accordance with Section 4.2 above. Vacancies of Community Trustees shall be filled by the Board, with such appointed Community Trustee holding office for the remainder of the predecessor's unexpired term and, thereafter, the Community Trustee position shall be filled by election in accordance with Section 4.2 above.

Section 4.4 Tenure. Each Trustee shall hold office for two years unless the Trustee dies, resigns, is removed, or becomes disqualified. The term of office of each Trustee shall be for a period effective upon appointment or election and qualification and ending two years thereafter or until a successor is duly elected. Trustees may serve without limitation to number of terms served, as long as they are eligible and appointed or elected or re-elected or re-appointed at the conclusion of each of their designated terms.

Section 4.5 Removal; Resignation. The Board may remove a Trustee at any time provided that: (i) a recommendation to remove the Trustee is made by at least seven (7) Trustees of the Board, and (ii) the Trustee has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered; provided, however, that the removal from the Board of a Trustee that is a Beth David Trustee shall also require the written consent of a majority of the Board of Trustees of Beth David. Any Trustee may resign, which resignation shall be effective upon receipt of written notice by the President of the Corporation, unless the notice specifies a later effective date for the resignation. No Trustee may resign if the Corporation would then be left without a duly elected Trustee in charge of its affairs. Any removal or resignation of a Trustee shall simultaneously result in the Trustee forfeiting the Trustee's position as an officer of the Corporation.

Section 4.6 Duties. The Board duties shall include the following:

- A. Call meetings of the Members,
- B. Determine all dues and fees of the Members,
- C. Remove any Member from the Corporation for cause provided that; 1) a recommendation is made by a majority of the Board and 2) the Member has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered,
- D. Resolve all other issues involving privileges and obligations of membership consistent with these Bylaws, and
- E. Exercise all other powers conferred by law on the board of trustees of a non-profit corporation, except as otherwise provided by these Bylaws.

Section 4.7 Meetings. The Board shall hold regularly scheduled meetings at least quarterly. Notice of the time and location of the regular meetings shall be sent at least ten (10) days' prior to each Board meeting. Special meetings of the Board may be called either by the President of the Board upon at least a forty-eight (48) hour written notice or by a majority of the Board with at least a fifteen (15) days' written notice.

Section 4.8 Attendance. Meetings of the Board shall generally be opened to all Members; however, attendance at a meeting of the Board may be limited to Trustees upon the approval of two-thirds (2/3) of the Trustees present and voting so long as applicable law permits.

Section 4.9 Voting. Votes taken at a Board meeting shall generally be conducted openly with each Trustee having one (1) vote; however, a vote maybe taken by secret, unassigned written ballot upon approval of two-thirds (2/3) of the Trustees present and voting. All secret ballots shall be counted openly.

Section 4.10 Conflicts. A Trustee shall not vote on any contract or transaction between the Corporation and that Trustee or a member of that Trustee's immediate family, or any corporation, partnership, association or other organization that the Trustee or a member of the Trustee's immediate family may have an interest, financial or otherwise. All such interests must be disclosed. All Trustees shall abide by the Corporation's conflict of interest policy.

Section 4.11 Quorum. Seven (7) Trustees of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting from time to time until a quorum is obtained and no further notice of the adjourned meeting or the business to be transacted at the adjourned meeting need be given other than by announcement at the meeting so adjourned.

Section 4.12 Action by Board. The acts of a majority of the Trustees present and voting at a meeting at which a quorum is present shall be the acts of the Board.

Section 4.13 Liability. A Trustee shall not be personally liable for monetary damages or for any other liability for any action taken, or any failure to take any action, unless (i) the Trustee knowingly breached or knowingly failed to perform the duties of his or her office under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, or any successor law, and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The preceding provisions of this Section 4.13 shall not apply to the responsibility or liability of a Trustee pursuant to any criminal statute. Any repeal or modification of this Section 4.13 shall be prospective only, and shall not affect, to the detriment of any Trustee, any limitation on the personal liability of a Trustee of the Corporation existing at the time of such repeal or modification.

Section 4.14 Conference. One or more Trustees may participate in a meeting of the Board or of a committee of the Board through conference telephone, video-conference, Internet conference or similar communications equipment by means of which all participants can hear each other. Any Trustee so participating shall be counted as being present for quorum purposes and shall have full rights to vote as if present at the meeting.

Section 4.15 Consent. Any action that may be taken at a meeting of the Board or of a committee of the Board may be taken by unanimous written consent that sets forth the action and is signed by all Trustees of the Board or the committee.

Section 4.16 Compensation of Trustees. The Board may authorize the advance and/or reimbursement of actual reasonable expenses incurred by the Trustees or a member of a committee in carrying out his or her duties for the Corporation. Trustees shall not otherwise be compensated.

#### **ARTICLE V - Committees**

Section 5.1 Committees. The Board may by resolution establish such standing committees of the Board as it deems necessary or appropriate for the operation of the Corporation. The Board may delegate such authority to a committee as it deems appropriate and is not prohibited by statute. The duties of the committee and operational parameters and reporting requirements shall be spelled out by the Board. Unless otherwise designated by or approved by the Board, a committee can not place a financial obligation on the Corporation. All committees shall serve at the pleasure of the Board. The President shall designate the Chair of any committee.

Section 5.2 Ad hoc. Ad hoc committees maybe established by the President for certain designated tasks that assist the President in the performance of the President's duties. Such committees shall serve at the pleasure of the President.

Section 5.3 Quorum. A majority of the members of a committee present at a meeting shall constitute a quorum for the transaction of any business and the acts of a majority of the members present at a meeting shall be the acts of the committee, unless otherwise required by statute, these Bylaws or the resolution of the Board establishing the committee. Each committee member shall be entitled to one (1) vote.

## ARTICLE VI - Officers

Section 6.1 Officers. The Officers of the Corporation shall be a president, vice-president, secretary, treasurer, solicitor and such assistant officers and other officers as the Board deems desirable. The president, any vice-presidents and the secretary must each be Trustees of the Board and Members of the Corporation. All other officers (including, without limitation, the treasurer, the solicitor, and any assistant treasurers or other assistant officers) must be Trustees of the Board or Members of the Corporation. The same person may hold any two (2) or more offices. In addition to the powers and duties set forth in these Bylaws, each officer shall have such powers and duties as are usually related to their offices and as the Board may determine by resolution. All officers, including the President, shall be elected at the annual meeting by the newly constituted Board and shall serve for a term of two (2) years or until their successors are elected and have qualified.

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Section 6.2 President. The President of the Corporation shall be the Trustee who is also then the Cemetery Chair, unless the Cemetery Chair waives his or her right to be President, then the President may, but is not required to, be affiliated with Beth David. The President of the Corporation shall also be the Chairman of the Board and Chief Operating Officer of the Corporation, and shall chair meetings of the Board, shall appoint the Chairpersons of all committees, shall be an ex-officio member of all committees, shall have the authority to call special meetings of the Board and Members and shall supervise, direct and manage the business and affairs of the Corporation subject to the policies and directions of the Board. The President shall serve as the Chair of the nominating committee for the officers. The President shall make an annual report on the state of the Corporation to the Members and to Beth David, (as requested from time to time), including, in appropriate detail the following and without limitation:

- A. The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report; and
- B. The principal changes in assets and liabilities, including trust funds, during the fiscal year immediately preceding the date of the report; and
- C. The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and
- D. The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year immediately preceding the date of the report, including separate data with respect to each trust fund held by or for the Corporation; and
- E. The number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in their number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the current members may be found.

Section 6.3 Vice-President. The Vice-President shall assist the President in the performance of the President's duties, shall perform the duties of the President in the President's absence and perform such other duties as the President or Board may request.

Section 6.4 Secretary. The Secretary shall keep the minutes of all meetings of the Board, shall have charge and custody of the records of the Board and the Corporation, issue notices for all meetings, maintain the Corporation's membership records and perform such other duties as the President or Board may request.

Section 6.5 Treasurer. The Treasurer shall have charge and custody of all funds of the Corporation, shall be responsible for the establishment and maintenance of all financial records of the Corporation and the preparation and submission of the annual budget and other financial statements and reports to the Board in such manner as the Board may from time to time determine. In addition, the Treasurer shall provide an annual report to the Members. The Treasurer shall be an ex-officio member of all committees directly concerned with the financial affairs of the Corporation and perform such other duties as the President or Board may request. The Treasurer and President may appoint a Dues Committee that shall be responsible for establishing and maintaining Member dues and dues categories, send out dues, fees and assessment notices and collect all dues, fees and assessments, deposit same in the corporate accounts and provide reports to the Treasurer on an on-going basis.

Section 6.6 Removal; Resignation. ~~Except as set forth in the following sentence, the Board may remove any Trustee from serving as an Officer upon: (i) a recommendation made by at least seven (7) Trustees of the Board, and (ii) the Officer has been given at least fifteen (15) days' notice to appear and be heard at the initial meeting at which the recommendation is considered.~~ The President can only be removed, and shall be removed, from his or her office upon the request and direction of Beth David in accordance with the Beth David By-Laws (unless the Cemetery Chair has waived his or her right to be President, in which case this sentence shall not apply). Any officer may resign, which resignation shall be effective upon receipt of written notice by the President of the Corporation, unless the notice specifies a later effective date for the resignation. Vacancies may be filled by the Board at any regular meeting or any special meeting called for that purpose.

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Section 6.7 Compensation of Officers. The Board may authorize the advance and/or reimbursement of actual reasonable expenses incurred by the officers in carrying out his or her duties for the Corporation. Officers shall not otherwise be compensated.

#### **ARTICLE VII - Conflict of Interest**

Section 7.1 Fiduciary. Trustees, officers and other persons engaged in the management of the Corporation occupy positions of fiduciary trust and are obligated to discharge their duties in good faith and with undivided loyalty to the Corporation. They shall act in the course of their duties solely in the Corporation's best interests without regard to the interests of any other organization or person with which they are related or associated and shall refrain from taking part in any transaction or exploiting any opportunity if they cannot act with undivided loyalty to the Corporation.

Section 7.2 Disclosure. Trustees and other persons engaged in the management of the Corporation shall disclose the material facts regarding (i) any interest, or any interest of an immediate family member, in any grantee of the Corporation or in any organization or person furnishing property, goods or services to the Corporation or otherwise engaged in a transaction



with the Corporation, (ii) any transaction involving the Corporation that would benefit themselves, their immediate families, or any organization in which they have an interest, (iii) any opportunity within the scope of the Corporation's activities that they or members of their immediate families wish to exploit, and (iv) any interest in any organization having a mission directly or indirectly in conflict with the Corporation's mission. Without limiting the foregoing, Trustees shall abide by the terms of the Corporation's conflicts of interests policy.

Section 7.3 Approval. The Corporation shall not enter into any transaction required to be disclosed under Section 7.2 unless it is approved by at least two-thirds (2/3) of the Board.

Section 7.4 Abstention. Any Trustee or other person engaged in the management of the Corporation seeking the approval required by Section 7.3 shall abstain from the consideration of, and voting on, the transaction or opportunity presented to the Board for approval, except to disclose the transaction or opportunity and answer questions about it. Any Trustee so abstaining may be counted in determining the presence of a quorum.

Section 7.5 Definitions. For purposes of this Article 7, the term "organization" includes, without limitation, any agency, entity, company, association, firm or other group, whether governmental or nongovernmental, and whether operated on a for-profit or nonprofit basis. The term "interest" includes without limitation any position as owner, officer, board member, partner, member, employee, contractor, consultant, or beneficiary, but shall not include the ownership of less than five percent of the outstanding voting securities of a publicly held company. The term "immediate family" means parents, spouse, children, and grandchildren.

Section 7.6 Presumption. Absent breach of fiduciary duty, lack of good faith, or self-dealing, actions taken by the Board, committees of the Board, or by any Trustee or officer, or any failure to take any action, shall be presumed to be in the best interests of the Corporation.

#### **ARTICLE VIII - Indemnification**

Section 8.1 Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a Trustee or, while a Trustee, is or was serving at the request of the Corporation as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise including, without limitation, an employee benefit plan, against expenses (including attorneys' fees and court costs), judgments, liabilities, fines and amounts paid in settlement or otherwise incurred by such person in connection with such action, suit or proceeding, whether or not the indemnified liability arises or arose from any threatened, pending or completed action by or in the right of the Corporation, to the extent that such indemnification is not prohibited by applicable law.

Section 8.2 Expenses. Reasonable expenses incurred by a Trustee in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the Trustee to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 8.3 Procedure. To determine whether any indemnification or advance of expenses under this Article VIII is permissible, the Board by a majority vote of a quorum consisting of Trustees not parties to such action, suit or proceeding may, and on request of any person seeking indemnification or advance of expenses shall be required to, determine in each case whether the applicable standards in any applicable statute have been met or such determination shall be made by independent legal counsel if such quorum is not obtainable, or, even if obtainable, a majority vote of a quorum of disinterested Trustees so directs. The reasonable expenses of any Trustee in prosecuting a successful claim for indemnification, and the fees and expenses of any special legal counsel engaged to determine permissibility of indemnification or advance of expenses, shall be borne by the Corporation.

Section 8.4 Obligations. The obligations of the Corporation to indemnify a Trustee under this Article VIII, including the duty to advance expenses, shall be considered a contract between the Corporation and such Trustee, and no modification or repeal of any provision of this Article VIII shall affect, to the detriment of the Trustee, such obligations of the Corporation in connection with a claim based on any act or failure to act occurring before such modification or repeal.

Section 8.5 Not Exclusive. The indemnification and advancement of expenses provided by this Article VIII shall not be deemed exclusive of any other right to which one indemnified may be entitled under any agreement, vote of Trustees or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall inure to the benefit of the heirs, executors and administrators of any such person.

Section 8.6 Insurance. The Board shall have the power to (i) authorize the Corporation to purchase and maintain, at the Corporation's expense, insurance on behalf of the Corporation and others to the extent that power to do so has not been prohibited by applicable law, (ii) create any fund of any nature, whether or not under the control of a Trustee, or otherwise secure any of its indemnification obligations and (iii) give other indemnification to the extent not prohibited by statute.

#### **ARTICLE IX - Miscellaneous Provisions**

Section 9.1 Year. The fiscal year of the Corporation shall be January 1<sup>st</sup> through December 31<sup>st</sup>.

Section 9.2 Audit. The Board may select an independent public accountant to audit the books and accounts of the Corporation for each fiscal year.

Section 9.3 Instruments. The Board shall designate one or more officers or other persons who shall sign all checks or demands for money and notes of the Corporation.

Section 9.4 Notices. Whenever under these Bylaws or by statute, notice is required to be given to any person, it may be given personally or by sending a copy by first class or express mail, postage prepaid, telegram, telex, facsimile transmission, courier service, charges prepaid, or e-mail, to the person's address, e-mail or phone number as it appears on the records of the Corporation. Notice given by mail, telegraph or courier service shall be deemed to be given when it is deposited in the United States mail or with a telegraph office or courier service, and

notice given by e-mail shall be deemed to be given upon certification or other confirmation of receipt. Whenever any notice is required to be given under the provisions of an applicable statute, the Articles of Incorporation, or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to said notice, or a waiver by electronic transmission by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

#### **ARTICLE X - Amendment of Bylaws and Articles of Incorporation**

Section 10.1 Amendments. Subject to the requirements of Section 10.2 below, amendments to these Bylaws and the Articles of Incorporation of the Corporation may be made by the Board (except as restricted by applicable law) or the Members. Amendments submitted to the Members for approval shall be effective if approved by a majority vote of the Members in attendance in person or by proxy at the annual meeting or at a special meeting of the Members, after notice of the proposed amendment(s) has been sent to the Members not less than 30 days prior to the annual meeting. The notice shall include a copy of the proposed amendment(s) or a summary of the changes proposed to be effected. Any amendment to the Bylaws shall take effect when adopted by the Board or the Members unless otherwise provided in the resolution approving the change.

Section 10.2 Consent. Amendments to these Bylaws and/or to the Articles of Incorporation shall only become effective with the consent of a majority of the Board of Trustees of Beth David.

**CERTIFICATE OF SECRETARY**

The undersigned duly elected Secretary of Friends of the Gladwyne Jewish Memorial Cemetery, a Pennsylvania nonprofit corporation, (the “**Corporation**”) does hereby certify that the foregoing Amended and Restated Bylaws were adopted as the Bylaws of the Corporation by the Board of the Corporation on February 16, 2022, the Members of the Corporation on April 3, 2022, and the Board of Trustees of Beth David Reform Congregation on March   , 2022, and the same do now constitute the Bylaws of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this    day of April 2022.

Secretary:

Signature: \_\_\_\_\_

Print Name: Marji Hendler

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## Attachment C: Summary of Material Changes to the By-Laws

### FRIENDS OF THE GLADWYNE JEWISH MEMORIAL CEMETERY

#### **Summary of By-Laws Update Project**

*Submitted February 16, 2022*

**This Summary is intended to facilitate the review by the Beth David Board of Trustees and the Members of FGJMC of the proposed Amended and Restated By-Laws for the FGJMC, a copy of which (clean and “marked” to show all of the changes made) accompanies this Summary. Questions and comments are welcome and should be sent to Neil Sukonik, the FGJMC Board President.**

#### History:

- FGJMC formed and charter filed 28 March 2011 and initial By-Laws adopted.
- Charter amended 22 October 2014 (to correct references to IRS Code Section 501(c)(13) and to change fiscal year end to 31 December)
- By-Laws amended 22 October 2014 (Sections 1.1 (correct name error), 3.2 and 3.3 (relating to appointment of trustee by Beth David) and 8.1 (to change fiscal year end to 31 December)
- By-Laws amended April 2016 (Section 3.2 – relating to appointment of trustee by Beth David)
- By-Laws amended April 2017 (several sections)

#### Proposed Amended & Restated By-Laws:

*Notes: “Amended” to make changes summarized below and “Restated” to reflect all changes, past and present, in one document for clarity and simplicity. The changes described below are referenced by section number in the Amended and Restated By-Laws accompanying this Summary.*

1. Section 6.1: Adds the officer position of “Solicitor” and changes the requirement that the officer position of Treasurer, assistant treasurer, solicitor and other roles need to be held by persons who are also members of the Board of Trustees or Members of the Corporation.
2. Section 6.6: Clarifies that only Beth David can remove the President of the Corporation from such position (unless the Cemetery Chair of Beth David waives his or her right to be President).